CHANNELADVISOR CORP
Form 10-Q
August 09, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2018
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 001-35940

CHANNELADVISOR CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	56-2257867 (I.R.S. Employer Identification No.)
3025 Carrington Mill Boulevard, Morrisville, NC (Address of principal executive offices)	27560 (Zip Code)

(919) 228-4700
(Registrant's telephone number, including area code)
N/A
(Former name, former address and former
fiscal year, if changed since last report)

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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x 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 Securities Exchange Act of 1934.

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company ¨
	Emerging growth company x

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. x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes ¨ No x

The number of outstanding shares of the registrant's common stock, par value $0.001 per share, as of the close of business on July 24, 2018 was 27,282,599.

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PART I - FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CHANNELADVISOR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	June 30, 2018 (unaudited)	December 31, 2017
Assets		
Current assets:		
Cash and cash equivalents	$50,912	$53,422
Accounts receivable, net of allowance of $607 and $609 as of June 30, 2018 and December 31, 2017, respectively	21,210	27,452
Prepaid expenses and other current assets	14,384	16,462
Total current assets	86,506	97,336
Property and equipment, net	12,871	10,877
Goodwill	23,486	23,486
Intangible assets, net	2,198	2,503
Deferred contract costs, net of current portion	9,235	—
Long-term deferred tax assets, net	4,792	5,550
Other assets	1,342	759
Total assets	$140,430	$140,511
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$4,892	$7,243
Accrued expenses	12,022	12,611
Deferred revenue	26,023	27,143
Other current liabilities	4,410	4,477
Total current liabilities	47,347	51,474
Long-term capital leases, net of current portion	1,555	641
Lease incentive obligation	2,541	3,328
Other long-term liabilities	2,561	3,157
Total liabilities	54,004	58,600
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.001 par value, 5,000,000 shares authorized, no shares issued and outstanding as of June 30, 2018 and December 31, 2017	—	—
Common stock, $0.001 par value, 100,000,000 shares authorized, 27,278,649 and 26,601,626 shares issued and outstanding as of June 30, 2018 and December 31, 2017, respectively	27	27
Additional paid-in capital	266,222	262,805
Accumulated other comprehensive loss	(1,271)	(789)
Accumulated deficit	(178,552)	(180,132)
Total stockholders' equity	86,426	81,911
Total liabilities and stockholders' equity	$140,430	$140,511

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

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CHANNELADVISOR CORPORATION AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Revenue	$32,660	$30,004	$64,105	$58,333
Cost of revenue (1)	6,975	7,144	14,328	14,840
Gross profit	25,685	22,860	49,777	43,493
Operating expenses:				
Sales and marketing (1)	15,974	15,003	30,864	30,188
Research and development	5,737	5,147	11,639	10,118
General and administrative	6,708	6,678	13,159	15,208
Total operating expenses	28,419	26,828	55,662	55,514
Loss from operations	(2,734)	(3,968)	(5,885)	(12,021)
Other income (expense):				
Interest income (expense), net	106	54	231	82
Other income (expense), net	(1)	13	(20)	70
Total other income (expense)	105	67	211	152
Loss before income taxes	(2,629)	(3,901)	(5,674)	(11,869)
Income tax expense	135	84	247	172
Net loss	$(2,764)	$(3,985)	$(5,921)	$(12,041)
Net loss per share:				
Basic and diluted	$(0.10)	$(0.15)	$(0.22)	$(0.46)
Weighted average common shares outstanding:				
Basic and diluted	27,180,435	26,380,031	26,961,102	26,219,348

(1) Certain prior period amounts have been reclassified to conform to current period presentation. These reclassifications had no impact on reported operating loss or net loss for the period. Refer to Note 2, "Significant Accounting Policies," for further detail.

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

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CHANNELADVISOR CORPORATION AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net loss	$(2,764)	$(3,985)	$(5,921)	$(12,041)
Other comprehensive income (loss):				
Foreign currency translation adjustments	(591)	325	(482)	535
Total comprehensive loss	$(3,355)	$(3,660)	$(6,403)	$(11,506)

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

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CHANNELADVISOR CORPORATION AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six Months Ended June 30,	
	2018	2017
Cash flows from operating activities		
Net loss	$(5,921)	$(12,041)
Adjustments to reconcile net loss to cash and cash equivalents provided by (used in) operating activities:		
Depreciation and amortization	2,959	3,436
Bad debt expense	532	113
Stock-based compensation expense	5,049	6,292
Deferred income taxes	190	155
Other items, net	(390)	(434)
Changes in assets and liabilities, net of effects from acquisition:		
Accounts receivable	5,550	(2,157)
Prepaid expenses and other assets	4,373	1,193
Deferred contract costs	(3,586)	—
Accounts payable and accrued expenses	(5,398)	276
Deferred revenue	(2,326)	3,070
Cash and cash equivalents provided by (used in) operating activities	1,032	(97)
Cash flows from investing activities		
Purchases of property and equipment	(656)	(543)
Payment of internal-use software development costs	(290)	(159)
Acquisition, net of cash acquired	—	(2,177)
Cash and cash equivalents used in investing activities	(946)	(2,879)
Cash flows from financing activities		
Repayment of capital leases	(1,837)	(2,439)
Proceeds from exercise of stock options	1,004	339
Payment of statutory tax withholding related to net-share settlement of restricted stock units	(1,569)	(2,494)
Cash and cash equivalents used in financing activities	(2,402)	(4,594)
Effect of currency exchange rate changes on cash and cash equivalents	(194)	29
Net decrease in cash and cash equivalents	(2,510)	(7,541)
Cash and cash equivalents, beginning of period	53,422	65,420
Cash and cash equivalents, end of period	$50,912	$57,879
Supplemental disclosure of cash flow information		
Cash paid for interest	$19	$93
Cash paid for income taxes, net	$58	$144
Supplemental disclosure of noncash investing and financing activities		
Accrued statutory tax withholding related to net-share settlement of restricted stock units	$1,067	$—
Accrued capital expenditures	$77	$557
Capital lease obligations entered into for the purchase of fixed assets	$4,217	$567

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

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CHANNELADVISOR CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF THE BUSINESS

ChannelAdvisor Corporation ("ChannelAdvisor" or the "Company") was incorporated in the state of Delaware and capitalized in June 2001. The Company began operations in July 2001. ChannelAdvisor is a provider of software-as-a-service, or SaaS, solutions and its mission is to connect and optimize the world's commerce. ChannelAdvisor's e-commerce cloud platform helps retailers and brands worldwide improve their online performance by expanding sales channels, connecting with consumers around the world, optimizing their operations for peak performance and providing actionable analytics to improve competitiveness. The Company is headquartered in Morrisville, North Carolina and maintains sales, service, support and research and development offices in various domestic and international locations. Please refer to the Company's website at www.channeladvisor.com for a complete list of its domestic and international office locations.

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

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

Interim Condensed Consolidated Financial Information

The accompanying condensed consolidated financial statements and footnotes have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") as contained in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") for interim financial information. In the opinion of management, the interim financial information includes all adjustments of a normal recurring nature necessary for a fair presentation of financial position, the results of operations, comprehensive loss and cash flows. The results of operations for the three and six months ended June 30, 2018 are not necessarily indicative of the results for the full year or the results for any future periods. These unaudited interim financial statements should be read in conjunction with the audited financial statements and related footnotes for the year ended December 31, 2017 ("fiscal 2017"), which are included in the Company's Annual Report on Form 10-K for fiscal 2017. Except for the adoption of Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts from Customers (Topic 606) ("ASC 606"), there have been no material changes to the Company's significant accounting policies from those described in the footnotes to the audited financial statements contained in the Company's Annual Report on Form 10-K for fiscal 2017. Refer to Note 6, "Revenue from Contracts with Customers" for a description of changes to the Company's revenue recognition and contract costs accounting policies as a result of the adoption of ASC 606.

Reclassification

Certain prior period amounts included in the unaudited condensed consolidated statements of operations have been reclassified to conform to the current period's presentation. The Company has revised the classification of certain employee-related and other operating expenses to better align the income statement line items with departmental responsibilities and the management of operations. These reclassifications had no effect on the Company's reported operating loss or net loss for the three and six months ended June 30, 2017.

The table below summarizes the financial statement line items impacted by these reclassifications (in thousands):

	Three Months Ended June 30, 2017		
	As Previously Reported	Reclassification	As Reclassified
Cost of revenue	$6,520	$ 624	$ 7,144
Gross profit	23,484	(624)	22,860
Sales and marketing	15,627	(624)	15,003
Total operating expenses	27,452	(624)	26,828

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	Six Months Ended June 30, 2017		
	As Previously Reported	Reclassification	As Reclassified
Cost of revenue	$13,362	$ 1,478	$ 14,840
Gross profit	44,971	(1,478)	43,493
Sales and marketing	31,666	(1,478)	30,188
Total operating expenses	56,992	(1,478)	55,514

Recent Accounting Pronouncements

Standard	Description	Effect on the Financial Statements or Other Significant Matters
Standards that the Company has not yet adopted		
Leases:		
ASU 2016-02, Leases (Topic 842) Effective date: January 1, 2019	This standard requires that lessees recognize assets and liabilities for leases with lease terms greater than twelve months in the statement of financial position. This standard also requires improved disclosures to help users of financial statements better understand the amount, timing and uncertainty of cash flows arising from leases.	The Company formed a project team and developed a plan to prepare for the adoption of this standard by its effective date. The project team has performed a business impact assessment, has identified a population of leases and has performed an analysis on its lease population using an expected incremental borrowing rate to assess its adoption of the ASU. The project team has assessed service agreements for potentially embedded leases and has identified leases it considers short term in duration. Based upon the project team's analysis, the Company expects to elect the package of three practical expedients, as well as the practical expedient to apply hindsight in determining lease terms. The Company continues to evaluate transition methods and the impact that ASU 2016-02 will have on internal controls over financial reporting and its consolidated financial statements.
Financial Instruments:		
ASU 2016-13, Financial Instruments - Credit Losses (Topic 326) Effective date: January 1, 2020	This standard replaces the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses. The update is intended to provide financial statement users with more useful information about expected credit losses.	The Company is currently evaluating the impact the adoption of this standard will have on its consolidated financial statements.

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Standard	Description	Effect on the Financial Statements or Other Significant Matters
Standards that the Company has recently adopted		
Cash Flow:		
ASU 2016-18, Restricted Cash	This standard requires that entities show the changes in the total of cash, cash equivalents and restricted cash in the statement of cash flows. Transfers between cash, cash equivalents and restricted cash should not be presented as cash flow activities on the statement of cash flows.	The Company adopted this standard effective January 1, 2018. The adoption did not have a material impact on its consolidated financial statements.
Revenue Recognition:		
ASU 2014-09, Revenue from Contracts with Customers (Topic 606)	This standard replaces existing revenue recognition standards and provides that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 also requires enhanced disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. Entities have the option of using either a full retrospective or modified retrospective approach for the adoption of the standard.	The Company adopted this standard effective January 1, 2018 using the modified retrospective transition method. Refer to Note 6, "Revenue from Contracts with Customers," for additional information regarding the impact of adoption and revenue recognition under ASC 606 on the Company's consolidated financial statements.

The Company has reviewed new accounting pronouncements that were issued during the six months ended June 30, 2018 and does not believe that these pronouncements are applicable to the Company, or that they will have a material impact on its financial position or results of operations.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

On an ongoing basis, the Company evaluates its estimates, including those related to the accounts receivable allowance, the useful lives of long-lived assets and other intangible assets, income taxes, assumptions used for purposes of determining stock-based compensation, and revenue recognition, including standalone selling prices for contracts with multiple performance obligations and the expected period of benefit for deferred contract costs, among others. Estimates and assumptions are also required to value assets acquired and liabilities assumed in conjunction with business combinations. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable, the results of which form the basis for making judgments about the carrying value of assets and liabilities.

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3. STOCKHOLDERS' EQUITY

The following table summarizes the stockholders' equity activity for the six months ended June 30, 2018 (in thousands):

Balance as of December 31, 2017	$81,911
Cumulative effect of accounting change (1)	7,501
Exercise of stock options and vesting of restricted stock units	1,004
Stock-based compensation expense	5,049
Statutory tax withholding related to net-share settlement of restricted stock units	(2,636)
Net loss	(5,921)
Foreign currency translation adjustments	(482)
Balance as of June 30, 2018	$86,426

(1) Refer to Note 6, "Revenue from Contracts with Customers," for additional information regarding the effect of the adoption of ASC 606 and adjustments to accumulated deficit upon adoption.

4. GOODWILL AND INTANGIBLE ASSETS

The Company has acquired intangible assets in connection with its business acquisitions. These assets were recorded at their estimated fair values at the acquisition date and are being amortized over their respective estimated useful lives using the straight-line method. The estimated useful lives and amortization methodology used in computing amortization are as follows:

	Estimated Useful Life	Amortization Methodology
Customer relationships	7 years	Straight-line
Acquired technology	7 years	Straight-line

Amortization expense associated with the Company's intangible assets was $0.2 million for each of the three months ended June 30, 2018 and 2017, and $0.3 million for each of the six months ended June 30, 2018 and 2017.

There were no changes to the Company's goodwill during the six months ended June 30, 2018.

5. COMMITMENTS

Sales Tax

During the first quarter of 2017, the Company completed its analysis with regard to potential unpaid sales tax obligations. Based on the results of this analysis, the Company made the decision to enter into voluntary disclosure agreements ("VDAs") with certain jurisdictions to reduce the Company's potential sales tax liability. VDAs generally provide for a maximum look-back period, a waiver of penalties and, at times, interest as well as payment arrangements. The Company's estimated aggregate VDA liability of $2.5 million was recorded as a one-time charge in general and administrative expense in the accompanying condensed consolidated statements of operations for the six months ended June 30, 2017. This amount represented the Company's estimate of its potential unpaid sales tax liability through the anticipated look-back periods including interest, where applicable, in all jurisdictions in which the Company has entered into VDAs. During the third quarter of 2017, one jurisdiction rejected the Company's VDA application and conducted a sales tax audit, which was completed in May 2018.

