UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2022
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: 001-40575

EverCommerce Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**81-4063248**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3601 Walnut Street, Suite 400 Denver, Colorado	**80205**
(Address of principal executive offices)	**(Zip Code)**

(720) 647-4948
(Registrant's telephone number, including area code)

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.00001 par value	EVCM	The Nasdaq Stock Market LLC

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

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

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of November 4, 2022, there were 193,201,157 shares of the registrant’s common stock, par value $0.00001, outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, our limited operating history and evolving business; our recent growth rates may not be sustainable or indicative of future growth; we may not achieve profitability in the future; we may continue to experience significant quarterly and annual fluctuations in our operating results due to a number of factors, which makes our future operating results difficult to predict; we may reduce our rate of acquisitions and may be unsuccessful in achieving continued growth through acquisitions; revenues and profits generated through acquisitions may be less than anticipated, and we may fail to uncover all liabilities of acquisition targets; we may need to incur additional indebtedness or seek capital through new equity or debt financings, which may not be available to us on acceptable terms or at all; we may not be able to continue to expand our share of our existing vertical markets or expand into new vertical markets; we face intense competition in each of the industries in which we operate; the industries in which we operate are rapidly evolving and the market for technology-enabled services that empower SMBs is relatively immature and unproven; we are dependent on payment card networks and payment processors and if we fail to comply with the applicable requirements of our payment network or payment processors, they can seek to fine us, suspend us or terminate our registrations through our bank sponsors; the inability to keep pace with rapid developments and changes in the electronic payments market or are unable to introduce, develop and market new and enhanced versions of our software solutions; real or perceived errors, failures or bugs in our solutions; unauthorized disclosure, destruction or modification of data, disruption of our software or services or cyber breaches; our estimated total addressable market is subject to inherent challenges and uncertainties; actual or perceived inaccuracies in our operational metrics may harm our reputation; failure to effectively develop and expand our sales and marketing capabilities; failure to maintain and enhance our reputation and brand recognition; inability to retain current customers or to sell additional functionality and services to them may adversely affect our revenue growth; our systems and our third-party providers' systems may fail or our third-party providers may discontinue providing their services or technology or to us specifically; faster growth of lower margin solutions and services than higher margin solutions and services; risks related to the COVID-19 pandemic; economic and political risks, including the business cycles of our clients and changes in the overall level of consumer and commercial spending; our ability to retain and hire skilled personnel; risks related to our indebtedness; risks related to the increasing focus on environmental sustainability and social initiatives; our ability to adequately protect or enforce our intellectual property and other proprietary rights; risk of patent, trademark and other intellectual property infringement claims; risks related to governmental regulation; risks related to our sponsor stockholders agreement and qualifying as a "controlled company" under the rules of The Nasdaq Stock Market; as well as the other factors described in our Annual Report on Form 10-K for the year ended December 31, 2021 ("Annual Report on Form 10-K"), as updated by our other filings with the Securities and Exchange Commission (the "SEC"). The forward-looking statements in this Quarterly Report on Form 10-Q are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

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

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

EverCommerce Inc.
Condensed Consolidated Balance Sheets
(in thousands, except per share and share amounts)
(unaudited)

	September 30, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 91,473	$ 93,993
Restricted cash	3,748	3,566
Accounts receivable, net of allowance for doubtful accounts of $3.2 million and $1.9 million at September 30, 2022 and December 31, 2021, respectively	49,762	40,514
Contract assets	13,782	11,039
Prepaid expenses and other current assets	26,319	22,505
Total current assets	185,084	171,617
Non-current assets:		
Property and equipment, net	12,507	13,509
Capitalized software, net	31,100	24,000
Other non-current assets	21,688	24,296
Intangible assets, net	430,233	508,535
Goodwill	907,243	921,416
Total non-current assets	1,402,771	1,491,756
Total assets	$ 1,587,855	$ 1,663,373

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

EverCommerce Inc.
Condensed Consolidated Balance Sheets (Continued)
(in thousands, except per share and share amounts)
(unaudited)

	September 30, 2022	December 31, 2021
Liabilities, Convertible Preferred Stock and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 8,740	$ 10,325
Accrued expenses and other	47,387	49,340
Deferred revenue	25,300	22,992
Customer deposits	10,176	9,828
Current maturities of long-term debt	8,282	10,943
Total current liabilities	99,885	103,428
Non-current liabilities:		
Deferred tax liability, net	6,700	17,862
Long-term deferred revenue	2,596	2,803
Long-term debt, net of current maturities and deferred financing costs	532,006	535,184
Other non-current liabilities	17,532	18,448
Total non-current liabilities	558,834	574,297
Total liabilities	658,719	677,725
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Preferred stock, $0.00001 par value, 50,000,000 shares authorized and no shares issued or outstanding as of September 30, 2022 and December 31, 2021	—	—
Common stock, $0.00001 par value, 2,000,000,000 shares authorized and 193,937,954 and 195,384,291 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively	2	2
Accumulated other comprehensive loss	(17,578)	(1,767)
Additional paid-in capital	1,501,985	1,500,643
Accumulated deficit	(555,273)	(513,230)
Total stockholders' equity	929,136	985,648
Total liabilities, convertible preferred stock and stockholders' equity	$ 1,587,855	$ 1,663,373

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

EverCommerce Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(in thousands, except per share and share amounts)
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2022	**2021**	**2022**	**2021**
Revenues:				
Subscription and transaction fees	$ 120,085	$ 91,788	$ 343,734	$ 252,119
Marketing technology solutions	36,276	31,610	101,340	88,974
Other	1,765	5,136	13,874	13,397
Total revenues	158,126	128,534	458,948	354,490
Operating expenses:				
Cost of revenues (exclusive of depreciation and amortization presented separately below)	57,655	42,958	163,503	119,488
Sales and marketing	29,440	25,156	89,531	67,647
Product development	18,508	12,711	53,568	35,083
General and administrative	32,164	25,779	96,748	79,796
Depreciation and amortization	27,613	25,996	82,524	73,917
Total operating expenses	165,380	132,600	485,874	375,931
Operating loss	(7,254)	(4,066)	(26,926)	(21,441)
Interest and other expense, net	(8,890)	(5,148)	(21,070)	(31,262)
Loss on debt extinguishment	—	(28,714)	—	(28,714)
Net loss before income tax benefit	(16,144)	(37,928)	(47,996)	(81,417)
Income tax benefit	291	1,022	5,953	4,182
Net loss	(15,853)	(36,906)	(42,043)	(77,235)
Other comprehensive loss:				
Foreign currency translation losses, net	(6,978)	(3,430)	(15,811)	(2,518)
Comprehensive loss	$ (22,831)	$ (40,336)	$ (57,854)	$ (79,753)
Net loss attributable to common stockholders:				
Net loss	$ (15,853)	$ (36,906)	$ (42,043)	$ (77,235)
Adjustments to net loss (see Note 12)	—	—	—	(15,105)
Net loss attributable to common stockholders	$ (15,853)	$ (36,906)	$ (42,043)	$ (92,340)
Basic and diluted net loss per share attributable to common stockholders	$ (0.08)	$ (0.20)	$ (0.22)	$ (1.01)
Basic and diluted weighted-average shares of common stock outstanding used in computing net loss per share	194,542,764	187,994,437	195,205,260	91,655,461

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

EverCommerce Inc.
Condensed Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit)
(in thousands)
(unaudited)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
Balance at December 31, 2021	—	$ —	195,384	$ 2	$ 1,500,643	$ (513,230)	$ (1,767)	$ 985,648
Stock-based compensation	—	—	—	—	6,135	—	—	6,135
Stock option exercises	—	—	126	—	723	—	—	723
Foreign currency translation losses, net	—	—	—	—	—	—	(664)	(664)
Net loss	—	—	—	—	—	(13,309)	—	(13,309)
Balance at March 31, 2022	—	—	195,510	2	1,507,501	(526,539)	(2,431)	978,533
Issuance of common stock for Employee Stock Purchase Plan	—	—	218	—	1,804	—	—	1,804
Stock-based compensation	—	—	—	—	6,508	—	—	6,508
Stock option exercises	—	—	96	—	381	—	—	381
Repurchase and retirement of common stock	—	—	(296)	—	(2,665)	—	—	(2,665)
Foreign currency translation losses, net	—	—	—	—	—	—	(8,169)	(8,169)
Net loss	—	—	—	—	—	(12,881)	—	(12,881)
Balance at June 30, 2022	—	—	195,528	2	1,513,529	(539,420)	(10,600)	963,511
Issuance of common stock for Employee Stock Purchase Plan	—	—	—	—	(50)	—	—	(50)
Common stock issued upon vesting of restricted stock units	—	—	116	—	—	—	—	—
Stock-based compensation	—	—	—	—	7,133	—	—	7,133
Stock option exercises	—	—	95	—	571	—	—	571
Repurchase and retirement of common stock	—	—	(1,801)	—	(19,198)	—	—	(19,198)
Foreign currency translation losses, net	—	—	—	—	—	—	(6,978)	(6,978)
Net loss	—	—	—	—	—	(15,853)	—	(15,853)
Balance at September 30, 2022	—	$ —	193,938	$ 2	$ 1,501,985	$ (555,273)	$ (17,578)	$ 929,136

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

EverCommerce Inc.
Condensed Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit) (Continued)
(in thousands)
(unaudited)

	Series B Convertible Preferred Stock		Series C Convertible Preferred Stock		Series A Convertible Preferred Stock		Total Convertible Preferred Stock	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount		Shares	Amount				
Balance at December 31, 2020	72,226	$ 745,046	—	$ —	44,958	$ 163,264	$ 908,310	43,074	$ —	$ 40,564	$ (431,264)	$ 1,546	$ (389,154)
Rollover equity in consideration of net assets acquired	—	—	—	—	—	—	—	45	—	416	—	—	416
Stock-based compensation	—	—	—	—	—	—	—	—	—	903	—	—	903
Stock option exercises	—	—	—	—	—	—	—	223	—	735	—	—	735
Foreign currency translation gains, net	—	—	—	—	—	—	—	—	—	—	—	543	543
Accretion of Series B convertible preferred stock to redemption value	—	15,105	—	—	—	—	15,105	—	—	(15,105)	—	—	(15,105)
Net loss	—	—	—	—	—	—	—	—	—	—	(15,995)	—	(15,995)
Balance at March 31, 2021	72,226	760,151	—	—	44,958	163,264	923,415	43,342	—	27,513	(447,259)	2,089	(417,657)
Issuance of convertible preferred stock, net	—	—	7,857	109,782	—	—	109,782	—	—	—	—	—	—
Measurement period adjustment to update fair value of rollover equity	—	—	—	—	—	—	—	—	—	310	—	—	310
Stock-based compensation	—	—	—	—	—	—	—	571	—	11,201	—	—	11,201
Stock option exercises	—	—	—	—	—	—	—	84	—	281	—	—	281
Foreign currency translation gains, net	—	—	—	—	—	—	—	—	—	—	—	369	369
Net loss	—	—	—	—	—	—	—	—	—	—	(24,334)	—	(24,334)
Balance at June 30, 2021	72,226	760,151	7,857	109,782	44,958	163,264	1,033,197	43,997	—	39,305	(471,593)	2,458	(429,830)
Conversion of convertible preferred stock to common stock upon closing of initial public offering	(72,226)	(760,151)	(7,857)	(109,782)	(44,958)	(163,264)	(1,033,197)	125,041	2	1,033,195	—	—	1,033,197
Issuance of common stock upon closing of initial public offering, net of issuance costs and underwriters fees of $31,102	—	—	—	—	—	—	—	21,882	—	340,884	—	—	340,884
Common stock issued in private placement	—	—	—	—	—	—	—	4,412	—	75,000	—	—	75,000
Stock-based compensation	—	—	—	—	—	—	—	—	—	4,745	—	—	4,745
Stock option exercises	—	—	—	—	—	—	—	24	—	137	—	—	137
Foreign currency translation losses, net	—	—	—	—	—	—	—	—	—	—	—	(3,430)	(3,430)
Net loss			—	—	—	—	—	—	—	—	(36,906)	—	(36,906)
Balance at September 30, 2021	—	$ —	—	$ —	—	$ —	$ —	195,356	$ 2	$ 1,493,266	$ (508,499)	$ (972)	$ 983,797

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

EverCommerce Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Nine months ended September 30,	
	2022	**2021**
Cash flows provided by operating activities:		
Net loss	$ (42,043)	$ (77,235)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Loss on debt extinguishment	—	28,714
Depreciation and amortization	82,524	73,917
Capitalized software abandonment	580	—
Amortization of deferred financing costs and non-cash interest	1,622	4,362
Deferred taxes	(6,855)	(2,831)
Stock-based compensation expense	19,776	16,849
Other non-cash items	3,365	1,221
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable, net	(11,722)	(7,047)
Prepaid expenses and other current assets	(7,151)	(11,413)
Other non-current assets	(1,313)	(11,526)
Accounts payable	(1,450)	(1,886)
Accrued expenses and other	(1,308)	(6,802)
Deferred revenue	2,503	7,924
Other long-term liabilities	(916)	(574)
Net cash provided by operating activities	37,612	13,673
Cash flows used in investing activities:		
Purchases of property and equipment	(2,155)	(1,932)
Capitalization of software costs	(11,440)	(9,065)
Acquisition of companies, net of cash acquired	—	(183,242)
Net cash used in investing activities	(13,595)	(194,239)

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

EverCommerce Inc.
Condensed Consolidated Statements of Cash Flows (Continued)
(in thousands)
(unaudited)

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Cash flows provided by (used in) financing activities:		
Payments on debt	(6,125)	(837,082)
Proceeds from long-term debt	—	496,466
Deferred financing costs	—	(5,689)
Exercise of stock options	1,675	1,153
Proceeds from preferred stock issuance, net	—	109,782
Proceeds from common stock issuance, net	—	415,884
Proceeds from common stock issuance for Employee Stock Purchase Plan	1,754	—
Repurchase and retirement of common stock	(21,863)	—
Net cash provided by (used in) financing activities	(24,559)	180,514
Effect of foreign currency exchange rate changes on cash	(1,796)	59
Net increase (decrease) in cash and cash equivalents and restricted cash	(2,338)	7
Cash and cash equivalents and restricted cash:		
Beginning of period	97,559	98,338
End of period	$ 95,221	$ 98,345
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 19,460	$ 25,090
Cash paid for income taxes	$ 1,950	$ 1,544
Supplemental disclosures of noncash investing and financing activities:		
Rollover equity in consideration of net assets acquired	$ —	$ 726
Accretion of Series B convertible preferred stock to redemption value	$ —	$ 15,105