Through June 30, 2018, the Company has paid an aggregate of $2.5 million under the terms of the VDA agreements and to settle the sales tax audit. The Company has no other unresolved VDA applications or ongoing sales tax audits as of June 30, 2018.

6. REVENUE FROM CONTRACTS WITH CUSTOMERS

Financial Statement Impact of Adopting ASC 606, "Revenue from Contracts with Customers"

On January 1, 2018, the Company adopted ASC 606 using the modified retrospective transition method and applied this method to all contracts that were not complete as of the date of adoption. The reported results as of June 30, 2018 and for the three and six months ended June 30, 2018 in the accompanying unaudited condensed consolidated financial statements are presented under ASC 606, while prior period results have not been adjusted and are reported in accordance with historical accounting guidance in effect for those periods.

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The most significant impacts of this standard relate to the timing of revenue recognition of fixed fees under the Company's contracts, as well as the accounting for costs to obtain contracts. Under ASC 606, for the Company's managed-service contracts, revenue recognition for subscription and implementation fees begins on the launch date and is recognized over time through the term of the contract. Before the adoption of this standard, the Company deferred the recognition of revenue until the completion of the implementation services, at which point the Company recognized a cumulative catch-up adjustment equal to the revenue earned during the implementation period that had been deferred. The Company then recognized the remaining balance of the fixed fees ratably over the remaining term of the contract. Additionally, under ASC 606, the Company now defers recognition of expense for sales commissions and a portion of other incentive compensation ("contract costs"). These contract costs are amortized to expense over the expected period of benefit. Before the adoption of ASC 606, the Company expensed these contract costs as incurred.

The adoption of ASC 606 under the modified retrospective transition method resulted in a net adjustment reducing the accumulated deficit by $7.5 million at January 1, 2018. The adjustment consisted of $8.7 million related to the deferral of contract costs that were historically expensed as incurred, $(0.6) million related to the timing of revenue recognition for managed-service contracts, and $(0.6) million related to the tax impact of the contract costs and revenue adjustments.

Revenue Recognition

In accordance with ASC 606, revenue is recognized when a customer obtains control of promised services, in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for those services. In determining the amount of revenue to be recognized, the Company performs the following steps: (i) identification of the contract with a customer; (ii) identification of the promised services in the contract and determination of whether the promised services are performance obligations, including whether they are distinct in the context of the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations based on estimated selling prices; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

Disaggregation of Revenue

The Company derives the majority of its revenue from subscription fees paid for access to and usage of its SaaS solutions for a specified period of time, typically one year. A portion of the subscription fee is typically fixed and is based on a specified minimum amount of gross merchandise value ("GMV") or advertising spend that a customer expects to process through the Company's platform over the contract term. The remaining portion of the subscription fee is variable and is based on a specified percentage of GMV or advertising spend processed through the Company's platform in excess of the customer's specified minimum GMV or advertising spend amount. In addition to subscription fees, contracts with customers may include implementation fees for launch assistance and training. Fixed subscription and implementation fees are billed in advance of the subscription term and are due in accordance with contract terms, which generally provide for payment within 30 days. Variable fees are subject to the same payment terms, although they are generally billed the month after they are incurred. The Company also generates revenue from its solutions that allow brands to direct potential consumers from their websites and digital marketing campaigns to authorized resellers. These contracts are generally one year in duration. The Company's contractual arrangements include performance, termination and cancellation provisions, but do not provide for refunds. Customers do not have the contractual right to take possession of the Company's software at any time. Sales taxes collected from customers and remitted to government authorities are excluded from revenue.

The following table summarizes revenue disaggregation by product for the three and six months ended June 30, 2018 and 2017 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017 (1)	2018	2017 (1)
Marketplaces	$23,811	$22,972	$47,799	$45,061
Digital Marketing	4,505	4,321	8,850	8,518

Other	4,344	2,711	7,456	4,754
	$32,660	$30,004	$64,105	$58,333

(1) As noted above, prior periods have not been adjusted for the adoption of ASC 606 and are presented in accordance with historical accounting guidance in effect for those periods.

Marketplaces and Digital Marketing - The Company's Marketplaces module connects customers to third-party e-commerce marketplaces and provides access to advertising programs and advanced competitive features on major marketplaces. The Company's Digital Marketing module allows customers to create and optimize advertisements on multiple online shopping channels. Customers may subscribe to each of these modules on a self-service or managed-service basis. Self-service subsc

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riptions allow the customer to manage their own activity on the platform. Launch services are also available, although they are not required for the customer to access the platform. Revenue from self-service subscriptions, including fixed subscription fees and fees associated with any elected launch services, is recognized ratably over the subscription term, which is typically one year, beginning on the date the customer has access to the platform. Managed-service subscriptions offer the customer an outsourced, managed platform experience. Implementation services are included with managed-service subscriptions and are necessary to launch on the platform. Revenue from managed-service subscriptions, including fixed subscription fees and fees associated with implementation services, is recognized ratably over the subscription term, which is typically one year, beginning once implementation services are complete. As noted above, customers incur variable fees when the GMV processed through Marketplaces, or the GMV or advertising spend processed through Digital Marketing, exceeds the GMV or advertising spend included in their subscriptions. In general, revenue from variable fees is recognized in the period in which the related GMV or advertising spend is processed through the platform.

Other - Other product offerings include the Company's Where to Buy and Product Intelligence solutions, which provide current information on resellers and product availability and insights on product assortment, gaps, and pricing trends. These solutions are only available on a managed-service basis and include implementation services. The Company also enters into integration agreements with certain marketplaces or channels under which the partner engages the Company to integrate the platform with their marketplace or channel. Revenue from these product offerings is recognized ratably over the subscription term beginning on the date the implementation or integration is complete.

Contracts with Multiple Performance Obligations

Customers may elect to purchase a subscription to multiple modules, multiple modules with multiple service levels, or, for certain of the Company's solutions, multiple brands or geographies. The Company evaluates such contracts to determine whether the services to be provided are distinct and accordingly, should be accounted for as separate performance obligations. If the Company determines that a contract has multiple performance obligations, the transaction price, which is the total price of the contract, is allocated to each performance obligation based on a relative standalone selling price method. The Company estimates standalone selling price based on observable prices in past transactions for which the product offering subject to the performance obligation has been sold separately. As the performance obligations are satisfied, revenue is recognized as discussed above in the product descriptions.

Transaction Price Allocated to Future Performance Obligations

ASC 606 provides certain practical expedients that limit the required disclosure of the aggregate amount of transaction price that is allocated to performance obligations that have not yet been satisfied. As the Company typically enters into contracts with customers for a twelve-month subscription term, substantially all of its performance obligations that have not yet been satisfied as of June 30, 2018 are part of a contract that has an original expected duration of one year or less. For contracts with an original expected duration of greater than one year, for which the practical expedient does not apply, the aggregate transaction price allocated to the unsatisfied performance obligations was $21.9 million as of June 30, 2018, of which $13.7 million is expected to be recognized as revenue over the next twelve months.

Deferred Revenue

Deferred revenue represents the unearned portion of subscription and implementation fees. Deferred revenue is recorded when cash payments are received in advance of performance. Deferred amounts are generally recognized within one year. Deferred revenue is included in the accompanying condensed consolidated balance sheets under "Total current liabilities," net of any long-term portion that is included in "Other long-term liabilities." The following table summarizes deferred revenue activity for the six months ended June 30, 2018 (in thousands):

	As of January 1, 2018 (adjusted)	Net Additions	Revenue recognized	As of June 30, 2018
Deferred revenue	$ 28,982	61,470	(64,105)	$26,347

Of the $64.1 million of revenue recognized in the six months ended June 30, 2018, $20.5 million was included in deferred revenue at January 1, 2018.

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Costs to Obtain Contracts

In accordance with ASC 606, the Company now capitalizes sales commissions and a portion of other incentive compensation costs that are directly related to obtaining customer contracts and that would not have been incurred if the contract had not been obtained. These costs are included in the accompanying condensed consolidated balance sheets and are classified as "Prepaid expenses and other current assets," net of any long-term portion that is included in "Deferred contract costs, net of current portion." Deferred contract costs are amortized to sales and marketing expense over the expected period of benefit, which the Company has determined to be five years based on the estimated customer relationship period. The following table summarizes deferred contract cost activity for the six months ended June 30, 2018 (in thousands):

	As of January 1, 2018 (adjusted)	Additions	Amortized costs (1)	As of June 30, 2018
Deferred contract costs	$ 8,721	4,882	(1,445)	$12,158

(1) Includes contract costs amortized to sales and marketing expense during the period and the impact from foreign currency exchange rate fluctuations.

Financial Statement Impact

The following tables compare financial statement line items from the reported condensed consolidated balance sheet, condensed consolidated statement of operations and condensed consolidated statement of cash flows, as of and for the three and six months ended June 30, 2018, to the pro forma amounts, which are the amounts that would have been reported prior to the adoption of ASC 606 (in thousands):

Balance Sheet - select financial statement line items impacted by the adoption of ASC 606	As of June 30, 2018	
	As Reported	Pro Forma
Prepaid expenses and other current assets	$14,384	$11,461
Total current assets	86,506	83,583
Deferred contract costs, net of current portion	9,235	—
Long-term deferred tax assets, net	4,792	5,450
Total assets	140,430	128,930
Deferred revenue	26,023	25,652
Total current liabilities	47,347	46,976
Other long-term liabilities	2,561	2,447
Total liabilities	54,004	53,519
Accumulated other comprehensive loss	(1,271)	(1,091)
Accumulated deficit	(178,552)	(189,747)
Total liabilities and stockholders' equity	$140,430	$128,930

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Statement of Operations - select financial statement line items impacted by the adoption of ASC 606	Three Months Ended June 30, 2018		Six Months Ended June 30, 2018	
	As Reported	Pro Forma	As Reported	Pro Forma
Revenue	$32,660	$32,362	$64,105	$63,774
Gross profit	25,685	25,387	49,777	49,446
Sales and marketing	15,974	17,469	30,864	34,301
Total operating expenses	28,419	29,914	55,662	59,099
Loss from operations	(2,734)	(4,527)	(5,885)	(9,653)
Other income (expense), net	(1)	(150)	(20)	(169)
Total other income (expense)	105	(44)	211	62
Loss before income taxes	(2,629)	(4,571)	(5,674)	(9,591)
Income tax expense	135	13	247	24
Net loss	(2,764)	(4,584)	(5,921)	(9,615)
Net loss per share, basic and diluted	$(0.10)	$(0.17)	$(0.22)	$(0.36)

Statement of Cash Flows - select financial statement line items impacted by the adoption of ASC 606	Six Months Ended June 30, 2018	
	As Reported	Pro Forma
Net loss	$(5,921)	$(9,615)
Deferred income taxes	190	(33)
Changes in assets and liabilities:		
Deferred contract costs	(3,586)	—
Deferred revenue	(2,326)	(1,995)
Cash and cash equivalents provided by operating activities	$1,032	$1,032

7. STOCK-BASED COMPENSATION

The Company recognizes stock-based compensation expense using the accelerated attribution method, net of estimated forfeitures, in which compensation cost for each vesting tranche in an award is recognized ratably from the service inception date to the vesting date for that tranche.

Stock-based compensation expense is included in the following line items in the accompanying condensed consolidated statements of operations for the three and six months ended June 30, 2018 and 2017 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Cost of revenue (1)	$92	$239	$309	$566
Sales and marketing (1)	728	1,172	1,480	1,918
Research and development	355	503	1,004	1,071
General and administrative	1,141	1,454	2,256	2,737
	$2,316	$3,368	$5,049	$6,292

(1) Certain prior period amounts have been reclassified to conform to current period presentation. These reclassifications had no impact on the Company's reported operating loss or net loss for the period. Refer to Note 2, "Significant Accounting Policies," for further detail.

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During the six months ended June 30, 2018, the Company granted the following share-based awards:

	Number of Shares Underlying Grant	Weighted Average Grant Date Fair Value
Stock options	362,415	$ 5.98
Restricted stock units ("RSUs")	866,121	$ 13.95
Total share-based awards	1,228,536	$ 11.60

8. NET LOSS PER SHARE

Diluted net loss per share is the same as basic net loss per share for all periods presented because the effects of potentially dilutive items were anti-dilutive given the Company's net loss. The following securities have been excluded from the calculation of weighted average common shares outstanding because the effect is anti-dilutive for the three and six months ended June 30, 2018 and 2017:

	Three and Six Months Ended June 30,	
	2018	2017
Stock options	2,307,949	2,196,719
RSUs	2,333,294	2,616,117

9. INCOME TAXES

At the end of each interim reporting period, the Company estimates its effective income tax rate expected to be applicable for the full year. This estimate is used to determine the income tax provision or benefit on a year-to-date basis and may change in subsequent interim periods.

The Company's effective tax rate was (5.1)% and (2.2)% for the three months ended June 30, 2018 and 2017, respectively, and (4.4)% and (1.4)% for the six months ended June 30, 2018 and 2017, respectively. The tax expense for each of the periods was based on state, local and foreign taxes. The Company’s effective tax rate for these periods is lower than the U.S. federal statutory rate of 21% for the three and six months ended June 30, 2018 and 34% for the three and six months ended June 30, 2017 primarily due to operating losses which are subject to a valuation allowance. The Company cannot recognize the tax benefit of operating loss carryforwards generated in certain jurisdictions due to uncertainties relating to future taxable income in those jurisdictions in terms of both its timing and its sufficiency, which would enable the Company to realize the benefits of those carryforwards. The change in the effective tax rate for the three and six months ended June 30, 2018 compared with the same periods in the prior year is primarily due to the Company's adoption of ASC 606 which resulted in increased income in certain of the Company's foreign subsidiaries.

The Tax Cuts and Jobs Act of 2017 ("Tax Act"), which went into effect on December 22, 2017, significantly revises the Internal Revenue Code of 1986, as amended ("IRC"). The Tax Act is complex and it will take time to assess the implications thoroughly. The Company is currently evaluating the Tax Act with its professional advisors and has included the effects of the following changes enacted in the Tax Act in this report:

•For the financial statements included in the Company's Annual Report on Form 10-K for fiscal 2017, the Company reduced its expected U.S. federal corporate income tax rate used to measure its deferred tax assets and liabilities to the newly enacted rate of 21% from 34%, which had been used in the calculation of the Company's income tax expense for the three and six months ended June 30, 2017. The U.S. federal corporate income tax rate of 21% was used in the calculation of the Company's income tax expense for the three and six months ended June 30, 2018.