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

Note 1. Nature of the Business

EverCommerce Inc. and subsidiaries (the “Company” or “EverCommerce”) is a leading provider of integrated software-as-a-service (“SaaS”) solutions or services for service-based small- and medium-sized businesses (“SMBs”). Our platform spans across the full lifecycle of interactions between consumers and service professionals with vertical-specific applications. Today, the Company serves over 600,000 customers across three core verticals: Home Services; Health Services; and Fitness & Wellness Services. Within the core verticals, customers operate within numerous micro-verticals, ranging from home service professionals, such as construction contractors and home maintenance technicians, to physician practices and therapists in the Health Services industry, to personal trainers and salon owners in the Fitness & Wellness sectors. The platform provides vertically-tailored SaaS solutions that address service SMBs’ increasingly nuanced demands, as well as highly complementary solutions that complete end-to-end offerings, allowing service SMBs and EverCommerce to succeed in the market, and provide end consumers more convenient service experiences. The Company was incorporated in Delaware on September 29, 2016, and began operations on October 17, 2016 (Inception). The Company is headquartered in Denver, Colorado, and has operations across the United States, Canada, Jordan, United Kingdom, Australia and New Zealand. The Company changed its name from PaySimple Holdings, Inc. to EverCommerce Inc. as of December 14, 2020.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2021 and the related notes (“Annual Report on Form 10-K”). The December 31, 2021 condensed consolidated balance sheet was derived from our audited consolidated financial statements as of that date. Our unaudited interim condensed consolidated financial statements include, in the opinion of management, all adjustments, consisting of normal and recurring items, necessary for the fair statement of the unaudited condensed consolidated financial statements. All intercompany accounts and transactions have been eliminated in consolidation. There have been no significant changes in accounting policies during the nine months ended September 30, 2022 from those disclosed in the annual consolidated financial statements for the year ended December 31, 2021 and the related notes.

The operating results for the three and nine months ended September 30, 2022 are not necessarily indicative of the results expected for the full year ending December 31, 2022.

Use of Estimates

The preparation of unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain amounts reported in the unaudited condensed consolidated financial statements, including the accompanying notes. The Company bases its estimates on historical factors, current circumstances, and the experience and judgment of management. The Company evaluates its estimates and assumptions on an ongoing basis. Actual results could differ from those estimates. Significant estimates reflected in the consolidated financial statements include revenue recognition, allowance for doubtful accounts, valuation allowances with respect to deferred tax assets, assumptions underlying the fair value used in the calculation of stock-based compensation, valuation of intangible assets and goodwill and useful lives of tangible and intangible assets, among others.

Emerging Growth Company

As an emerging growth company ("EGC"), the Jumpstart Our Business Startups Act ("JOBS Act") allows the Company to delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are applicable to private companies. The Company has elected to use the extended transition period under the JOBS Act until the earlier of the date that it is (i) no longer an EGC or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, the financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates. The adoption dates are discussed below to reflect this election within the *"Recently Issued Accounting Pronouncements"* section.

Recently Issued Accounting Pronouncements not yet Adopted

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which is intended to improve financial reporting about leasing transactions. The ASU affects all companies that lease assets such as real estate and equipment for a period for more than 12 months, and will require organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. The updated standard will be effective for annual reporting periods beginning after December 15, 2021 and interim periods the following year. The Company will adopt this standard in the fourth quarter of 2022. Based on management's current assessment, the impact of adoption will result in an additional right-of-use asset and corresponding lease liability presented on the consolidated balance sheet, largely comprised of its future real estate lease obligations along with any embedded leases in service contracts. Based on our assessment through September 30, 2022, we expect no material impact to the consolidated statements of operations and comprehensive loss; however, management's analysis of the impact of adoption is not complete.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments-Credit Losses (Topic 326); Measurement of Credit Losses on Financial Instruments*, which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost, which includes the Company's accounts receivable and contract assets. This updated standard will be effective for annual reporting periods beginning after December 15, 2022. The Company is currently evaluating the impact the adoption of this standard will have on its financial statements.

In October 2021, the FASB issued ASU No. 2021-08, *Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*, which amends the guidance in ASC 805 to require that an acquirer recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. FASB's objective in issuing the ASU is to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity and inconsistency related to both the recognition of an acquired contract liability and payment terms' effects on subsequent revenue recognized by the acquirer. This updated standard will be effective for annual reporting periods beginning after December 15, 2022. Early adoption is permitted. The impact of adoption is unknown as it will be based on any potential acquisitions consummated in the year of adoption.

Note 3. Acquisitions

2021 Acquisitions

During 2021 and in the nine months ended September 30, 2021, the Company completed five and four business acquisitions, respectively, in conjunction with the execution of its long-term plans and objectives in building a service commerce platform supporting the success of SMBs. All of the acquisitions qualified as business combinations under ASC 805. Accordingly, the Company recorded all assets acquired and liabilities assumed at their acquisition date fair values, with any excess consideration recognized as goodwill. Goodwill primarily represents the value associated with the assembled workforce, and expected synergies subsumed into goodwill.

Assets acquired and liabilities assumed in connection with each acquisition have been recorded at their fair values. Fair values were determined by management using the assistance of third-party valuation specialists. The valuation methods used to determine the fair value of intangible assets included the income approach—relief from royalty method for developed technology and trade name, the income approach—excess earnings method for customer relationships and the comparative business valuation method for non-compete agreements. A number of assumptions and estimates were involved in the application of these valuation methods, including revenue forecasts, expected competition, costs of revenues, obsolescence, tax rates, capital spending, discount rates and working capital changes. Cash flow forecasts were generally based on pre-acquisition forecasts coupled with estimated revenues and cost synergies available to a market participant.

The Company's condensed consolidated statements of operations and comprehensive loss include $8.4 million of acquisition related transaction costs in general and administrative for acquisitions consummated in 2021, with $4.1 million and $6.8 million incurred in the three and nine months ended September 30, 2021, respectively.

Each acquisition allows for an adjustment to the purchase price to be made subsequent to the transaction closing date based on the actual amount of working capital and cash delivered to the Company. The consideration paid and purchase price allocations disclosed reflect the effects of these adjustments.

The allocation of purchase consideration related to certain 2021 acquisitions is considered preliminary.

The following table summarizes the estimated fair values of consideration transferred, assets acquired and liabilities assumed for each acquisition in 2021:

	Briostack	PulseM	MDTech	Timely	DrChrono	Total
	(in thousands)					
Cash	$ 34,441	$ 34,430	$ 15,751	$ 99,820	$ 181,919	$ 366,361
Rollover equity	726	—	—	—	—	726
Total consideration	$ 35,167	$ 34,430	$ 15,751	$ 99,820	$ 181,919	$ 367,087
Net assets acquired:						
Cash and cash equivalents	$ 17	$ —	$ 100	$ 1,170	$ 130	$ 1,417
Accounts receivable, trade	156	—	175	290	3,344	3,965
Other receivables	222	151	48	95	149	665
Contract Assets	—	—	—	—	1,172	1,172
Prepaid expenses and other current assets	53	32	34	128	3,115	3,362
Property and equipment	22	4	16	219	226	487
Deposits and other long-term assets	144	3	—	52	23	222
Intangible—developed technology	1,360	2,380	1,640	7,014	8,480	20,874
Intangible—customer relationships	4,800	12,510	5,830	28,836	53,970	105,946
Intangible—trade name	390	260	200	1,414	3,250	5,514
Intangible—non-compete agreements	23	10	10	63	10	116
Goodwill	28,274	22,866	7,899	69,737	126,947	255,723
Deferred tax asset, net	1	—	2	3,397	—	3,400
Accounts payable	(33)	(113)	(44)	(230)	(2,749)	(3,169)
Other Current Liabilities	(28)	—	—	(670)	(2,086)	(2,784)
Accrued expenses and other	(206)	(99)	(116)	(940)	(2,948)	(4,309)
Deferred tax liability, net	—	(3,538)	—	(10,463)	(10,740)	(24,741)
Deferred revenue	(28)	(36)	(43)	(292)	(374)	(773)
Total net assets acquired	$ 35,167	$ 34,430	$ 15,751	$ 99,820	$ 181,919	$ 367,087

Briostack

On January 19, 2021, the Company acquired 100% of the interest of Briostack LLC dba Briostack ("Briostack"), a provider of operational management software to pest control businesses, for $35.2 million. Under the terms of the purchase agreement, certain members of Briostack received 45,454 shares of common stock rollover equity. The Company finalized the fair value of the shares at $0.7 million in the quarter ended June 30, 2021 by applying a market approach. The fair value of the rollover equity is reflected in the total consideration above.

PulseM

On March 17, 2021, the Company acquired 100% of the interest of Speetra, Inc. dba PulseM ("PulseM"), a provider of enterprise-level reputation management software for small businesses, for $34.4 million.

MDTech

On July 8, 2021, the Company acquired 100% of the interest of PM Ventures, LLC dba MDTech ("MDTech"), a provider of electronic charge capture solutions to physicians via its SaaS-based MD Coder application and suite of add-ons, for $15.8 million.

Timely

On July 8, 2021, the Company acquired 100% of the interest of Timely Ltd. (“Timely”), a booking and business management software company, for $99.8 million. Timely is based in New Zealand and has operations in the United Kingdom and Australia, as well.

DrChrono

On November 18, 2021, the Company acquired 100% of the interest of DrChrono Inc. (“DrChrono”), an electronic health record and practice management provider, for $181.9 million.

Pro Forma Results of Acquisitions (unaudited)

The following table presents unaudited pro forma consolidated results of operations for the three and nine months ended September 30, 2022 and 2021, as if the aforementioned 2021 acquisitions had occurred as of January 1, 2021. The Company did not consummate any transactions during the three and nine months ended September 30, 2022; accordingly, no adjustments have been made to the results reported for that period. The pro forma information includes the business combination accounting effects resulting from these acquisitions, including interest expense of $4.9 million and $11.7 million for the three and nine months ended September 30, 2021, respectively, to account for funds borrowed earlier, issuance of our common stock at earlier dates which impacts the calculation of basic and diluted net loss per share, removal of transaction costs of $4.1 million and $6.8 million for the three and nine months ended September 30, 2021, respectively, and additional amortization expense of $1.8 million and $8.4 million for the three and nine months ended September 30, 2021, respectively, resulting from the amortization of intangible assets beginning as of January 1, 2021. We prepared the pro forma financial information for the combined entities for comparative purposes only, and the information is not indicative of what actual results would have been if the acquisitions had occurred at the beginning of the periods presented, nor is the information intended to represent or be indicative of future results of operations.

	Three months ended September 30,		Nine months ended September 30,	
	2022 Pro Forma	2021 Pro Forma	2022 Pro Forma	2021 Pro Forma
	(in thousands, except per share amounts) *(unaudited)*			
Total revenue	$ 158,126	$ 140,362	$ 458,948	$ 395,273
Net loss	$ (15,853)	$ (40,775)	$ (42,043)	$ (94,003)
Adjustments to net loss per share (see Note 10)	—	—	—	(15,105)
Net loss attributable to common stockholders	$ (15,853)	$ (40,775)	$ (42,043)	$ (109,108)
Basic and diluted net loss per share attributable to common stockholders	$ (0.08)	$ (0.22)	$ (0.22)	$ (1.19)

Note 4. Revenue

Disaggregation of Revenue

The following tables present a disaggregation of our revenue from contracts with customers by revenue recognition pattern and geographical market:

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
	(in thousands)			
By pattern of recognition (timing of transfer of services):				
Point in time	$ 14,496	$ 13,743	$ 40,112	$ 37,324
Over time	143,630	114,791	418,836	317,166
Total	$ 158,126	$ 128,534	$ 458,948	$ 354,490
By geographical market:				
United States	$ 146,492	$ 118,721	$ 418,510	$ 325,179
International	11,634	9,813	40,438	29,311
Total	$ 158,126	$ 128,534	$ 458,948	$ 354,490

Contract Balances

Supplemental balance sheet information related to contracts from customers as of:

	September 30, 2022	December 31, 2021
	(in thousands)	
Accounts receivable, net	$ 49,762	$ 40,514
Contract assets	$ 13,782	$ 11,039
Deferred revenue	$ 25,300	$ 22,992
Customer deposits	$ 10,176	$ 9,828
Long-term deferred revenue	$ 2,596	$ 2,803

Accounts receivable, net: Accounts receivable represent rights to consideration in exchange for products or services that have been transferred by us, when payment is unconditional and only the passage of time is required before payment is due.

Contract assets: Contract assets represent rights to consideration in exchange for products or services that have been transferred (i.e., the performance obligation or portion of the performance obligation has been satisfied), but payment is conditional on something other than the passage of time. These amounts typically relate to contracts that include on-premise licenses and professional services where the right to payment is not present until completion of the contract or achievement of specified milestones and the fair value of products or services transferred exceed this constraint.

Contract liabilities: Contract liabilities represent our obligation to transfer products or services to a customer for which consideration has been received in advance of the satisfaction of performance obligations. Short-term contract liabilities are included within deferred revenue on the consolidated balance sheets. Long-term contract liabilities are included within long-term deferred revenue on the consolidated balance sheets. Revenue recognized from the contract liability balance at December 31, 2021 was $20.9 million for the nine months ended September 30, 2022.

Customer deposits: Customer deposits relate to payments received in advance for contracts, which allow the customer to terminate a contract and receive a pro rata refund for the unused portion of payments received to date. In these arrangements, we have concluded there are no enforceable rights and obligations during the period in which the option to cancel is exercisable by the customer and therefore the consideration received is recorded as a customer deposit liability.

Remaining Performance Obligations

Remaining performance obligations represent the transaction price of unsatisfied or partially satisfied performance obligations within contracts with an original expected contract term that is greater than one year for which fulfillment of the contract has started as of the end of the reporting period. Variable consideration accounted for under the variable consideration allocation exception associated with unsatisfied performance obligations or an unsatisfied promise that forms part of a single performance obligation under application of the series guidance have been excluded. Remaining performance obligations generally relate to those which are stand-ready in nature, as found within the subscription and marketing technology solutions revenue streams. The aggregate amount of transaction consideration allocated to remaining performance obligations as of September 30, 2022, was $22.3 million, which is comprised of contracts where the contract term under ASC 606 is in excess of one year. The Company expects to recognize approximately 59% of its remaining performance obligations as revenue within the next year, 27% of its remaining performance obligations as revenue the subsequent year, 10% of its remaining performance obligations as revenue in the third year, and the remainder during the two year period thereafter.

Cost to Obtain and Fulfill a Contract

The Company incurs certain costs to obtain contracts, principally sales and third-party commissions, which the Company capitalizes when the liability has been incurred if they are (i) incremental costs of obtaining a contract, (ii) expected to be recovered and (iii) have an expected amortization period that is greater than one year (as the Company has elected the practical expedient to expense any costs to obtain a contract when the liability is incurred if the amortization period of such costs would be one year or less).

Assets resulting from costs to obtain contracts are included within prepaid expenses and other current assets for short-term balances and other non-current assets for long-term balances on the Company’s consolidated balance sheets. The costs to obtain contracts are amortized over 5 years, which corresponds with the useful life of the related capitalized software. Short-term assets were $6.2 million and $4.8 million at September 30, 2022 and December 31, 2021, respectively, and long-term assets were $14.3 million and $11.9 million at September 30, 2022 and December 31, 2021, respectively. The Company recorded amortization expense within sales and marketing on the condensed consolidated statements of operations and comprehensive loss of $1.1 million and $0.7 million for the three months ended September 30, 2022 and 2021, respectively, and $3.1 million and $2.0 million for the nine months ended September 30, 2022 and 2021, respectively. The Company recorded amortization expense within cost of revenues on the condensed consolidated statements of operations and comprehensive loss of $0.4 million and $0.3 million for the three months ended September 30, 2022 and 2021, respectively, and $1.2 million and $0.7 million for the nine months ended September 30, 2022 and 2021, respectively.