•The Company incorporated the newly enacted rules in the Tax Act relating to net operating loss carryforwards. The new rules allow for an indefinite carryforward of unused net operating losses generated in years ending after December 31, 2017. The Company does not generally consider deferred tax liabilities on indefinite-lived assets as a source of future taxable income available to be able to realize deferred tax assets. However, the Company considers the deferred tax liability associated with the indefinite-lived intangible asset as a source of future taxable income

available to realize the benefit of deferred tax assets recorded for indefinite-lived tax attributes. For net operating losses generated in periods starting after December 31, 2017, the Company has begun to record the tax benefit of the deferred tax asset up to the amount of the deferred tax liability on the indefinite-lived asset. This resulted in a $0.1 million reduction in the Company's income tax expense for the six months ended June 30, 2018. Any amount of the deferred tax asset record

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ed in excess of the deferred tax liability is expected to be offset by a valuation allowance.

Other provisions of the Tax Act might have a significant impact on the Company, such as the repeal of the alternative minimum tax, the new requirement to capitalize research and experimentation expenses, and the creation of the base erosion anti-abuse tax, the global intangible low taxed income inclusion and the foreign derived intangible income deduction. However, based on its current estimates, the Company does not expect that these or the other changes enacted as part of the Tax Act will have a material impact on its financial results as of and for the year ending December 31, 2018. However, new developments such as changes in the Company's operations or the issuance of additional guidance from the Internal Revenue Service ("IRS") could result in changes to the Company's analysis and estimates. In addition, it is uncertain if and to what extent various states will conform to the Tax Act.

On December 22, 2017, SEC Staff Accounting Bulletin No. 118 ("SAB 118") was issued to address the application of U.S. GAAP in situations in which a registrant does not have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Act. In accordance with SAB 118, the Company reduced its net deferred tax assets by $16.6 million to account for the decrease in the U.S. federal tax rate, made a de minimis reduction in its end of year deferred tax asset to account for the changes to IRC Section 162(m), and included a reasonable estimate of the impact of revenue recognition in conjunction with the new IRC Section 451(c); such adjustments were provisional and reflect the Company's reasonable estimates at December 31, 2017 and June 30, 2018. Additional work is necessary for a more detailed analysis of the impacts of the Tax Act. Any subsequent adjustment to these amounts will be recorded to current tax expense in the quarter of 2018 in which the analysis is complete.

10. SEGMENT AND GEOGRAPHIC INFORMATION

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker ("CODM") for purposes of allocating resources and evaluating financial performance. The Company's CODM reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. As such, the Company's operations constitute a single operating segment and one reportable segment.

Substantially all assets were held in the United States during the six months ended June 30, 2018 and the year ended December 31, 2017. The table below summarizes revenue by geography for the three and six months ended June 30, 2018 and 2017 (in thousands). The Company categorizes domestic and international revenue from customers based on their billing address.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Domestic	$25,076	$23,691	$49,537	$46,198
International	7,584	6,313	14,568	12,135
Total revenue	$32,660	$30,004	$64,105	$58,333

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

Certain statements contained in this Quarterly Report on Form 10-Q may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions, or the negative of such words or phrases, are intended to identify "forward-looking statements." We have based these forward-looking statements on our current expectations and projections about future events. Because such statements include risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are based upon information available to us as of the date of this Quarterly Report, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements. Factors that could cause or contribute to these differences include those below and elsewhere in this Quarterly Report on Form 10-Q, particularly in Part II – Item 1A, "Risk Factors," and our other filings with the Securities and Exchange Commission. Statements made herein are as of the date of the filing of this Form 10-Q with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. Unless otherwise required by applicable law, we do not undertake, and we specifically disclaim, any obligation to update any forward-looking statements to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes that appear in Item 1 of this Quarterly Report on Form 10-Q and with our audited consolidated financial statements and related notes for the year ended December 31, 2017, which are included in our Annual Report on Form 10-K for fiscal 2017.

We are a leading provider of software-as-a-service, or SaaS, solutions and our mission is to connect and optimize the world's commerce. Our e-commerce cloud platform helps retailers and brands worldwide improve their online performance by expanding sales channels, connecting with consumers around the world, optimizing their operations for peak performance and providing actionable analytics to improve competitiveness. Our customers include the online businesses of traditional retailers, online retailers and brands, as well as advertising agencies that use our solutions on behalf of their clients. Through our platform, we enable our customers to connect with new and existing sources of demand for their products through channels such as Amazon, eBay, Facebook, Google and Walmart. Our fulfillment solution makes it easier for customers to connect to their supply chain, which could include distributors, manufacturers and third-party logistic providers. Our suite of solutions, accessed through a standard web browser, provides our customers with a single, integrated user interface to manage their product listings, inventory availability, pricing optimization, search terms, orders and fulfillment, as well as data analytics and other critical functions across these channels. We also offer solutions that allow brands to send their web visitors or digital marketing audiences directly to authorized resellers and to gain insight into consumer behavior. Our proprietary cloud-based technology platform delivers significant breadth, scalability and flexibility.

EXECUTIVE OVERVIEW

FINANCIAL RESULTS

- Total revenue of $32.7 million and $64.1 million for the three and six months ended June 30, 2018 increased 8.9% and 9.9%, respectively, from the comparable prior year periods;
- Average revenue per customer of $45,029 for the twelve months ended June 30, 2018 increased 9.7% compared with $41,029 for the twelve months ended June 30, 2017;
-

- Revenue was comprised of 75.8% and 24.2% fixed and variable subscription fees, respectively, for the three months ended June 30, 2018 compared with fixed and variable subscription fees of 75.3% and 24.7%, respectively, for the three months ended June 30, 2017;
- Revenue was comprised of 76.0% and 24.0% fixed and variable subscription fees, respectively, for the six months ended June 30, 2018 compared with fixed and variable subscription fees of 76.6% and 23.4%, respectively, for the six months ended June 30, 2017;

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- Revenue derived from customers located outside of the United States as a percentage of total revenue was 23.2% and 22.7% for the three and six months ended June 30, 2018, respectively, compared with 21.0% and 20.8%, respectively, for the comparable prior year periods;
- Gross margin of 78.6% and 77.6% for the three and six months ended June 30, 2018, respectively, improved by 240 and 300 basis points, respectively, from the comparable prior year periods;
- Operating margin of (8.4)% and (9.2)% for the three and six months ended June 30, 2018, respectively, improved by 480 and 1,140 basis points, respectively, from the comparable prior year periods;
- Net loss of $(2.8) million and $(5.9) million for the three and six months ended June 30, 2018, respectively, improved compared to net loss of $(4.0) million and $(12.0) million, respectively, for the comparable prior year periods;
- Adjusted EBITDA was $1.1 million and $2.1 million for the three and six months ended June 30, 2018, respectively, compared to adjusted EBITDA of $1.1 million and $0.3 million, respectively, for the comparable prior year periods;
- Cash and cash equivalents was $50.9 million at June 30, 2018 compared with $53.4 million at December 31, 2017; and
- Operating cash flow was $1.0 million for the six months ended June 30, 2018 compared to $(0.1) million for the six months ended June 30, 2017.

TRENDS IN OUR BUSINESS

The following trends have contributed to the results of our consolidated operations, and we anticipate that they will continue to impact our future results:

- Growth in Online Shopping. Consumers continue to move more of their retail spending from offline to online retail. The continuing shift to online shopping and overall growth has contributed to our historical growth and we expect that this online shift will continue to benefit our business.
- Product Offering Expansion. As online shopping evolves, we continue to expand our product offerings to reflect the needs of companies seeking to attract consumers. In 2017, we expanded our research and development capabilities with new talent through organic growth, an acquisition and expanding our operations overseas with the opening of a new research and development facility in Madrid, Spain. In 2018, we continued to enhance our product offering by increasing online shopping marketplace channel integrations including first party retail programs and improving our analytics capabilities and fulfillment feature set.
- Growth in Mobile Usage. We believe the shift toward mobile commerce will increasingly favor aggregators such as Amazon, eBay and Google, all of which are focal points of our platform. These systems understand the identity of the buyer, helping to reduce friction in the mobile commerce process, while offering a wide selection of merchandise in a single location. The growth in mobile commerce may result in increased revenue for us.
- Shift to Larger Customers. We believe that the growth in online shopping increasingly favors larger enterprises. This move impacts our business both in longer sales cycles as well as increased average revenue per customer.
- Evolving Fulfillment Landscape. Consumers have been conditioned to expect fast, efficient delivery of products. We believe that determining and executing on a strategy to more expeditiously receive, process and deliver online orders, which we refer to collectively as fulfillment, is critical to success for online sellers. Therefore, it will be increasingly important for us to facilitate and optimize fulfillment services on behalf of our customers, which in turn may result in additional research and development investment. We believe our strategic acquisition of a fulfillment platform in 2017 will continue to further enhance our fulfillment offering and strategy.
- Focus on Employees. We strive to provide competitive compensation and benefits programs to help attract and retain quality employees who are focused on facilitating the success of our customers. We increased headcount by 5.4% from June 30, 2017 to June 30, 2018 to help drive revenue growth and support our overall operations.
- Seasonality. Our revenue fluctuates as a result of seasonal variations in our business, principally due to the peak consumer demand and related increased volume of our customers' gross merchandise value, or GMV, during the year-end holiday season. As a result, we have historically had higher revenue in our fourth quarter than other quarters due to increased GMV processed through our platform, resulting in higher variable subscription fees.

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OPPORTUNITIES AND RISKS

- Dynamic E-commerce Landscape. We need to continue to innovate in the face of a rapidly changing e-commerce landscape if we are to remain competitive, and we need to effectively manage our growth, especially related to our international expansion.
- Retailers and Brands. As consumer preferences potentially shift away from smaller retailers, we need to continue to add large retailers and brands as profitable customers. These customers generally pay a lower percentage of GMV as fees to us based on the relatively higher volume of their GMV processed through our platform. To help drive our future growth, we have made significant investments in our sales force and allocated resources focused on growing our customer base of large retailers and brands. We continue to focus our efforts on increasing value for our customers to support higher rates.
- Strategic Partnerships. Our business development team's mission is to expand our sales and market opportunities through strategic partner relationships. We plan to continue to invest in initiatives to expand our strategic partnership base to further enhance our offerings for retailers and brands.
- Increasing Complexity of E-commerce. Although e-commerce continues to expand as retailers and brands continue to increase their online sales, it is also becoming more complex due to the hundreds of channels available to retailers and brands and the rapid pace of change and innovation across those channels. In order to gain consumers' attention in a more crowded and competitive online marketplace, many retailers and an increasing number of brands sell their merchandise through multiple online channels, each with its own rules, requirements and specifications. In particular, third-party marketplaces are an increasingly important driver of growth for a number of large online retailers and brands. As a result, we need to continue to support multiple channels in a variety of geographies in order to support our targeted revenue growth. As of June 30, 2018, we supported over 100 marketplaces.
- Global Growth in E-commerce. We believe the growth in e-commerce globally presents an opportunity for retailers and brands to engage in international sales. However, country-specific marketplaces are often the market share leaders in their regions, as is the case for Alibaba in Asia. In order to help our customers capitalize on this potential market opportunity, and to address our customers' needs with respect to cross-border trade, we intend to continue to invest in our international operations, particularly in the Asia Pacific region. Doing business overseas involves substantial challenges, including management attention and resources needed to adapt to multiple languages, cultures, laws and commercial infrastructure, as further described in this report under the caption "Risks Related to our International Operations."

Our senior management continuously focuses on these and other trends and challenges, and we believe that our culture of innovation and our history of growth and expansion will contribute to the success of our business. We cannot, however, assure you that we will be successful in addressing and managing the many challenges and risks that we face.

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KEY FINANCIAL AND OPERATING METRICS

The average revenue generated per customer is a primary determinant of our revenue. We calculate this metric by dividing our revenue for a particular period by the average monthly number of customers during the period, which is calculated by taking the sum of the number of customers at the end of each month in the period and dividing by the number of months in the period. We typically calculate average revenue per customer in absolute dollars on a trailing twelve-month, or TTM, basis, but we may also calculate percentage changes in average revenue per customer on a quarterly basis in order to help us evaluate our period-over-period performance. For purposes of this metric and the number of customers metric described below, we include all customers who subscribe to at least one of our solutions. The number of customers decreased during the second quarter of 2018 compared to the second quarter of 2017. We continue our focus on obtaining large retailers and brands, which may represent a smaller number of customers, but a potentially larger source of predictable or sustainable recurring revenue.

Adjusted EBITDA represents our earnings before interest expense, income tax expense and depreciation and amortization, adjusted to eliminate stock-based compensation expense, which is a non-cash item, and for the six months ended June 30, 2017, a one-time charge of $2.5 million for VDAs related to sales taxes (refer to Note 5 to our unaudited condensed consolidated financial statements included elsewhere in this report for additional information regarding this one-time charge). We believe that adjusted EBITDA provides useful information to management and others in understanding and evaluating our operating results. However, adjusted EBITDA is not a measure calculated in accordance with U.S. GAAP and should not be considered as an alternative to any measure of financial performance calculated and presented in accordance with U.S. GAAP. In addition, adjusted EBITDA may not be comparable to similarly titled measures of other companies because other companies may not calculate adjusted EBITDA in the same manner that we do. Please refer to "Adjusted EBITDA" below for a discussion of the limitations of adjusted EBITDA and a reconciliation of adjusted EBITDA to net loss, the most comparable U.S. GAAP measurement.