The Company has concluded that there are no other material costs incurred in fulfillment of customer contracts that are not accounted for under other GAAP, which meet the capitalization criteria under ASC 606 and FASB ASC Topic 340-40, *Accounting for Other Assets and Deferred Costs* (“ASC 340-40”). The Company has elected to account for shipping and handling activities as fulfillment activities and recognize the associated expense when the transfer of control of the product has occurred, as permitted under the shipping and handling activities practical expedient.

Note 5. Goodwill

Goodwill activity consisted of the following for the nine months ended September 30, 2022 (in thousands):

Balance at December 31, 2021	$	921,416
Measurement period adjustments[1]		(573)
Effect of foreign currency exchange rate changes		(13,600)
Balance at September 30, 2022	$	907,243

(1) The $0.6 million of measurement period adjustments relates to acquisitions consummated during the year ended December 31, 2021.

Note 6. Intangible Assets

Intangible assets consisted of the following as of:

	September 30, 2022						
	Useful Life		Gross Carrying Value		Accumulated Amortization		Net Book Value
	(in thousands)						
Customer relationships	3-20 years	$	604,914	$	245,509	$	359,405
Developed technology	2-12 years		105,598		54,893		50,705
Trade name	3-10 years		38,095		18,413		19,682
Non-compete agreements	2-5 years		2,394		1,953		441
Total		$	751,001	$	320,768	$	430,233

	December 31, 2021						
	Useful Life		Gross Carrying Value		Accumulated Amortization		Net Book Value
	(in thousands)						
Customer relationships	3-20 years	$	607,625	$	187,556	$	420,069
Developed technology	2-12 years		106,162		42,215		63,947
Trade name	3-10 years		38,218		14,540		23,678
Non-compete agreements	2-5 years		2,409		1,568		841
Total		$	754,414	$	245,879	$	508,535

Amortization expense was $25.2 million and $24.2 million for the three months ended September 30, 2022 and 2021, respectively, and $75.7 million and $68.7 million for the nine months ended September 30, 2022 and 2021, respectively.

Note 7. Property and Equipment

Property and equipment consisted of the following as of:

	September 30, 2022	December 31, 2021
	(in thousands)	
Computer equipment and software	$ 9,918	$ 8,191
Furniture and fixtures	3,560	3,667
Leasehold improvements	11,928	12,032
Total property and equipment	25,406	23,890
Less accumulated depreciation	(12,899)	(10,381)
Property and equipment, net	$ 12,507	$ 13,509

Depreciation expense was $1.0 million for each of the three months ended September 30, 2022 and 2021 and $3.1 million and $2.8 million for the nine months ended September 30, 2022 and 2021, respectively.

Note 8. Capitalized Software

Capitalized software consisted of the following as of:

	September 30, 2022	December 31, 2021
	(in thousands)	
Capitalized software	$ 42,746	$ 31,960
Less: accumulated amortization	(11,646)	(7,960)
Capitalized software, net	$ 31,100	$ 24,000

Amortization expense was $1.4 million and $0.9 million for the three months ended September 30, 2022 and 2021, respectively, and $3.7 million and $2.4 million for the nine months ended September 30, 2022 and 2021, respectively. During the three and nine months ended September 30, 2022 the Company recorded a charge to general and administrative on the accompanying condensed consolidated statements of operations and comprehensive loss for $0.1 million and $0.6 million, respectively, related to capitalized features no longer expected to be used.

Note 9. Long-Term Debt

Long-term debt consisted of the following as of:

	September 30, 2022	December 31, 2021
	(in thousands)	
Term notes with interest payable monthly, interest rate at Adjusted LIBOR or Alternative Base Rate, plus an applicable margin of 3.25% (5.77% at September 30, 2022) quarterly principal payments of 0.25% of original principal balance with balloon payment due July 2028	$ 544,500	$ 548,625
Revolver with interest payable monthly, interest rate at Adjusted LIBOR or Alternative Base Rate, plus an applicable margin of 3.25% (6.37% at September 30, 2022), and outstanding balance due July 2026	—	—
Subordinated unsecured promissory note related to acquisition of Service Nation, Inc., interest paid-in-kind, interest rate at 8.5% with balloon payment due September 2022	—	2,866
Subordinated unsecured promissory note related to acquisition of Technique Fitness, Inc. D/B/A Club OS, interest paid-in-kind, interest rate at 7% with balloon payment due December 2022	2,797	2,655
Principal debt	547,297	554,146
Deferred financing costs on long-term debt	(5,131)	(5,826)
Discount on long-term debt	(1,878)	(2,193)
Total debt	540,288	546,127
Less current maturities	8,282	10,943
Long-term portion	$ 532,006	$ 535,184

On July 6, 2021, the Company entered into a credit facility (“Credit Agreement”) that includes term loans in an aggregate principal amount of $350.0 million (“Initial Term Loans”), a revolver with a capacity of $190.0 million (“Revolver”) and a sub-limit of the Revolver available for letters of credit up to an aggregate face amount of $20.0 million. The Initial Term Loans were used to retire the Company’s debt arrangements that were outstanding prior to the Initial Public Offering (“IPO”). A loss on debt extinguishment related to the refinancing of the Company’s debt arrangements was recorded during the three months ended September 30, 2021 totaling $28.7 million.

As of November 2021, the Company had $35.0 million outstanding under the Revolver, and borrowed the remaining capacity of the Revolver to fund the acquisition of DrChrono. Subsequently in the same month, the Company received additional term loans in an aggregate principal amount of $200.0 million (together with the Initial Term Loans, the “Term Loans”), the proceeds of which were used to repay the outstanding principal balance of the Revolver of $190.0 million and for general corporate purposes. The Initial Term Loans, Revolver and Additional Term Loans are collectively referred to herein as the (“Credit Facilities”).

The Company determines the fair value of long-term debt based on trading prices for its debt if available. As of September 30, 2022, the Company obtained trading prices for the term notes outstanding. However, as such trading prices require significant unobservable inputs to the pricing model, such instruments are classified as Level 2. If no such trading prices are available, the Company determines the fair value of long-term debt using discounted cash flows, applying current interest rates and current credit spreads, based on its own credit risk. The fair value amounts were approximately $520.1 million and $552.8 million as of September 30, 2022 and December 31, 2021, respectively.

As of January 1, 2021, the Company also had outstanding subordinated promissory notes ("Legacy Subordinated Notes") that included paid-in-kind ("PIK") interest. The interest on the Legacy Subordinated Notes is all PIK and is due upon maturity. Total PIK interest was $0.1 million for each of the three months ended September 30, 2022 and 2021, and $0.3 million for each of the nine months ended September 30, 2022 and 2021. The company repaid the outstanding principal and PIK interest upon maturity of one of the Legacy Subordinated Notes for $2.0 million and $1.0 million, respectively, during the three months ended September 30, 2022. The remaining Legacy Subordinated Notes outstanding principal and PIK interest will be repaid upon maturity during the fourth quarter of 2022.

The Company's Credit Facilities are subject to certain financial and nonfinancial covenants and are secured by substantially all assets of the Company. As of September 30, 2022, the Company was in compliance with all of its covenants.

Aggregate maturities of the Company's debt for the years ending December 31 are as follows as of September 30, 2022 (in thousands):

Years ending December 31:		
2022 (remaining three months)	$	4,211
2023		5,500
2024		5,500
2025		5,500
2026		5,500
Thereafter		521,125
Total aggregate maturities of the Company's debt	$	547,336

Note 10. Equity

On May 5, 2021, the Company amended its Certificate of Incorporation ("Third Amended and Restated Certificate of Incorporation") to increase the number of authorized shares of Preferred Stock from 125,000,000 shares to 140,000,000 shares of Preferred Stock, $0.00001 par value per share, of which 50,000,000 were designated as Series A, 75,000,000 were designated as Series B and 15,000,000 were designated as Series C as of such date. Each share of Series A, Series B and Series C could have been converted into common stock at any time, at the option of the holder, based on a prescribed formula set forth in the Company's Third Amended and Restated Certificate of Incorporation. In the event of a liquidation, dissolution, winding up of the Company or other similar event, liquidation payments would have first been made to the holders of Series B, then to Series C, then to Series A. In May 2021, the Company issued 7.9 million shares of Series C for proceeds of $109.8 million net of issuance costs.