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Adjusted EBITDA

Our use of adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations are:

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- adjusted EBITDA does not reflect the potentially dilutive impact of equity-based compensation;
- adjusted EBITDA does not reflect interest or tax payments that may represent a reduction in cash available to us; and
- other companies, including companies in our industry, may calculate adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

Because of these and other limitations, you should consider adjusted EBITDA together with U.S. GAAP-based financial performance measures, including various cash flow metrics, net (loss) income and our other U.S. GAAP results. The following table presents a reconciliation of net loss to adjusted EBITDA for each of the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net loss	$(2,764)	$(3,985)	$(5,921)	$(12,041)
Adjustments:				
Interest (income) expense, net	(106)	(54)	(231)	(82)
Income tax expense	135	84	247	172
Depreciation and amortization expense	1,479	1,703	2,959	3,436
Total adjustments	1,508	1,733	2,975	3,526
EBITDA	(1,256)	(2,252)	(2,946)	(8,515)
Stock-based compensation expense	2,316	3,368	5,049	6,292
One-time charge for VDAs related to sales taxes	—	—	—	2,539
Adjusted EBITDA	$1,060	$1,116	$2,103	$316

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RESULTS OF OPERATIONS

The following tables set forth our condensed consolidated statement of operations data and such data expressed as a percentage of revenues for each of the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,		Period-to-Period Change		Period-to-Period Change	
	2018	2017	2018	2017	Q2 2018 to Q2 2017		YTD 2018 to YTD 2017	
(dollars in thousands)								
Revenue	$32,660	$30,004	$64,105	$58,333	$ 2,656	8.9 %	$ 5,772	9.9 %
Cost of revenue (1)	6,975	7,144	14,328	14,840	(169)	(2.4)	(512)	(3.5)
Gross profit	25,685	22,860	49,777	43,493	2,825	12.4	6,284	14.4
Operating expenses:								
Sales and marketing (1)	15,974	15,003	30,864	30,188	971	6.5	676	2.2
Research and development	5,737	5,147	11,639	10,118	590	11.5	1,521	15.0
General and administrative	6,708	6,678	13,159	15,208	30	0.4	(2,049)	(13.5)
Total operating expenses	28,419	26,828	55,662	55,514	1,591	5.9	148	0.3
Loss from operations	(2,734)	(3,968)	(5,885)	(12,021)	1,234	(31.1)	6,136	(51.0)
Other income (expense):								
Interest income (expense), net	106	54	231	82	52	*	149	*
Other income (expense), net	(1)	13	(20)	70	(14)	*	(90)	*
Total other income (expense)	105	67	211	152	38	56.7	59	*
Loss before income taxes	(2,629)	(3,901)	(5,674)	(11,869)	1,272	(32.6)	6,195	(52.2)
Income tax expense	135	84	247	172	51	60.7	75	43.6
Net loss	$(2,764)	$(3,985)	$(5,921)	$(12,041)	$ 1,221	(30.6)%	$ 6,120	(50.8)%

* Not meaningful

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(as a percentage of revenue)		(as a percentage of revenue)	
Revenue	100.0 %	100.0 %	100.0 %	100.0 %
Cost of revenue (1)	21.4	23.8	22.4	25.4
Gross profit	78.6	76.2	77.6	74.6
Operating expenses:				
Sales and marketing (1)	48.9	50.0	48.1	51.8
Research and development	17.6	17.2	18.2	17.3
General and administrative	20.5	22.3	20.5	26.1
Total operating expenses	87.0	89.4	86.8	95.2
Loss from operations	(8.4)	(13.2)	(9.2)	(20.6)
Other income (expense):				
Interest income (expense), net	0.3	0.2	0.4	0.1
Other income (expense), net	0.0	0.0	0.0	0.1
Total other income (expense)	0.3	0.2	0.3	0.3
Loss before income taxes	(8.0)	(13.0)	(8.9)	(20.3)
Income tax expense	0.4	0.3	0.4	0.3
Net loss	(8.5)%	(13.3)%	(9.2)%	(20.6)%

Depreciation and Amortization

Depreciation and amortization expense is included in the following line items in the accompanying unaudited condensed consolidated statements of operations for the three and six months ended June 30, 2018 and 2017 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Cost of revenue (1)	$875	$1,066	$1,752	$2,150
Sales and marketing (1)	214	256	434	504
Research and development	90	111	188	222
General and administrative	300	270	585	560
Total depreciation and amortization expense	$1,479	$1,703	$2,959	$3,436

(1) Certain prior period amounts have been reclassified to conform to current period presentation. These reclassifications had no impact on our reported operating loss or net loss for the period. Refer to Note 2, "Significant Accounting Policies," to our condensed consolidated financial statements included in this report for further detail.

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REVENUE

We derive the majority of our revenue from subscription fees paid to us by our customers for access to and usage of our SaaS solutions for a specified contract term, which is usually one year. A portion of the subscription fee is typically fixed and based on a specified minimum amount of GMV or advertising spend that a customer expects to process through our platform. The remaining portion of the subscription fee is variable and is based on a specified percentage of GMV or advertising spend processed through our platform in excess of the customer's specified minimum GMV or advertising spend amount. In most cases, the specified percentage of excess GMV or advertising spend on which the variable portion of the subscription is based is fixed and does not vary depending on the amount of the excess. We also receive implementation fees, which may include fees for providing launch assistance and training.

Because our customer contracts generally contain both fixed and variable pricing components, changes in GMV between periods do not translate directly or linearly into changes in our revenue. We use customized pricing structures for each of our customers depending upon the individual situation of the customer. For example, some customers may commit to a higher specified minimum GMV amount per month in exchange for a lower fixed percentage fee on that committed GMV. In addition, the percentage fee assessed on the variable GMV in excess of the committed minimum for each customer is typically higher than the fee on the fixed, committed portion. As a result, our overall revenue could increase or decrease even without any change in overall GMV between periods, depending on which customers generated the GMV. In addition, changes in GMV from month to month for any individual customer that are below the specified minimum amount would have no effect on our revenue from that customer, and each customer may alternate between being over the committed amount or under it from month to month. For these reasons, while GMV is an important qualitative and long-term directional indicator, we do not regard it as a useful quantitative measurement of our historic revenues or as a predictor of future revenues.

Under ASC 606, we recognize fixed subscription fees and implementation fees ratably over the contract period beginning on the date the customer has access to the software. In determining the amount of revenue to be recognized, we apply the following steps:

- Identify the promised services in the contract;
- Determine whether the promised services are performance obligations, including whether they are distinct in the context of the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations based on estimated selling prices; and
- Recognize revenue as we satisfy each performance obligation.

We generally invoice our customers for the fixed portion of the subscription fee in advance, in monthly, quarterly, semi-annual or annual installments. We invoice our customers for the implementation fee at the inception of the arrangement. Fixed subscription and implementation fees that have been invoiced are initially recorded as deferred revenue and are generally recognized ratably over the contract term.

In general, we invoice and recognize revenue from the variable portion of subscription fees in the period in which the related GMV or advertising spend is processed.

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Comparison of Q2 2018 to Q2 2017

Revenue increased by 8.9%, or $2.7 million, to $32.7 million for the three months ended June 30, 2018 compared with $30.0 million for the prior year period primarily due to an increase in the average revenue per customer.

On a trailing three-month basis, average revenue per customer increased by 10.6% to $11,519 for the three months ended June 30, 2018 compared with $10,415 for the three months ended June 30, 2017. The increase in the average revenue per customer was primarily driven by the growth of our marketplaces solution. This growth was largely attributable to an overall increase in transaction volume and, to a lesser extent, to modest overall increases in the percentage fees assessed on the fixed and variable portions of GMV under our contractual arrangements with some of our customers during the period. Because we generally enter into annual contracts with our customers, we may renegotiate either or both of the fixed and variable components of the pricing structure of a customer's contract each year. In addition, the increase in average revenue per customer was due in part to our established customers who have increased their revenue over time on our platform. In general, as customers mature they generate a higher amount of GMV from which we derive revenue and, in some cases, they may subscribe to additional modules on our platform, thereby increasing our subscription revenue.

Comparison of YTD 2018 to YTD 2017

Revenue increased by 9.9%, or $5.8 million, to $64.1 million for the six months ended June 30, 2018 compared with $58.3 million for the prior year period primarily due to an increase in the average revenue per customer.

On a trailing six-month basis, average revenue per customer increased 11.5% to $22,563 for the six months ended June 30, 2018 compared with $20,238 for the six months ended June 30, 2017. The increase in average revenue per customer was primarily driven by the growth of our marketplaces solution.

COST OF REVENUE

Cost of revenue primarily consists of:

- Salaries and personnel-related costs for employees providing services to our customers and supporting our platform infrastructure, including benefits, bonuses and stock-based compensation;
- Co-location facility costs for our data centers;
- Infrastructure maintenance costs; and
- Fees we pay to credit card vendors in connection with our customers' payments to us.

Comparison of Q2 2018 to Q2 2017

Cost of revenue decreased by 2.4%, or $0.2 million, to $7.0 million for the three months ended June 30, 2018 compared with $7.1 million for the prior year period. The change was comprised primarily of a decrease in compensation and employee-related costs, including stock-based compensation expense, due to changes in headcount.

Comparison of YTD 2018 to YTD 2017

Cost of revenue decreased by 3.5%, or $0.5 million, to $14.3 million for the six months ended June 30, 2018 compared with $14.8 million for the prior year period. The change was comprised primarily of a decrease in compensation and employee-related costs, including stock-based compensation expense, due to changes in headcount.

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OPERATING EXPENSES
SALES AND MARKETING EXPENSE

Sales and marketing expense consists primarily of:

- Salaries and personnel-related costs for our sales and marketing and customer support employees, including benefits, bonuses and stock-based compensation;
- Amortization of capitalized sales commissions and related incentive payments over their expected term of benefit due to our adoption of ASC 606 beginning in 2018, and sales commissions and related incentive payments expensed as incurred in periods prior to 2018;
- Marketing, advertising and promotional event programs; and
- Corporate communications.

Comparison of Q2 2018 to Q2 2017

Sales and marketing expense increased by 6.5%, or $1.0 million, to $16.0 million for the three months ended June 30, 2018 compared with $15.0 million for the prior year period. The change was comprised of increases (decreases) of:

- $1.4 million in compensation and employee-related costs to support our sales and marketing organization to continue to grow our business; and
- $1.2 million in our promotional event programs, marketing and advertising and travel, mainly related to costs associated with our annual Catalyst event, an e-commerce conference that we host, and the timing of the event. Our Catalyst event was held during the second quarter in 2018 compared to the first quarter in 2017; partially offset by
- $(1.7) million due to the deferral of sales commissions and a portion of other incentive compensation, referred to collectively as contract costs, which were expensed as incurred prior to our adoption of ASC 606 at the beginning of 2018.

Comparison of YTD 2018 to YTD 2017

Sales and marketing expense increased by 2.2%, or $0.7 million, to $30.9 million for the six months ended June 30, 2018 compared with $30.2 million for the prior year period. The change was comprised of increases (decreases) of:

- $4.0 million in compensation and employee-related costs to support our sales and marketing organization to continue to grow our business; and
- $0.2 million in our promotional event programs, marketing and advertising and travel due to the timing of events; partially offset by
- $(3.6) million due to the deferral of contract costs, which were expensed as incurred prior to our adoption of ASC 606 at the beginning of 2018.

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RESEARCH AND DEVELOPMENT EXPENSE

Research and development expense consists primarily of:

- Salaries and personnel-related costs for our research and development employees, including benefits, bonuses and stock-based compensation;
- Costs related to the development, quality assurance and testing of new technology and enhancement of our existing platform technology; and
- Consulting expenses.

Comparison of Q2 2018 to Q2 2017

Research and development expense increased by 11.5%, or $0.6 million, to $5.7 million for the three months ended June 30, 2018 compared with $5.1 million for the prior year period. The change was comprised primarily of an increase in compensation and employee-related costs due to an increase in headcount to support our growth and the enhancement of our product offerings.

Comparison of YTD 2018 to YTD 2017

Research and development expense increased by 15.0%, or $1.5 million, to $11.6 million for the six months ended June 30, 2018 compared with $10.1 million for the prior year period. The change was comprised primarily of an increase in compensation and employee-related costs due to headcount gained with our acquisition of a fulfillment platform in the second quarter of 2017 and the expansion of our research and development function with the opening of our engineering office in Madrid, Spain in July 2017 to support our growth and the enhancement of our product offerings.

GENERAL AND ADMINISTRATIVE EXPENSE

General and administrative expense consists primarily of:

- Salaries and personnel-related costs for administrative, finance and accounting, information systems, legal and human resource employees, including benefits, bonuses and stock-based compensation;
- Consulting and professional fees;
- Insurance;
- One-time expense associated with VDAs and settlement of a sales tax audit;
- Bad debt expense; and
- Costs associated with compliance with the Sarbanes-Oxley Act and other regulations governing public companies.

Comparison of Q2 2018 to Q2 2017

General and administrative expense remained stable at $6.7 million for the three months ended June 30, 2018 compared with the prior year period as a result of our efforts to control costs and gradually scale the business to improve margins over time.

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Comparison of YTD 2018 to YTD 2017

General and administrative expense decreased by 13.5%, or $2.0 million, to $13.2 million for the six months ended June 30, 2018 compared with $15.2 million for the prior year period. The change was comprised primarily of (decreases) increases of:

- $(2.5) million for the one-time charge during 2017 in connection with entering into VDAs related to sales taxes with certain jurisdictions; partially offset by
- $0.4 million in professional fees including consulting and accounting services in connection with the assessment of the effectiveness of our internal controls over financial reporting and our implementation of ASC 606 at the beginning of 2018.

GROSS AND OPERATING MARGINS

Comparison of Q2 2018 to Q2 2017

Gross margin improved by 240 basis points to 78.6% during the three months ended June 30, 2018 compared with 76.2% for the prior year period as a result of the increase in revenue and decrease in cost of revenue noted above. Our improved gross margin was a result of our continuing strategic efforts to achieve increasing scale in our business operations.

Operating margin improved by 480 basis points to (8.4)% during the three months ended June 30, 2018 compared with (13.2)% for the prior year period due to our 8.9% increase in revenue and 2.4% decrease in cost of revenue, which exceeded increases in operating expenses of 5.9%. The increase in operating expenses was primarily due to the timing of our annual e-commerce conference, which was held during the second quarter in 2018 and during the first quarter in 2017.

Operating margin for the three months ended June 30, 2018 was also favorably impacted by our adoption of ASC 606 due to our capitalization of contract costs that had been expensed as incurred in periods prior to January 1, 2018. Operating margin for the three months ended June 30, 2018 would have been (13.5)% had we not adopted ASC 606. Refer to Note 6, "Revenue from Contracts with Customers," for additional information regarding the impact of adoption and revenue recognition under ASC 606 on our consolidated financial statements.

Comparison of YTD 2018 to YTD 2017

Gross margin improved by 300 basis points to 77.6% during the six months ended June 30, 2018 compared with 74.6% for the prior year period as a result of the increase in revenue and decrease in cost of revenue noted above. Our improved gross margin was a result of our continuing strategic efforts to achieve increasing scale in our business operations.

Operating margin improved by 1,140 basis points to (9.2)% during the six months ended June 30, 2018 compared with (20.6)% for the prior year period due to our 9.9% increase in revenue, 3.5% decrease in cost of revenue and stable operating expenses. Operating expenses for the six months ended June 30, 2018 were favorably impacted by our adoption of ASC 606 due to our capitalization of contract costs that had been expensed as incurred in periods prior to January 1, 2018. Operating margin for the six months ended June 30, 2018 would have been (14.8)% had we not adopted ASC 606.

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CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our management's discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reported period. In accordance with U.S. GAAP, we base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions, and to the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. Except for our adoption of ASC 606, during the six months ended June 30, 2018, there were no material changes to our critical accounting policies and use of estimates, which are disclosed in our audited consolidated financial statements for the year ended December 31, 2017 included in our Annual Report on Form 10-K for fiscal 2017. Refer to Note 6 to our condensed consolidated financial statements included in this report for a description of changes to our revenue recognition and contract costs accounting policies as a result of our adoption of ASC 606 as of January 1, 2018.

Recent Accounting Pronouncements

Refer to Note 2 to our condensed consolidated financial statements included in this report for a full description of recent accounting pronouncements.

LIQUIDITY AND CAPITAL RESOURCES

We derive our liquidity and operating capital primarily from cash flows from operations. Based on our current level of operations and anticipated growth, we believe our future cash flows from operating activities and our existing cash balances will be sufficient to meet our cash requirements for at least the next 12 months.

CASH FLOWS

Free Cash Flow

We view free cash flow as an important financial metric as it demonstrates our ability to generate cash and can allow us to pursue opportunities that enhance shareholder value. Free cash flow is a non-GAAP financial measure that should be considered in addition to, not as a substitute for, measures of our financial performance prepared in accordance with GAAP. The following table presents a reconciliation of cash provided by operating activities, the most directly comparable GAAP measure, to free cash flow for each of the periods indicated (in thousands):

	Six Months Ended June 30,	
	2018	2017
Cash and cash equivalents provided by (used in) operating activities	$1,032	$(97)
Less: Purchases of property and equipment	(656)	(543)
Free cash flow	$376	$(640)

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Free cash flow increased by $1.0 million to $0.4 million for the six months ended June 30, 2018 compared with $(0.6) million for the prior year period. The increase in free cash flow was primarily a result of revenue growth, improved cash collections and stable operating expenses. Further analysis on the components of free cash flow is provided below.

Operating activities cash flows are largely driven by:

- The amount of cash we invest in personnel and infrastructure to support the anticipated growth of our business;
- The amount and timing of customer payments;
- The seasonality of our business, as noted above, which results in variations in the timing of invoicing and the receipt of payments from our customers; and
- In 2017, the amounts paid in connection with entering into VDAs related to sales taxes, and in 2018, the amount we paid in settlement of a sales tax audit.

Investing activities cash flows are largely driven by:

- Acquisitions, net of cash acquired;
- Capitalized expenditures to create internally developed software and implement software purchased for internal use; and
- Purchases of property and equipment to support the expansion of our infrastructure and acquisitions.

Financing activities cash flows are largely driven by:

- Proceeds from the exercises of stock options;
- Payments on capital lease obligations; and
- Tax withholdings related to the net-share settlement of restricted stock units.

YTD 2018

Operating Activities

Our cash provided by operating activities consisted of a net loss of $5.9 million adjusted for certain non-cash items totaling $8.3 million, which consisted of stock-based compensation expense, depreciation and amortization expense, bad debt expense and other non-cash items, principally the amortization of a lease incentive obligation related to our corporate headquarters.

The net decrease in cash resulting from changes in assets and liabilities of $1.4 million primarily consisted of:

- a $5.6 million decrease in accounts receivable as a result of increased cash collections during the period; and
- a $4.4 million decrease in prepaid expenses and other assets, primarily related to certain customer arrangements for which we collect and remit monthly activity-based fees incurred for specific channels on behalf of our customers (we record the amounts due from customers as a result of these arrangements as other receivables). These increases in cash were more than fully offset by decreases in cash due to
- a $5.4 million decrease in accounts payable and accrued expenses driven by the timing of payments to our vendors during the period and a $1.0 million payment in 2018 to settle a sales tax audit;
- a $3.6 million increase in deferred contract costs as a result of our adoption of ASC 606 (sales commissions and a portion of other incentive compensation are now deferred and amortized to expense over the expected period of benefit); and
- a $2.3 million net decrease in deferred revenue as a result of our adoption of ASC 606 and the timing of revenue recognition for managed-service contracts (we now recognize revenue for subscription and implementation fees ratably, beginning on the launch date, through the term of the contract).

Investing Activities

Our cash used in investing activities consisted of:

- $0.7 million of capital expenditures primarily related to the purchase of computer equipment; and
- $0.3 million of internal-use software development costs.

Financing Activities

Our cash used in financing activities consisted of:

- $1.8 million used for the repayment of capital leases; and

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- $1.6 million used for the payment of taxes related to the net-share settlement of restricted stock units; partially offset by
- $1.0 million in cash received upon the exercise of stock options.

YTD 2017

Operating Activities

Our cash used in operating activities consisted of a net loss of $12.0 million adjusted for certain non-cash items totaling $9.6 million, which consisted of stock-based compensation expense, depreciation and amortization expense, bad debt expense and other non-cash items, principally the amortization of a lease incentive obligation related to our corporate headquarters.

The net increase in cash resulting from changes in assets and liabilities of $2.4 million primarily consisted of:

- a $3.1 million increase in deferred revenue as a result of an increased number of customers prepaying for subscription services invoiced on a semi-annual and annual basis;
- a $1.2 million decrease in prepaid expenses and other assets, primarily related to certain customer arrangements for which we collect and remit monthly activity-based fees incurred for specific channels on behalf of our customers (we record the amounts due from customers as a result of these arrangements as other receivables); and
- a $2.4 million increase in accrued expenses primarily due to a one-time charge in connection with our entering into VDAs related to our potential unpaid sales tax obligations, partially offset by a $2.1 million decrease in accounts payable primarily driven by timing of payments to our vendors during the period; these increases were partially offset by a decrease in cash due to
- a $2.2 million increase in accounts receivable as a result of increased revenue and customer growth.

Investing Activities

Our cash used in investing activities consisted of:

- $2.2 million for the acquisition of HubLogix, net of cash acquired;
- $0.5 million of capital expenditures primarily related to the purchase of computer equipment; and
- $0.2 million of internal-use software development costs.

Financing Activities

Our cash used in financing activities consisted of:

- $2.5 million used for the payment of taxes related to the net-share settlement of restricted stock units; and
- $2.4 million used for the repayment of capital leases; partially offset by
- $0.3 million in cash received upon the exercise of stock options.

Off-Balance Sheet Arrangements

As of June 30, 2018, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Securities and Exchange Commission, or SEC, Regulation S-K.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss to future earnings, values or future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, exchange rates, commodity prices, equity prices and other market changes. We are exposed to market risk related to changes in foreign currency exchange rates. We do not use derivative financial instruments for speculative, hedging or trading purposes, although in the future we may enter into exchange rate hedging arrangements to manage foreign currency exchange risk. During the six months ended June 30, 2018, there were no material changes to our market risks from those disclosed in our Annual Report on Form 10-K for fiscal 2017.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), refers to controls and procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Security and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that such information is accumulated and communicated to a company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a control system, misstatements due to error or fraud may occur and not be detected.

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2018, the end of the period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of such date at the reasonable assurance level.

(b) Changes in Internal Controls Over Financial Reporting

Except for the continued implementation of certain internal controls related to our adoption of ASC 606, there have not been any changes in our internal controls over financial reporting during our fiscal quarter ended June 30, 2018 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We implemented certain internal controls to ensure that we properly assessed the impact of ASC 606 on our IT systems and financial statements to facilitate our adoption of the standard effective as of January 1, 2018.

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PART II
OTHER INFORMATION
ITEM 1. LEGAL PROCEEDINGS

From time to time, we are subject to litigation and claims arising in the ordinary course of business, but we are not currently a party to any material legal proceedings and we are not aware of any pending or threatened legal proceeding against us that we believe could have a material adverse effect on our business, operating results, cash flows or financial condition.

ITEM 1A. RISK FACTORS

Our business is subject to numerous risks. You should carefully consider the following risks, as well as general economic and business risks, and all of the other information contained in this Quarterly Report on Form 10-Q, together with any other documents we file with the SEC. Any of the following risks could have a material adverse effect on our business, operating results and financial condition and cause the trading price of our common stock to decline.

RISKS RELATED TO OUR BUSINESS

We have incurred significant net losses since inception, and it is possible that our operating expenses will increase in the foreseeable future, which may make it more difficult for us to achieve profitability.

We incurred net losses of $5.9 million and $16.6 million during the six months ended June 30, 2018 and the year ended December 31, 2017, respectively, and we had an accumulated deficit of $178.6 million as of June 30, 2018. It is possible that our operating expenses will increase in the foreseeable future as we invest in increased sales and marketing and research and development efforts. To achieve profitability, we will need to either increase our revenue sufficiently to offset increasing expenses or reduce our expense levels. Our recent revenue growth may not be sustainable, and if we are forced to reduce our expenses, our growth strategy could be compromised. If we are not able to achieve and maintain profitability, the value of our company and our common stock could decline significantly.

A significant portion of our revenue is attributable to sales by our customers on the Amazon and eBay marketplaces and through advertisements on Google. Our inability to continue to integrate our solutions with these channels would make our solutions less appealing to existing and potential new customers and could significantly reduce our revenue.

A substantial majority of the GMV that our customers process through our platform is derived from merchandise sold on the Amazon and eBay marketplaces or advertised on Google, and a similar portion of our variable subscription fees is attributable to sales by our customers through these channels. These channels, and the other channels with which our solutions are integrated, have no obligation to do business with us or to allow us access to their systems, and they may decide at any time and for any reason to significantly curtail or inhibit our ability to integrate our solutions with their channels. Additionally, Amazon, eBay or Google may decide to make significant changes to their respective business models, policies, systems or plans, and those changes could impair or inhibit our customers' ability to use our solutions to sell their products on those channels, or may adversely affect the volume of GMV that our customers can sell on those channels or reduce the desirability of selling on those channels. Further, Amazon, eBay or Google could decide to compete with us more vigorously. Any of these results could cause our customers to reevaluate the value of our products and services and potentially terminate their relationships with us and significantly reduce our revenue.

We may not be able to respond to rapid changes in channel technologies or requirements, which could cause us to lose revenue and make it more difficult to achieve profitability.

The e-commerce market is characterized by rapid technological change and frequent changes in rules, specifications and other requirements for retailers and brands to be able to sell their merchandise on particular channels, as well as developments in technologies that can impede the display and tracking of advertisements. Our ability to retain existing customers and attract new customers depends in large part on our ability to enhance and improve our existing solutions and introduce new solutions that can adapt quickly to these technological changes. To achieve market acceptance for our solutions, we must effectively anticipate and offer solutions that meet frequently changing channel requirements in a timely manner. If our solutions fail to do so, our ability to renew our contracts with existing customers and our ability to create or increase demand for our solutions will be impaired.

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If we are unable to retain our existing customers, our revenue and results of operations could be adversely affected.
We sell our solutions pursuant to contractual arrangements that generally have one-year terms. Therefore, our revenue growth depends to a significant degree upon subscription renewals. Our customers have no obligation to renew their subscriptions after the subscription term expires, and these subscriptions may not be renewed or, if renewed, may not be renewed on the same or more favorable terms for us. We may not be able to accurately predict future trends in customer renewals, and our customers' renewal rates may decline or fluctuate because of several factors, including their satisfaction or dissatisfaction with our solutions, the cost of our solutions, the cost of solutions offered by our competitors and reductions in our customers' spending levels. If our customers do not renew their subscriptions, renew on less favorable terms or for fewer modules, or do not purchase additional modules, our revenue may grow more slowly than expected or decline, and our ability to become profitable may be compromised.
As more of our sales efforts are targeted at larger customers, our sales cycle may become more time-consuming and expensive, and we may encounter pricing pressure, which could harm our business and operating results.
The cost and length of our sales cycle varies by customer. As we target more of our sales efforts at selling to larger customers, we may face greater costs, longer sales cycles and less predictability in completing some of our sales. These types of sales often require us to provide greater levels of education regarding our solutions. In addition, larger customers may demand more training and other professional services. As a result of these factors, these sales opportunities may require us to devote greater sales support and professional services resources to individual customers, driving up costs and time required to complete sales and diverting sales and professional services resources to a smaller number of larger transactions.
We may not be able to compete successfully against current and future competitors. If we do not compete successfully, we could experience lower sales volumes and pricing pressure, which could cause us to lose revenues, impair our ability to pursue our growth strategy and compromise our ability to achieve profitability.
We face intense competition in the market for online channel management solutions and services, and we expect competition to intensify in the future. We have competitors, including some of the channels themselves, with longer operating histories, larger customer bases and greater financial, technical, marketing and other resources than we do. Increased competition may result in reduced pricing for our solutions, longer sales cycles or a decrease in our market share, any of which could negatively affect our revenue and future operating results and our ability to grow our business.
A number of competitive factors could cause us to lose potential sales or to sell our solutions at lower prices or at reduced margins, including:

- Potential customers may choose to continue using or to develop applications in-house, rather than pay for our solutions;
- The channels themselves, which typically offer software tools, often for free, that allow retailers and brands to connect to them, may decide to compete more vigorously with us;
- Competitors may adopt more aggressive pricing policies and offer more attractive sales terms, adapt more quickly to new technologies and changes in customer requirements, and devote greater resources to the promotion and sale of their products and services than we can;
- Current and potential competitors have established or may establish cooperative relationships among themselves or with third parties to enhance their products and expand their markets, and consolidation in our industry is likely to intensify. Accordingly, new competitors or alliances among competitors may emerge and rapidly acquire significant market share;
- Current and potential competitors may offer software that addresses one or more online channel management functions at a lower price point or with greater depth than our solutions and may be able to devote greater resources to those solutions than we can; and
- Software vendors could bundle channel management solutions with other solutions or offer such products at a lower price as part of a larger product sale.