In accordance with ASC 480, *Distinguishing Liabilities from Equity*, if the carrying value of redeemable preferred stock is less than its redemption value, redeemable preferred stock shall be accreted to its redemption value if it is probable it will become redeemable. Prior to March 15, 2021, the Company concluded it was probable that the Series B would become redeemable due to the passage of time. However, after that date the Company concluded that it was no longer probable that the Series B would become redeemable due to the increased likelihood of a successful IPO prior to February 23, 2026. The Company's Series B accruing dividends comprised a component of the redemption value of such stock. The Company recorded the accretion of Series B through March 15, 2021, by increasing its carrying value and recording a corresponding reduction of additional paid-in capital in the amount of $15.1 million for the nine months ended September 30, 2021.

Immediately prior to the closing of the IPO, the Company filed an Amended and Restated Certificate of Incorporation on July 6, 2021 with the Secretary of State of the State of Delaware to authorize the issuance up to 2,050,000,000 shares, par value $0.00001 per share, consisting of 2,000,000,000 shares of common stock and 50,000,000 shares of preferred stock. In connection with the IPO, all of the Company's then outstanding convertible preferred stock converted into shares of common stock on a one-for-one basis. Upon conversion of the convertible preferred stock, the Company reclassified the carrying value of the convertible preferred stock to common stock and additional paid-in capital.

On June 14, 2022, our Board of Directors approved a stock repurchase program ("The Repurchase Program") with authorization to purchase up to $50.0 million in shares of the Company's common stock through the expiration of the program on December 21, 2022. Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at the Company's discretion, depending on market conditions and corporate needs. This program does not obligate the Company to acquire any particular amount of common stock and may be modified, suspended or terminated at any time at the discretion of the Board of Directors. The Company expects to fund repurchases with existing cash on hand. The Company repurchased and retired 1,801,062 and 2,097,108 shares of common stock for $19.2 million and $21.9 million, including transaction fees, during the three and nine months ended September 30, 2022, respectively.

On November 7, 2022, our Board of Directors approved an expansion of the Repurchase Program with authorization to purchase up to an additional $50.0 million in shares of the Company's common stock ($100.0 million total) and an extension to the expiration of the Repurchase Program through December 31, 2023.

Note 11. Stock-Based Compensation

In 2016, the Company adopted the 2016 Equity Incentive Plan (the "2016 Plan"). The 2016 Plan provided for the granting of stock-based awards, including stock options, stock appreciation rights, restricted or unrestricted stock awards, phantom stock, performance awards, and other stock-based awards. In connection with the IPO, the Company's board of directors adopted, and the Company's stockholders approved, the 2021 Incentive Award Plan (the "2021 Plan"), which became effective immediately prior to the effectiveness of the registration statement for the Company's IPO and, as a result of which, the Company can no longer make awards under the 2016 Plan. The 2021 Plan provides for the issuance of incentive stock options, non-qualified stock options, stock awards, stock units, stock appreciation rights and other stock-based awards. The number of shares initially reserved for issuance under the 2021 Plan was 22,000,000 shares, inclusive of available shares previously reserved for issuance under the 2016 Plan. In addition, the number of shares reserved for issuance under the 2021 Plan is subject to an annual increase on the first day of each calendar year beginning on January 1, 2022 and ending on and including January 1, 2031, equal to the lesser of (i) 3% of the shares outstanding (on an as-converted basis) on the last day of the immediately preceding fiscal year and (ii) such smaller number of shares as determined by the Company's board of directors, provided that no more than 22,000,000 shares may be issued upon the exercise of incentive stock options. Based on the Company's outstanding shares of common stock as of December 31, 2021, as of January 1, 2022 the number of shares reserved for issuance under the 2021 Plan increased by 5.9 million.

In connection with the IPO, the Company's board of directors adopted the 2021 Employee Stock Purchase Plan (the "ESPP"). For more information on the ESPP, refer to Note 11 in the Annual Report on Form 10-K.

The following table summarizes our restricted stock unit ("RSU") and stock option activity for the nine months ended September 30, 2022:

	RSUs	Options
	(in thousands)	
Outstanding as of January 1, 2022	541	16,444
Granted	1,521	1,480
Vested or exercised	—	(126)
Cancelled or forfeited	(10)	(160)
Outstanding as of March 31, 2022	2,052	17,638
Granted	211	146
Vested or exercised	—	(96)
Cancelled or forfeited	(163)	(409)
Outstanding as of June 30, 2022	2,100	17,279
Granted	95	54
Vested or exercised	(116)	(95)
Cancelled or forfeited	(56)	(143)
Outstanding as of September 30, 2022	2,023	17,095

As of September 30, 2022, total unrecognized compensation expense was $22.2 million and $28.7 million related to outstanding restricted stock units and outstanding stock options, respectively.

Stock-based compensation expense was classified in the unaudited condensed consolidated statements of operations and comprehensive loss as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
	(in thousands)			
Cost of revenues	$ 109	$ 173	$ 278	$ 178
Sales and marketing	380	160	1,127	298
Product development	501	295	1,389	437
General and administrative	6,143	4,117	16,982	15,936
Total stock-based compensation expense	$ 7,133	$ 4,745	$ 19,776	$ 16,849

Note 12. Net Loss Per Share Attributable to Common Stockholders

The following table presents the calculation of basic and diluted net loss per share for the Company's common stock as of:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
	(in thousands except share and per share amounts)			
Numerator:				
Net loss	$ (15,853)	$ (36,906)	$ (42,043)	$ (77,235)
Accretion of Series B to redemption value	—	—	—	(15,105)
Numerator for basic and diluted EPS – net loss attributable to common stockholders	$ (15,853)	$ (36,906)	$ (42,043)	$ (92,340)
Denominator:				
Denominator for basic and diluted EPS – weighted-average shares of common stock outstanding used in computing net loss per share	194,542,764	187,994,437	195,205,260	91,655,461
Basic and diluted net loss per share attributable to common stockholders	$ (0.08)	$ (0.20)	$ (0.22)	$ (1.01)

The following outstanding potentially dilutive common stock equivalents have been excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented due to their anti-dilutive effect as of:

	September 30,	
	2022	2021
Outstanding options to purchase common stock and unvested RSUs	19,118,295	16,967,629
Total anti-dilutive outstanding potential common stock	19,118,295	16,967,629

Note 13. Fair Value of Financial Instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value.

The Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The Company utilizes a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- **Level 1:** Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access.
- **Level 2:** Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by

observable data for substantially the full term of the assets or liabilities.

- **Level 3:** Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying value of cash and cash equivalents, accounts receivable, contract assets, contract liabilities and accounts payable approximate their fair value because of the short-term nature of these instruments.

There were no transfers between fair value measurement levels during the three and nine months ended September 30, 2022 or 2021.