We may not be able to compete successfully against current and future competitors, including any channels that decide to compete against us more vigorously. In addition, competition may intensify as our competitors raise additional capital and as established companies in other market segments or geographic markets expand into our

market segments or geographic markets. If we cannot compete successfully against our competitors, our business and our operating and financial results could be adversely affected.

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If the e-commerce industry consolidates around a limited number of online channels, or if the complexities and challenges faced by retailers and brands seeking to sell online otherwise diminish, demand for our solutions could decline.

Our solutions enable retailers and brands to manage their merchandise sales through hundreds of disparate online channels. One of the key attractions of our solutions to retailers and brands is the ability to help address the complexity and fragmentation of selling online. Although the number and variety of online channels available to retailers and brands have been increasing, at the same time the share of online sales made through a small number of larger channels, particularly Amazon, has also been increasing. If the trend toward consolidation around a few large online channels accelerates, the difficulties faced by retailers and brands could decline, which might make our solutions less important to retailers and brands and could cause demand for our solutions to decline.

Our growth depends in part on the success of our strategic relationships with third parties.

We anticipate that we will continue to depend on our relationships with various third parties, including marketplaces and technology, content and logistics providers, in order to grow our business. Identifying, negotiating and documenting relationships with these third parties may require significant time and resources as does integrating their content and technology with our solutions. If the third-party content or technology integrated with our solutions is not well received by our customers, our brand and reputation could be negatively affected. Our agreements with third-party business partners are typically non-exclusive and do not prohibit them from working with our competitors or from offering competing services. If and to the extent that any of these third parties compete with us, it could hurt our growth prospects.

If the e-commerce market does not grow, or grows more slowly than we expect, particularly on the channels that our solutions support, demand for our online channel management solutions could be adversely affected.

For our existing customers and potential customers to be willing to subscribe to our solutions, the internet must continue to be accepted and widely used for selling merchandise. As e-commerce continues to evolve, regulation by federal, state or foreign agencies may increase. Any regulation imposing greater fees for internet use or restricting information exchanged over the internet could result in a decline in the use of the internet, which could harm our business.

In addition, if consumer utilization of our primary e-commerce channels, such as Amazon, eBay and Google, does not grow or grows more slowly than we expect, demand for our solutions would be adversely affected, our revenue would be negatively impacted and our ability to pursue our growth strategy and become profitable would be compromised.

Software errors, defects or failures or human error could cause our solutions to oversell our customers' inventory or misprice their offerings or could cause other errors, which would hurt our reputation and reduce customer demand.

Complex software applications such as ours may contain errors or defects, particularly when first introduced or when new versions or enhancements are released. Despite our testing and testing by our customers, our current and future products may contain defects. Our customers rely on our solutions to automate the allocation of their inventory simultaneously across multiple online channels, as well as to ensure that their sales comply with the policies of each channel and sometimes to dynamically determine product pricing at any given moment. Some customers subscribe to our solutions on a managed-service basis, in which case our personnel operate our solutions on behalf of the customer. In the event that our solutions do not function properly, or if there is human error on the part of our service staff, errors could occur, including that our customers might inadvertently sell more inventory than they actually have in stock, make sales that violate channel policies or underprice or overprice their offerings. Overselling their inventory could force our customers to cancel orders at rates that violate channel policies. Underpricing would result in lost revenue to our customers and overpricing could result in lost sales. In addition, our pricing policies with our customers are largely based upon our customers' expectations of the levels of their GMV that will be processed through our platform over the term of their agreement with us, and errors in our software or human error could cause transactions to be incorrectly processed that would cause GMV to be in excess of our customers' specified minimum amounts, in which case our variable subscription fee-based revenue could be overstated. Any of these results or other errors could reduce demand for our solutions and hurt our business reputation. Customers could also seek recourse against us in these cases and, while our contractual arrangements with customers typically provide that we are not liable for damages such as these, it is possible that these provisions would not be sufficient to protect us.

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If the use of "cookie" tracking technologies is restricted, regulated or otherwise blocked, or if changes in our industry cause cookies to become less reliable or acceptable as a means of tracking consumer behavior, the amount or accuracy of GMV processed on our platform, and our related revenue, could decrease.

Cookies are small data files that are sent by websites and stored locally on an internet user's computer or mobile device. Our customers enable cookies on their sites and monitor internet user activity, such as viewing pages and completing transactions. We collect data via cookies that we ultimately use to report GMV, which translates to revenue. However, internet users can easily disable, delete and block cookies directly through browser settings or through other software, browser extensions or hardware platforms that physically block cookies from being created and stored.

Third-party cookies are downloaded from domains not associated with the address currently being viewed in an internet user's browser. Cookies can be specifically blocked by browser settings, and, for example, the Safari internet browser blocks third-party cookies by default. Internet users can also download free or paid "ad blocking" software that prevents third-party cookies from being stored on a user's device. On the other hand, first-party cookies are downloaded directly from the address domain of an internet user, and are generally considered safer by privacy concerns. We currently collect data from both first-party and third-party cookie implementations. Our customers currently implementing our third-party cookie solution might be slow to migrate their sites to first-party cookie technologies, which could result in less cookie data that we can collect, and therefore less reported revenue data that we can store.

Privacy regulations might also restrict how our customers deploy our cookies on their sites, and this could potentially increase the number of internet users that choose to proactively disable cookies on their systems. In the European Union, the Directive on Privacy and Electronic Communications requires users to give their consent before cookie data can be stored on their local computer or mobile device. Users can decide to opt out of any cookie data creation, which could negatively impact the revenue we might recognize.

There have been efforts within our industry to replace cookies with alternative tracking technologies. To the extent these efforts are successful, we may have difficulty adapting to those new tracking technologies and we may become dependent on third parties for access to tracking data.

We may have to develop alternative systems to collect user revenue data if users block cookies or regulations introduce barriers to collecting cookie data. In addition, third parties may develop technology or policies to harvest user data including through next-generation web browsers or other means, which could subsequently prevent us from directly importing data to our systems. We may not be able to develop adequate alternatives to cookie data collection, which could negatively impact our ability to reliably measure GMV.

We rely on non-redundant data centers and cloud computing providers to deliver our SaaS solutions. Any disruption of service from these providers could harm our business.

We manage our platform and serve all of our customers from third-party data center facilities and cloud computing providers that are non-redundant, meaning that the data centers and providers are currently not configured as backup for each other. While we engineer and architect the actual computer and storage systems upon which our platform runs, we do not control the operation of the facilities at which they are deployed.

The owners of our data facilities have no obligation to renew their agreements with us on commercially reasonable terms, or at all. If we are unable to renew these agreements on commercially reasonable terms, we may be required to transfer to new data center facilities, and we may incur significant costs and possible service interruption in connection with doing so.

Any changes in third-party service levels at our data centers or any errors, defects, disruptions or other performance problems with our solutions could harm our reputation and damage our customers' businesses. Interruptions in our services could reduce our revenue, require us to issue credits to customers, subject us to potential liability, cause our existing customers to not renew their agreements or adversely affect our ability to attract new customers.

Our data centers and cloud computing providers are vulnerable to damage or interruption from human error, intentional bad acts, earthquakes, hurricanes, floods, fires, war, terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures, cyber-attacks and similar events. The occurrence of a natural disaster or an act of terrorism, or vandalism or other misconduct, a decision to close the facilities without adequate notice or other

unanticipated problems could result in lengthy interruptions in the availability of our SaaS solutions or impair their functionality. Our business, growth prospects and operating results would also be harmed if our customers and potential customers are not confident that our solutions are reliable.

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We rely in part on a pricing model under which a variable portion of the subscription fees we receive from customers is based upon the amount of GMV or advertising spend that those customers process through our platform, and any change in the attractiveness of that model or any decline in our customers' sales could adversely affect our financial results.

We have adopted a pricing model under which a portion of the subscription fees we receive from most of our customers is variable, based on the amount of our customers' GMV or advertising spend processed through our platform that exceeds a specified amount established by contract, which we refer to as variable subscription fees. Most of our customer contracts include this variable subscription fee component. If sales or advertising spend by our customers processed through our platform were to decline, or if more of our customers require fully fixed pricing terms that do not provide for any variability based on their GMV or advertising spend processed through our platform, our revenue and margins could decline.

Our quarterly operating results have fluctuated in the past and may do so in the future, which could cause our stock price to decline.

Our operating results have historically fluctuated due to changes in our business, and our future operating results may vary significantly from quarter to quarter due to a variety of factors, many of which are beyond our control. You should not rely on period-to-period comparisons of our operating results as an indication of our future performance. Factors that may cause fluctuations in our quarterly operating results include, but are not limited to, the following:

- seasonal patterns in consumer spending;
- the addition of new customers or the loss of existing customers;
- changes in demand for our software;
- the timing and amount of sales and marketing expenses;
- changes in the prospects of the economy generally, which could alter current or prospective customers' spending priorities, or could increase the time it takes us to close sales;
- changes in our pricing policies or the pricing policies of our competitors;
- costs necessary to improve and maintain our software platform; and
- costs related to acquisitions of other businesses.

Our operating results may fall below the expectations of market analysts and investors in some future periods, which could cause the market price of our common stock to decline substantially.

The seasonality of our business creates significant variance in our quarterly revenue, which makes it difficult to compare our financial results on a sequential quarterly basis.

Our customers are retailers and brands that typically realize a significant portion of their online sales in the fourth quarter of each year during the holiday season. As a result of this seasonal variation, our subscription revenue fluctuates, with the variable portion of our subscription fees being higher in the fourth quarter than in other quarters and with revenue generally declining in the first quarter sequentially from the fourth quarter. Our business is therefore not necessarily comparable on a sequential quarter-over-quarter basis and you should not rely solely on quarterly comparisons to analyze our growth.

Failure to adequately manage our growth could impair our ability to deliver high-quality solutions to our customers, hurt our reputation and compromise our ability to become profitable.

We have experienced, and may continue to experience, significant growth in our business. If we do not effectively manage our growth, the quality of service of our solutions may suffer, which could negatively affect our reputation and demand for our solutions. Our growth has placed, and is expected to continue to place, a significant strain on our managerial, operational and financial resources and our infrastructure. Our future success will depend, in part, upon the ability of our senior management to manage growth effectively. This will require us to, among other things:

- hire additional personnel, both domestically and internationally;
- implement additional management information systems;
- maintain close coordination among our engineering, operations, legal, finance, sales and marketing and client service and support organizations; and
- further develop our operating, administrative, legal, financial and accounting systems and controls.

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Moreover, if our sales continue to increase, we may be required to concurrently deploy our hosting infrastructure at multiple additional locations or provide increased levels of customer service. Failure to accomplish any of these requirements could impair our ability to continue to deliver our solutions in a timely fashion, fulfill existing customer commitments or attract and retain new customers.

If we do not retain our senior management team and key employees, or if we fail to attract and retain additional highly skilled sales talent, we may not be able to sustain our growth or achieve our business objectives.

Our future success is substantially dependent on the continued service of our senior management team. Our future success also depends on our ability to continue to attract, retain, integrate and motivate highly skilled technical, sales and administrative employees. Competition for these employees in our industry is intense. As a result, we may be unable to attract or retain these management and other key personnel that are critical to our success, resulting in harm to our key client relationships, loss of key information, expertise or know-how and unanticipated recruitment and training costs. The loss of the services of our senior management or other key employees could make it more difficult to successfully operate our business and pursue our business goals.

Our business and growth objectives also may be hindered if our efforts to expand our sales team do not generate a corresponding increase in revenue. In particular, if we are unable to hire, develop and retain talented sales personnel or if our new sales personnel are unable to achieve expected productivity levels in a reasonable period of time, we may not be able to significantly increase our revenue and grow our business.

Our strategy of pursuing opportunistic acquisitions or investments may be unsuccessful and may divert our management’s attention and consume significant resources.

A part of our growth strategy is to opportunistically pursue acquisitions of, or investments in, other complementary businesses or individual technologies. Any acquisition or investment may require us to use significant amounts of cash, issue potentially dilutive equity securities or incur debt. In addition, acquisitions involve numerous risks, any of which could harm our business, including:

- difficulties in integrating the operations, technologies, services and personnel of acquired businesses, especially if those businesses operate outside of our core competency of providing e-commerce software solutions;
- cultural challenges associated with integrating employees from acquired businesses into our organization;
- ineffectiveness or incompatibility of acquired technologies or services;
- failure to successfully further develop the acquired technology in order to recoup our investment;
- potential loss of key employees of acquired businesses;
- inability to maintain the key business relationships and the reputations of acquired businesses;
- diversion of management’s attention from other business concerns;
- litigation for activities of acquired businesses, including claims from terminated employees, customers, former stockholders or other third parties;
- in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries;
- costs necessary to establish and maintain effective internal controls for acquired businesses; and
- increased fixed costs.

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Following the U.S. Supreme Court's decision in South Dakota v. Wayfair, it is possible that states will enact new legislation and increase enforcement efforts of existing legislation requiring online retailers to collect and remit sales tax. If there is increased legislative or enforcement action, e-commerce in general could decline, and any additional taxes may increase the costs we and/or our customers will have to pay to sell their goods through our platform, thereby making our solutions less attractive and potentially resulting in a lower amount of GMV processed through our platform. As a result, our revenue could decline.

An increasing number of states have considered or adopted laws that require out-of-state retailers to collect sales taxes on their behalf. The U.S. Supreme Court recently reversed its prior decision that prohibited states from requiring online retailers without a physical presence to collect and remit sales tax. In its decision, the Supreme Court upheld a South Dakota statute that imposed a sales tax collection obligation on remote sellers with sales exceeding specified thresholds. Other states have adopted or are considering similar legislation. This is a rapidly evolving area and we cannot predict what legislative or enforcement action might be taken by the states or Congress. Increased taxation of online sales could result in online shopping losing some of its current advantage over traditional retail models, which could diminish its appeal to consumers. This could cause e-commerce growth to slow, which would, in turn, hurt the business of our customers, potentially make our products less attractive and cause the amount of GMV processed through our platform, and ultimately our revenue, to decline.

In addition, it is possible that one or more states or the federal government or foreign countries may seek to impose a tax collection, reporting or record-keeping obligation on companies like us that facilitate e-commerce, even though we are not an online retailer. Similar issues exist outside of the United States, where the application of value-added tax or other indirect taxes on online retailers and companies like us that facilitate e-commerce is uncertain and evolving. A successful assertion by one or more states requiring us to collect taxes where we presently do not do so, or to collect more taxes in a jurisdiction in which we currently do collect some taxes, could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest. The imposition of sales tax collection obligations on out-of-state customers could also create additional administrative burdens for us, put us at a competitive disadvantage if they do not impose similar obligations on our competitors and decrease our future sales, which could have a material adverse impact on our business and operating results. In addition, the imposition of sales taxes on our customers who did not collect such taxes in the past could result in them charging higher rates for their products, potentially resulting in lower sales and a lower amount of GMV processed through our platform, which would negatively impact our revenue. Additionally, new legislation could require us to incur substantial costs in order to comply, including costs associated with tax calculation, collection, remittance and audit requirements, any of which could make our platform solutions less attractive.

We may be subject to additional obligations to collect and remit sales tax and other taxes, and we may be subject to tax liability for past sales, which could harm our business.

State, local and foreign jurisdictions have differing rules and regulations governing sales, use, value added and other taxes, and these rules and regulations are subject to varying interpretations that may change over time. In particular, the applicability of such taxes to our platform in various jurisdictions is unclear. Further, these jurisdictions' rules regarding tax nexus are complex and vary significantly. As a result, we could face the possibility of tax assessments and audits, and our liability for these taxes and associated penalties could exceed our original estimates. As described in this report, we previously entered into voluntary disclosure agreements, or VDAs, with certain jurisdictions and recorded a $2.5 million one-time charge in general and administrative expense for the six months ended June 30, 2017. Through June 30, 2018, we paid an aggregate of $2.5 million under the terms of completed VDAs, and to settle with one jurisdiction that had rejected our VDA application and conducted a sales tax audit. We do not currently have any unresolved VDA applications or ongoing sales tax audits, though any successful assertion that we should be collecting additional sales, use, value added or other taxes in those jurisdictions where we have not historically done so and do not accrue for such taxes could result in substantial tax liabilities and related penalties for past sales, discourage customers from purchasing our application or otherwise harm our business and operating results.

The recently passed comprehensive tax reform bill could adversely affect our business and financial condition.

On December 22, 2017, new legislation went into effect that significantly revises the Internal Revenue Code of 1986, as amended. The newly enacted federal income tax law, among other things, contains significant changes to corporate

taxation, including reduction of the corporate tax rate from a top marginal rate of 35% to a flat rate of 21%, limitation of the tax deduction for interest expense to 30% of adjusted earnings (except for certain small businesses), limitation of the deduction for net operating losses to 80% of current year taxable income and elimination of net operating loss carrybacks, one time taxation of offshore earnings at reduced rates regardless of whether they are repatriated, elimination of U.S. tax on foreign earnings (subject to certain important exceptions), immediate deductions for certain new investments instead of deductions for depreciation expense over time, and modifying or repealing many business deductions and credits. Notwithstanding the reduction in the corporate income tax rate, the overall impact of the new federal tax law is uncertain and our business and financial condition could be adversely affected. In addition, it is uncertain if and to what extent various states will conform to

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the newly enacted federal tax law. The impact of this tax reform on holders of our common stock is also uncertain and could be adverse. We urge our stockholders to consult with their legal and tax advisors with respect to this legislation and the potential tax consequences of investing in or holding our common stock.

Our effective tax rate may fluctuate, and we may incur obligations in tax jurisdictions in excess of accrued amounts.

We are subject to taxation in numerous countries, states and local tax jurisdictions. As a result, our effective tax rate is derived from a combination of applicable tax rates in the various places that we operate. In preparing our financial statements, we estimate the amount of tax that will become payable in each of such places. Nevertheless, our effective tax rate may be different than experienced in the past due to numerous factors, including passage of the newly enacted federal income tax law, changes in the mix of our profitability from jurisdiction to jurisdiction, the results of examinations and audits of our tax filings, our inability to secure or sustain acceptable agreements with tax authorities, changes in accounting for income taxes and changes in tax laws. Any of these factors could cause us to experience an effective tax rate significantly different from previous periods or our current expectations and may result in tax obligations in excess of amounts accrued in our financial statements.

Evolving domestic and international data privacy regulations may restrict our ability, and that of our customers, to solicit, collect, process, disclose and use personal information or may increase the costs of doing so, which could harm our business.

Federal, state and foreign governments and supervising authorities have enacted, and may in the future enact, laws and regulations concerning the solicitation, collection, processing, disclosure or use of consumers' personal information. Evolving regulations regarding personal data and personal information, in the European Union and elsewhere, especially relating to classification of IP addresses, machine identification, location data and other information, may limit or inhibit our ability to operate or expand our business.

Such laws and regulations require or may require us or our customers to implement privacy and security policies, permit consumers to access, correct or delete personal information stored or maintained by us or our customers, inform individuals of security incidents that affect their personal information, and, in some cases, obtain consent to use personal information for specified purposes. Other proposed legislation could, if enacted, impose additional requirements and prohibit the use of specific technologies, such as those that track individuals' activities on web pages or record when individuals click on a link contained in an email message. Such laws and regulations could restrict our customers' ability to collect and use web browsing data and personal information, which may reduce our customers' demand for our solutions.

The laws in this area are complex and developing rapidly. In the United States, many state legislatures have adopted legislation that regulates how businesses operate online, including measures relating to privacy, data security and data breaches. Laws in 48 states require businesses to provide notice to customers whose personally identifiable information has been disclosed as a result of a data breach. The laws are not consistent, and compliance in the event of a widespread data breach is costly. Further, states are constantly amending existing laws, requiring attention to frequently changing regulatory requirements.

In April 2016, the European Union adopted a new General Data Protection Regulation (or GDPR), to unify data protection within the European Union under a single law, which may result in significantly greater compliance burdens and costs for companies with customers and operations in the European Union. The GDPR creates a range of new compliance obligations and increases financial penalties for non-compliance, and extends the scope of the European Union data protection law to all companies processing data of European Union residents, regardless of the company's location. The GDPR went into effect on May 25, 2018. While we do not currently believe the GDPR has a material effect on our business, we will continue to monitor regulation and enforcement under this new law.

Changing industry standards and industry self-regulation regarding the collection, use and disclosure of data may have similar effects. Existing and future privacy and data protection laws and increasing sensitivity of consumers to unauthorized disclosures and use of personal information may also negatively affect the public's perception of our customers' sales practices. If our solutions are perceived to cause, or are otherwise unfavorably associated with, invasions of privacy, whether or not illegal, we or our customers may be subject to public criticism. Public concerns regarding data collection, privacy and security may also cause some consumers to be less likely to visit our customers' websites or otherwise interact with our customers, which could limit the demand for our solutions and inhibit the

growth of our business.

Any failure on our part to comply with applicable privacy and data protection laws, regulations, policies and standards or any inability to adequately address privacy concerns associated with our solutions, even if unfounded, could subject us to liability, damage our reputation, impair our sales and harm our business. Furthermore, the costs to our customers of compliance

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with, and other burdens imposed by, such laws, regulations, policies and standards may limit adoption of and demand for our solutions.

Cybersecurity incidents could harm our business and negatively impact our financial results.

Cybersecurity incidents could endanger the confidentiality, integrity and availability of our information resources and the information we collect, use, store and disclose. These incidents may be an intentional attack or an unintentional event and could involve gaining unauthorized access to our information systems for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption. We believe that we take reasonable steps to protect the security, integrity and confidentiality of the information we collect, use, store, and disclose, but there is no guarantee that inadvertent or unauthorized data access will not occur despite our efforts. For example, we could be impacted by software bugs or other technical malfunctions, as well as employee error or malfeasance. Any unauthorized access or use of information, virus or similar breach or disruption to our, our customers', or our partners' systems and security measures could result in disrupted operations, loss of information, damage to our reputation and customer relationships, early termination of our contracts and other business losses, indemnification of our customers, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance costs, financial penalties, litigation, regulatory investigations, and other significant liabilities, any of which could materially harm our business.

RISKS RELATED TO THE SOFTWARE-AS-A-SERVICE (SAAS) MODEL

If we fail to manage and increase the capacity of our hosted infrastructure, our customers may be unable to process transactions through our platform, which could harm our reputation and demand for our solutions.

We have experienced significant growth in the number of users, transactions and data that our hosting infrastructure supports. We seek to maintain sufficient excess capacity in our hosted infrastructure to be sufficiently flexible and scalable to meet the needs of all of our customers. We also seek to maintain excess capacity to facilitate the rapid provision of new customer deployments and the expansion of existing customer deployments and to handle spikes in usage. However, the provision of new hosting infrastructure requires significant lead time. If we do not accurately predict our infrastructure capacity requirements, particularly in the fourth quarter when we typically experience significant increases in the volume of customer transactions processed through our platform, our customers could experience service outages that may subject us to financial penalties or other liabilities, result in customer losses, harm our reputation and adversely affect our ability to grow our revenue.

We derive most of our revenue from annual subscription agreements, as a result of which a significant downturn in our business may not be immediately reflected in our operating results.

We derive most of our revenue from subscription agreements, which are typically one year in length. As a result, a significant portion of the revenue we report in each quarter is generated from customer agreements entered into during previous periods. Consequently, a decline in new or renewed subscriptions in any one quarter may not be reflected in our financial performance in that quarter but might negatively affect our revenue in future quarters. Accordingly, the effect of significant declines in sales and market acceptance of our solutions may not be reflected in our short-term results of operations.

Our business is substantially dependent upon the continued growth of the market for on-demand SaaS solutions. If this market does not continue to grow, demand for our solutions could decline, which in turn could cause our revenues to decline and impair our ability to become profitable.

We derive, and expect to continue to derive, substantially all of our revenue from the sale of our solutions, which are delivered under a SaaS model. As a result, widespread use and acceptance of this business model is critical to our future growth and success. Under the more traditional license model for software procurement, users of the software typically run the applications in-house on their own hardware. Because many companies are generally predisposed to maintaining control of their information technology systems and infrastructure, there may be resistance to the concept of accessing software functionality as a service provided by a third party. In addition, the market for SaaS solutions is still evolving, and existing and new market participants may introduce new types of solutions and different approaches to enable organizations to address their needs. If the market for SaaS solutions fails to grow or grows more slowly than we currently anticipate, demand for our solutions and our revenue, gross margin and other operating results could be negatively impacted.

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RISKS RELATED TO OUR INTERNATIONAL OPERATIONS

Our increasing international operations subject us to increased challenges and risks. If we do not successfully manage the risks associated with international operations, we could experience a variety of costs and liabilities and the attention of our management could be diverted.

We have expanded, and expect to further expand, our operations internationally by opening offices in new countries and regions worldwide. However, our ability to manage our business and conduct our operations internationally requires 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, taxation systems, alternative dispute systems, regulatory systems and commercial infrastructures. International expansion will require us to invest significant funds and other resources. Expanding internationally may subject us to new risks that we have not faced before or increase risks that we currently face, including risks associated with:

- recruiting and retaining employees in foreign countries;
- increased competition from local providers;
- compliance with applicable foreign laws and regulations;
- compliance with changing foreign privacy, data protection and information security laws and regulations and the risks and costs of noncompliance;
- longer sales or collection cycles in some countries;
- credit risk and higher levels of payment fraud;
- compliance with anti-bribery laws, such as the Foreign Corrupt Practices Act;
- currency exchange rate fluctuations;
- foreign exchange controls that might prevent us from repatriating cash earned outside the United States;
- economic and political instability in some countries, including terrorist attacks and civil unrest, as well as instability related to the United Kingdom's planned exit from the European Union, commonly referred to as "Brexit";
- less protective intellectual property laws;
- compliance with the laws of numerous foreign taxing jurisdictions in which we conduct business, potential double taxation of our international earnings and potentially adverse tax consequences due to changes in applicable U.S. and foreign tax laws;
- increased costs to establish and maintain effective controls at foreign locations; and
- overall higher costs of doing business internationally.

If our revenue from our international operations does not exceed the expense of establishing and maintaining these operations, our business and operating results will suffer.

We are subject to governmental export and import controls that could impair our ability to compete in international markets due to licensing requirements and subject us to liability if we are not in full compliance with applicable laws. Our solutions are subject to export controls, including the Commerce Department's Export Administration Regulations and various economic and trade sanctions regulations established by the Treasury Department's Office of Foreign Assets Controls, and exports of our solutions must be made in compliance with these laws. If we fail to comply with these U.S. export control laws and import laws, including U.S. Customs regulations, we could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges, fines, which may be imposed on us and responsible employees or managers, and, in extreme cases, the incarceration of responsible employees or managers. Obtaining the necessary authorizations, including any required license, for a particular sale may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities.

Furthermore, the U.S. export control laws and economic sanctions laws prohibit the shipment or export of specified products and services to U.S. embargoed or sanctioned countries, governments and persons. Even though we take precautions to prevent our solutions from being provided to U.S. sanctions targets, if our solutions and services were to be exported to those prohibited countries despite such precautions, we could be subject to government investigations, penalties, reputational harm or other negative consequences.

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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 solutions, or in our decreased ability to export or sell our solutions to existing or potential customers with international operations. Additionally, changes in our solutions may be required in response to changes in export and import regulations, which could lead to delays in the introduction and sale of our solutions in international markets, prevent our customers with international operations from deploying our solutions or, in some cases, prevent the export or import of our solutions to some countries, governments or persons altogether. Any decreased use of our solutions or limitation on our ability to export our solutions or sell them in international markets would hurt our revenue and compromise our ability to pursue our growth strategy.