The following table presents information about the Company's financial assets and liabilities measured at fair value on a recurring basis as of:

	September 30, 2022				
	Level 1	Level 2	Level 3	Total	Balance Sheet Classification
	(in thousands)				
Asset:					
Money market	$ 13,674	$ —	$ —	$ 13,674	Cash equivalents

	December 31, 2021				
	Level 1	Level 2	Level 3	Total	Balance Sheet Classification
	(in thousands)				
Asset:					
Money market	$ 14,855	$ —	$ —	$ 14,855	Cash equivalents
Liability:					
Contingent consideration	$ —	$ —	$ 675	$ 675	Other current liabilities

The following is a reconciliation of the opening and closing balance for contingent consideration measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the nine months ended September 30, 2022 (in thousands):

Opening balance	$ 675
Amounts settled through payment	(657)
Fair value adjustments	(18)
Ending balance	$ —

Note 14. Income Taxes

Our provision for income taxes in interim periods is based on our estimated annual effective tax rate. We record cumulative adjustments in the quarter in which a change in the estimated annual effective rate is determined.

The income tax benefit was $0.3 million and $1.0 million for the three months ended September 30, 2022 and 2021, respectively, and $6.0 million and $4.2 million for the nine months ended September 30, 2022 and 2021, respectively. Our effective income tax rate was 1.8% and 2.7% for the three months ended September 30, 2022 and 2021, respectively, and 12.4% and 5.1% for the nine months ended September 30, 2022 and 2021, respectively.

The difference in the effective income tax rate for the three months ended September 30, 2022 as compared to the corresponding period in 2021 was primarily driven by the establishment of a valuation allowance for our New Zealand subsidiaries, which resulted in the exclusion of their results from the computation of the annual effective income tax rate. The difference in the effective income tax rate for the nine months ended September 30, 2022 as compared to the corresponding period in 2021 was primarily driven by discrete items, including an intercompany intellectual property sale, acquisition accounting, a California law change, a United Kingdom corporate income tax rate change, and the valuation allowance for our New Zealand subsidiaries, as described above.

On August 16, 2022, the U.S. enacted the Inflation Reduction Act of 2022, which, among other things, implements a 15% minimum tax on book income of certain large corporations, a 1% excise tax on net stock repurchases and several tax incentives to promote clean energy. Based on our current analysis of the provisions, we do not believe this legislation will have a material impact on our consolidated financial statements.

Note 15. Commitments and Contingencies

From time to time, the Company may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

Note 16. Geographic Areas

The following table sets forth long-lived assets by geographic area as of:

	September 30, 2022	December 31, 2021
	(in thousands)	
United States	$ 36,015	$ 34,906
International	$ 7,592	$ 2,603

Note 17. Subsequent Events

Effective October 31, 2022, the Company entered into an interest rate swap agreement in connection with the Company’s Credit Facilities for a notional amount of $200.0 million to convert a portion of the Term Loan from a floating rate to a fixed rate (the “Swap Agreement”). The Swap Agreement has a term of 5 years with a fixed rate in the agreement of 4.2295%.

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

Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q to "EverCommerce," the “Company,” “we,” “us” and “our” refer to EverCommerce Inc. and its consolidated subsidiaries. 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 appearing elsewhere in this Quarterly Report on Form 10-Q and our consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2021 (the “Annual Report on Form 10-K”). Additionally, our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Overview

EverCommerce is a leading provider of integrated, vertically-tailored software-as-a-service (“SaaS”) solutions for service-based small- and medium-sized businesses (“service SMBs”). Our platform spans across the full lifecycle of interactions between consumers and service professionals with vertical-specific applications. Today, we serve over 600,000 customers across three core verticals: Home Services; Health Services; and Fitness & Wellness Services. Within our core verticals, our customers operate within numerous micro-verticals, ranging from home service professionals, such as home improvement contractors and home maintenance technicians, to physician practices and therapists within Health Services, to personal trainers and salon owners within Fitness & Wellness. Our platform provides vertically-tailored SaaS solutions that address service SMBs’ increasingly specialized demands, as well as highly complementary solutions that complete end-to-end offerings, allowing service SMBs and EverCommerce to succeed in the market, and provide end consumers more convenient service experiences.

We offer several vertically-tailored suites of solutions, each of which follows a similar and repeatable go-to-market playbook: offer a “system of action” Business Management Software that streamlines daily business workflows, integrate highly complementary, value-add adjacent solutions and complete gaps in the value chain to create end-to-end solutions. These solutions focus on addressing how service SMBs market their services, streamline operations and retain and engage their customers.

- ***Business Management Software:*** Our vertically-tailored Business Management Software is the system of action at the center of a service business’ operation, and is typically the point-of-entry and first solution adopted by a customer. Our software, designed to meet the day-to-day workflow needs of businesses in specific vertical end markets, streamlines front and back-office processes and provides polished customer-facing experiences. Using these offerings, service SMBs can focus on growing their customers, improving their services and driving more efficient operations.

- ***Billing & Payment Solutions:*** Our Billing & Payment Solutions provide integrated payments, billing and invoicing automation and business intelligence and analytics. Our omni-channel payments capabilities include point-of-sale, eCommerce, online bill payments, recurring billing, electronic invoicing and mobile payments. Supported payment types include credit card, debit card and Automated Clearing House processing. Our payments platform also provides a full suite of service commerce features, including customer management as well as cash flow reporting and analytics. These value-add features help small- and medium-sized businesses (“SMBs”) to ensure more timely billing and payments collection and provide improved cash flow visibility.

- ***Customer Experience Solutions:*** Our Customer Experience Solutions modernize how businesses engage and interact with customers by leveraging innovative, bespoke customer listening and communication solutions to improve the customer experience and increase retention. Our software provides customer listening capabilities with real-time customer surveying and analysis to allow standalone businesses and multi-location brands to receive voice of the customer insights and manage the customer experience lifecycle. These applications include: customer health scoring, customer support systems, real-time alerts, NPS-based customer feedback collection, review generation and automation, reputation management, customer satisfaction surveying and a digital communication suite, among others. These tools help our customers gain actionable insights, increase customer loyalty and repeat purchases and improve customer experiences.

- ***Marketing Technology Solutions:*** Our Marketing Technology Solutions work with our Customer Experience Solutions to help customers build their businesses by invigorating marketing operations and improving return on investment across the customer lifecycle. These solutions help businesses to manage campaigns, generate quality leads, increase conversion and repeat sales, improve customer loyalty and provide a polished brand experience. Our solutions include: custom website design, development and hosting, responsive web design, marketing campaign design and management, search engine optimization ("SEO"), paid search and display advertising, social media and blog automation, call tracking, review monitoring and marketplace lead generation, among others.

We go to market with suites of solutions that are aligned to our three core verticals: (i) the EverPro suite of solutions in Home Services; (ii) the EverHealth suite of solutions within Health Services; and (iii) the EverWell suite of solutions in Fitness & Wellness Services. Within each suite, our Business Management Software – the system of action at the center of a service business' operation – is typically the first solution adopted by a customer. This vertically-tailored point-of-entry provides us with an opportunity to cross-sell adjacent products, previously offered as fragmented and disjointed point solutions by other software providers. This "land and expand" strategy allows us to acquire customers with key foundational solutions and expand into offerings via product development and acquisitions that cover all workflows and power the full scope of our customers' businesses. This results in a self-reinforcing flywheel effect, enabling us to drive value for our customers and, in turn, improve customer stickiness, increase our market share and fuel our growth.

We generate three types of revenue: (i) Subscription and Transaction Fees, which are primarily recurring revenue streams, (ii) Marketing Technology Solutions, which includes both recurring and re-occurring revenue streams and (iii) Other revenue which consists primarily of one-time revenue streams. Our recurring revenue generally consists of monthly, quarterly and annual software and maintenance subscriptions, transaction revenue associated with integrated payments and billing solutions and monthly contracts for Marketing Technology Solutions. Additionally, our re-occurring revenue includes revenue related to the sale of marketing campaigns and lead generation under contractual arrangements with customers.