RISKS RELATED TO INTELLECTUAL PROPERTY

We operate in an industry with extensive intellectual property litigation. Claims of infringement against us may hurt our business.

Our success depends, in part, upon non-infringement of intellectual property rights owned by others and being able to resolve claims of intellectual property infringement without major financial expenditures or adverse consequences. The internet-related software field generally is characterized by extensive intellectual property litigation. Although our industry is rapidly evolving, many companies that own, or claim to own, intellectual property have aggressively asserted their rights. From time to time, we have been subject to legal proceedings and claims relating to the intellectual property rights of others, and we expect that third parties will continue to assert intellectual property claims against us, particularly as we expand the complexity and scope of our business. In addition, most of our subscription agreements require us to indemnify our customers against claims that our solutions infringe the intellectual property rights of third parties.

Future litigation may be necessary to defend ourselves or our customers by determining the scope, enforceability and validity of third-party proprietary rights or to establish our proprietary rights. Some of our competitors have substantially greater resources than we do and are able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time than we could. In addition, patent holding companies that focus solely on extracting royalties and settlements by enforcing patent rights may target us. Regardless of whether claims that we are infringing patents or other intellectual property rights have any merit, these claims are time-consuming and costly to evaluate and defend and could:

- hurt our reputation;
- adversely affect our relationships with our current or future customers;
- cause delays or stoppages in providing our services;
- divert management’s attention and resources;
- require technology changes to our software that would cause us to incur substantial cost;
- subject us to significant liabilities; and
- require us to cease some or all of our activities.

In addition to liability for monetary damages against us, which may be tripled and may include attorneys’ fees, or, in some circumstances, damages against our customers, we may be prohibited from developing, commercializing or continuing to provide some or all of our software solutions unless we obtain licenses from, and pay royalties to, the holders of the patents or other intellectual property rights, which may not be available on commercially favorable terms, or at all.

Our failure to protect our intellectual property rights could diminish the value of our services, weaken our competitive position and reduce our revenue.

We regard the protection of our intellectual property, which includes trade secrets, copyrights, trademarks, domain names and patent applications, as critical to our success. We strive to protect our intellectual property rights by relying on federal, state and common law rights, as well as contractual restrictions. We enter into confidentiality and invention assignment agreements with our employees and contractors, and confidentiality agreements with parties with whom we conduct business in order to limit access to, and disclosure and use of, our proprietary information. However, these contractual arrangements and the other steps we have taken to protect our intellectual property may not prevent the misappropriation of our proprietary information or deter independent development of similar

technologies by others.

We have received patent protection for some of our technologies and are seeking patent protection for other of our technologies but there can be no assurance that any patents will ultimately be issued. We have registered domain names, trademarks and service marks in the United States and in jurisdictions outside the United States and are also pursuing additional

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registrations both in and outside the United States. Effective trade secret, copyright, trademark, domain name and patent protection is expensive to develop and maintain, both in terms of initial and ongoing registration requirements and the costs of defending our rights. We may be required to protect our intellectual property in an increasing number of jurisdictions, a process that is expensive and may not be successful or which we may not pursue in every location. We may, over time, increase our investment in protecting our intellectual property through additional patent filings that could be expensive and time-consuming.

We have licensed in the past, and expect to license in the future, some of our proprietary rights, such as trademarks or copyrighted material, to third parties. These licensees may take actions that diminish the value of our proprietary rights or harm our reputation.

Monitoring unauthorized use of our intellectual property is difficult and costly. Our efforts to protect our proprietary rights may not be adequate to prevent misappropriation of our intellectual property. Further, we may not be able to detect unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. Our competitors may also independently develop similar technology. In addition, the laws of many countries, such as China and India, do not protect our proprietary rights to as great an extent as do the laws of European countries and the United States. Further, the laws in the United States and elsewhere change rapidly, and any future changes could adversely affect us and our intellectual property. Our failure to meaningfully protect our intellectual property could result in competitors offering services that incorporate our most technologically advanced features, which could seriously reduce demand for our software solutions. In addition, we may in the future need to initiate infringement claims or litigation. Litigation, whether we are a plaintiff or a defendant, can be expensive, time-consuming and may divert the efforts of our technical staff and managerial personnel, which could harm our business, whether or not such litigation results in a determination that is unfavorable to us. In addition, litigation is inherently uncertain, and thus we may not be able to stop our competitors from infringing upon our intellectual property rights.

Our use of "open source" software could negatively affect our ability to sell our solutions and subject us to possible litigation.

A portion of our technology platform and our solutions incorporates so-called "open source" software, and we may incorporate additional open source software in the future. Open source software is generally licensed by its authors or other third parties under open source licenses. If we fail to comply with these licenses, we may be subject to specified conditions, including requirements that we offer our solutions that incorporate the open source software for no cost, that we make available source code for modifications or derivative works we create based upon, incorporating or using the open source software and that we license such modifications or derivative works under the terms of the particular open source license. If an author or other third party that distributes open source software we use were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, including being enjoined from the sale of our solutions that contained the open source software and required to comply with the foregoing conditions, which could disrupt the sale of the affected solutions. In addition, there have been claims challenging the ownership of open source software against companies that incorporate open source software into their products. As a result, we could be subject to suits by parties claiming ownership of what we believe to be open source software. Litigation could be costly for us to defend, have a negative effect on our operating results and financial condition and require us to devote additional research and development resources to change our products.

RISKS RELATED TO OWNERSHIP OF OUR COMMON STOCK

An active trading market for our common stock may not continue to develop or be sustained.

Although our common stock is listed on the New York Stock Exchange, or NYSE, we cannot assure you that an active trading market for our shares will continue to develop or be sustained. If an active market for our common stock does not continue to develop or is not sustained, it may be difficult for investors in our common stock to sell shares without depressing the market price for the shares or to sell the shares at all.

The trading price of the shares of our common stock has been and is likely to continue to be volatile.

Our stock price has been volatile. The stock market in general and the market for technology companies in particular have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. As a result of this volatility, investors may not be able to sell their common stock at or above the price

paid for the shares. The market price for our common stock may be influenced by many factors, including:

- actual or anticipated variations in our operating results;
- changes in financial estimates by us or by any securities analysts who might cover our stock;
- conditions or trends in our industry;

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- stock market price and volume fluctuations of comparable companies and, in particular, those that operate in the software industry;
- announcements by us or our competitors of new product or service offerings, significant acquisitions, strategic partnerships or divestitures;
- announcements of investigations or regulatory scrutiny of our operations or lawsuits filed against us;
- capital commitments;
- investors' general perception of our company and our business;
- recruitment or departure of key personnel; and
- sales of our common stock, including sales by our directors and officers or specific stockholders.

In addition, in the past, stockholders have initiated class action lawsuits against technology companies following periods of volatility in the market prices of these companies' stock. In 2015, two purported class action complaints were filed alleging violations of the federal securities laws against a group of defendants including us and certain of our executive officers. The consolidated case was dismissed in April 2016, and the dismissal was affirmed by the U.S. Court of Appeals for the Fourth Circuit in November 2016. New litigation, if instituted against us, could cause us to incur substantial costs and divert management's attention and resources from our business.

If equity research analysts do not publish research or reports, or publish unfavorable research or reports, about us, our business or our market, our stock price and trading volume could decline.

The trading market for our common stock is influenced by the research and reports that equity research analysts publish about us and our business. As a newly public company, we have only limited research coverage by equity research analysts. Equity research analysts may elect not to initiate or continue to provide research coverage of our common stock, and such lack of research coverage may adversely affect the market price of our common stock. Even if we have equity research analyst coverage, we will not have any control over the analysts or the content and opinions included in their reports. The price of our stock could decline if one or more equity research analysts downgrade our stock or issue other unfavorable commentary or research. If one or more equity research analysts ceases coverage of our company or fails to publish reports on us regularly, demand for our stock could decrease, which in turn could cause our stock price or trading volume to decline.

The issuance of additional stock in connection with financings, acquisitions, investments, our stock incentive plans or otherwise will dilute all other stockholders.

Our certificate of incorporation authorizes us to issue up to 100,000,000 shares of common stock and up to 5,000,000 shares of preferred stock with such rights and preferences as may be determined by our board of directors. Subject to compliance with applicable rules and regulations, we may issue our shares of common stock or securities convertible into our common stock from time to time in connection with a financing, acquisition, investment, our stock incentive plans or otherwise. Any such issuance could result in substantial dilution to our existing stockholders and cause the trading price of our common stock to decline.

Provisions in our corporate charter documents and under Delaware law may prevent or frustrate attempts by our stockholders to change our management and hinder efforts to acquire a controlling interest in us, and the market price of our common stock may be lower as a result.

There are provisions in our certificate of incorporation and bylaws that may make it difficult for a third party to acquire, or attempt to acquire, control of our company, even if a change in control was considered favorable by some or all of our stockholders. For example, our board of directors has the authority to issue up to 5,000,000 shares of preferred stock. The board of directors can fix the price, rights, preferences, privileges and restrictions of the preferred stock without any further vote or action by our stockholders. The issuance of shares of preferred stock may delay or prevent a change in control transaction. As a result, the market price of our common stock and the voting and other rights of our stockholders may be adversely affected. An issuance of shares of preferred stock may result in the loss of voting control to other stockholders.

Our charter documents also contain other provisions that could have an anti-takeover effect, including:

- only one of our three classes of directors is elected each year;
- stockholders are not entitled to remove directors other than by a 66 2/3% vote and only for cause;
- stockholders are not permitted to take actions by written consent;

- stockholders cannot call a special meeting of stockholders; and

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- stockholders must give advance notice to nominate directors or submit proposals for consideration at stockholder meetings.

In addition, we are subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law, which regulates corporate acquisitions by prohibiting Delaware corporations from engaging in specified business combinations with particular stockholders of those companies. These provisions could discourage potential acquisition proposals and could delay or prevent a change in control transaction. They could also have the effect of discouraging others from making tender offers for our common stock, including transactions that may be in your best interests. These provisions may also prevent changes in our management or limit the price that investors are willing to pay for our stock.

If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be impaired.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, and the rules and regulations of the NYSE. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls over financial reporting and perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting. This requires that we incur substantial professional fees and internal costs to expand our accounting and finance functions and that we expend significant management efforts.

We may discover weaknesses in our system of internal financial and accounting controls and procedures that could result in a material misstatement of our financial statements, and we may in the future discover additional weaknesses that require improvement. In addition, our internal control over financial reporting will not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected.

If we are unable to maintain proper and effective internal controls, we may not be able to produce timely and accurate financial statements. If that were to happen, the market price of our stock could decline and we could be subject to sanctions or investigations by the NYSE, the SEC or other regulatory authorities.

We do not anticipate paying any cash dividends on our common stock in the foreseeable future and our stock may not appreciate in value.

We have not declared or paid cash dividends on our common stock to date. We currently intend to retain our future earnings, if any, to fund the development and growth of our business. In addition, the terms of any existing or future debt agreements may preclude us from paying dividends. There is no guarantee that shares of our common stock will appreciate in value or that the price at which our stockholders have purchased their shares will be able to be maintained.

We incur significant costs and demands upon management as a result of being a public company.

As a public company listed in the United States, we incur significant additional legal, accounting and other costs, which we expect to increase, particularly after we cease to be an "emerging growth company" under the JOBS Act on January 1, 2019. These additional costs could negatively affect our financial results. In addition, changing laws, regulations and standards relating to corporate governance and public disclosure, including regulations implemented by the SEC and stock exchanges, 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. If notwithstanding our efforts to comply with new laws, regulations and standards, we fail to comply, 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 some 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 could 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.

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We may need additional capital in the future to meet our financial obligations and to pursue our business objectives. Additional capital may not be available on favorable terms, or at all, which could compromise our ability to meet our financial obligations and grow our business.

While we anticipate that our existing cash, together with our cash flow from operations, will be sufficient to fund our operations for at least the next 12 months, we may need to raise additional capital to fund operations in the future or to meet various objectives, including developing future technologies and services, increasing working capital, acquiring businesses and responding to competitive pressures. If we seek to raise additional capital, it may not be available on favorable terms or may not be available at all. Lack of sufficient capital resources could significantly limit our ability to manage our business and to take advantage of business and strategic opportunities. Any additional capital raised through the sale of equity or debt securities with an equity component would dilute our stock ownership. If adequate additional funds are not available, we may be required to delay, reduce the scope of or eliminate material parts of our business strategy, including potential additional acquisitions or development of new technologies.

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

(a) Sales of Unregistered Securities
None.
ITEM 6. EXHIBITS

Exhibit Number		Description of Document
3.1		Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (File No. 001-35940), filed with the Securities and Exchange Commission on May 29, 2013).
3.2		Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K (File No. 001-35940), filed with the Securities and Exchange Commission on May 29, 2013).
4.1		Specimen stock certificate evidencing shares of Common Stock (incorporated herein by reference to Exhibit 4.2 of the Company's Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-187865), filed with the Securities and Exchange Commission on May 9, 2013).
10.1	*	Third Amendment to Office Lease, dated as of April 5, 2018, by and between the Registrant and SVT Perimeter Four, L.P. (as successor in interest to Duke Realty Limited Partnership).
31.1	*	Certification of Principal Executive Officer under Section 302 of the Sarbanes-Oxley Act.
31.2	*	Certification of Principal Financial Officer under Section 302 of the Sarbanes-Oxley Act.
32.1	**	Certifications of Principal Executive Officer and Principal Financial Officer under Section 906 of the Sarbanes-Oxley Act.
101.INS	*	XBRL Instance Document
101.SCH	*	XBRL Taxonomy Extension Schema Document
101.CAL	*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** These certifications are being furnished solely to accompany this quarterly report pursuant to 18 U.S.C. Section 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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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.

CHANNELADVISOR CORPORATION

Date: August 9, 2018 By: /s/ Mark E. Cook
Mark E. Cook
Chief Financial Officer
(On behalf of the Registrant and as Principal Financial Officer)