Our business benefits from attractive unit economics. Approximately 95% of our revenue in the nine months ended September 30, 2022 and 2021 was recurring or re-occurring, and we maintained an annualized net revenue retention rate of approximately 100% for the quarter ended September 30, 2022. We believe the retention and growth of revenue from our existing customers is a helpful measure of the health of our business and our future growth prospects. Our ability to cross sell additional products and services to our existing customers can increase customer engagement with our suite of solutions and thus have a positive impact on our net pro forma revenue retention rate. For example, we have leveraged our land and expand strategy to cross sell solutions to our existing customers, which has supported our high net pro forma revenue retention rate by increasing customer utilization of our solutions, educating customers as to how our platform and synergies can support their businesses and, in turn, improving customer stickiness.

Our calculation of net pro forma revenue retention rate remains consistent with prior periods. This rate for any fiscal period includes the positive recurring and re-occurring revenue impacts of selling new solutions to existing customers and the negative impacts of contraction and attrition among this set of customers. Our net pro forma revenue retention rate may fluctuate as a result of a number of factors, including the growing level of our revenue base, the level of penetration within our customer base, expansion of solutions, new acquisitions and our ability to retain our customers. Our calculation of net pro forma revenue retention rate may differ from similarly titled metrics presented by other companies.

We acquire companies to deepen our competitive moats in existing verticals, and enter new verticals and geographies. We have acquired 52 companies since our inception. We have an established framework for identification, execution, integration, and onboarding of targets, which leverages our significant acquisition experience and utilizes internal criteria for evaluating acquisition candidates and prospective businesses. We have developed and refined our internal criteria over time with our acquisitions, which has helped us to more readily identify attractive and complementary targets that can be efficiently onboarded. These acquired solutions can bring deep industry expertise and vertically-tailored software solutions that provide additional sources of growth. We believe that our methodology, track record, and reputation for sourcing, evaluating, and integrating acquisitions positions us as an "acquirer-of-choice" for potential targets.

Impact of COVID-19 and The Macroeconomic Climate

The macroeconomic climate continues to see pressure from global developments such as the COVID-19 pandemic, rising inflation, the strengthened US Dollar, rising interest rates and supply chain disruptions. These developments may have an adverse effect on our revenues and demand for our products and services, as well as on our costs of doing business. We have taken and will continue to take actions to help mitigate the impact of these economic challenges, but there can be no assurance as to the effectiveness of our efforts going forward.

For more information regarding the potential impact of the COVID-19 pandemic on our business, refer to Part II. Item 1A. *"Risk Factors—Risks Related to our Business—The outbreak of the novel strain of coronavirus disease has impacted, and a future pandemic, epidemic or outbreak of an infectious disease in the United States could impact, our business, financial condition and results of operations, as well as the business or operations of third parties with whom we conduct business"* in our Annual Report on Form 10-K.

Key Factors Affecting Our Performance

We believe that our performance and future success depends on a number of factors that present significant opportunities for us but also pose risks and challenges. For discussion of these factors, please see "Key Factors Affecting Our Performance" in the Management's Discussion and Analysis section of our Annual Report on Form 10-K.

Key Business and Financial Metrics

In addition to our results and measures of performance determined in accordance with GAAP, we believe the following key business and non-GAAP financial measures are useful in evaluating and comparing our financial and operational performance over multiple periods, identifying trends affecting our business, formulating business plans and making strategic decisions.

Pro Forma Revenue Growth Rate

Pro Forma Revenue Growth Rate is a key performance measure that our management uses to assess our consolidated operating performance over time. Management also uses this metric for planning and forecasting purposes.

Our year-over-year Pro Forma Revenue Growth Rate is calculated as though all acquisitions closed as of the end of the latest period were closed as of the first day of the prior year period presented. In calculating Pro Forma Revenue Growth Rate, we add the revenue from acquisitions for the reporting periods prior to the date of acquisition (including estimated purchase accounting adjustments) to our results of operations, and then calculate our revenue growth rate between the two reported periods. As a result, Pro Forma Revenue Growth Rate includes pro forma revenue from businesses acquired during the period, including revenue generated during periods when we did not yet own the acquired businesses. In including such pre-acquisition revenue, Pro Forma Revenue Growth Rate allows us to measure the underlying revenue growth of our business as it stands as of the end of the respective period, which we believe provides insight into our then-current operations. Pro Forma Revenue Growth Rate does not represent organic revenue generated by our business as it stood at the beginning of the respective period. Pro Forma Revenue Growth Rates are not necessarily indicative of either future results of operations or actual results that might have been achieved had the acquisitions been consummated on the first day of the prior year period presented. We believe that this metric is useful to investors in analyzing our financial and operational performance period over period and evaluating the growth of our business, normalizing for the impact of acquisitions. This metric is particularly useful to management due to the number of acquired entities.

Our Pro Forma Revenue Growth rate was 12.7% and 16.1% for the three and nine months ended September 30, 2022, respectively, reflective of the underlying growth in our business including new customers and providing more solutions to existing customers.

Non-GAAP Financial Measures

Adjusted Gross Profit

Adjusted Gross Profit is a key performance measure that our management uses to assess our operational performance, as it represents the results of revenues and direct costs, which are key components of our operations. We believe that this non-GAAP financial measure is useful to investors and other interested parties in analyzing our financial performance because it reflects the gross profitability of our operations, and excludes the indirect costs associated with our sales and marketing, product development, general and administrative activities and depreciation and amortization, and the impact of our financing methods and income taxes.

We calculate Adjusted Gross Profit as gross profit (as defined below) adjusted to exclude depreciation and amortization allocated to cost of revenues. Adjusted Gross Profit should be viewed as a measure of operating performance that is a supplement to, and not a substitute for, operating income or loss, net earnings or loss and other GAAP measures of income (loss) or profitability. The following table presents a reconciliation of gross profit, the most directly comparable financial measure calculated in accordance with GAAP, to Adjusted Gross Profit on a consolidated basis.

	Three months ended September 30,		Nine months ended September 30,	
	2022	**2021**	**2022**	**2021**
	(in thousands)			
Gross profit [1]	$ 95,027 [2]	$ 80,327 [3]	$ 278,847 [4]	$ 220,493 [5]
Depreciation and amortization	5,444	5,249	16,598	14,509
Adjusted gross profit	$ 100,471	$ 85,576	$ 295,445	$ 235,002

(1) Gross profit is calculated as total revenues less cost of revenues (exclusive of depreciation and amortization), amortization of developed technology, amortization of capitalized software and depreciation expense (allocated to cost of revenues).
(2) For the three months ended September 30, 2022, gross profit represents total revenues of $158.1 million less cost of revenues (exclusive of depreciation and amortization) of $57.7 million, amortization of developed technology of $4.0 million, amortization of capitalized software of $1.3 million and depreciation expense (allocated to cost of revenues) of $0.1 million.
(3) For the three months ended September 30, 2021, gross profit represents total revenues of $128.5 million less cost of revenues (exclusive of depreciation and amortization) of $43.0 million, amortization of developed technology of $4.0 million, amortization of capitalized software of $0.8 million and depreciation

expense (allocated to cost of revenues) of $0.4 million.

(4) For the nine months ended September 30, 2022, gross profit represents total revenues of $458.9 million less cost of revenues (exclusive of depreciation and amortization) of $163.5 million, amortization of developed technology of $12.3 million, amortization of capitalized software of $3.7 million and depreciation expense (allocated to cost of revenues) of $0.6 million.

(5) For the nine months ended September 30, 2021, gross profit represents total revenues of $354.5 million less cost of revenues (exclusive of depreciation and amortization) of $119.5 million, amortization of developed technology of $10.9 million, amortization of capitalized software of $2.4 million and depreciation expense (allocated to cost of revenues) of $1.2 million.

Adjusted EBITDA

Adjusted EBITDA is a key performance measure that our management uses to assess our financial performance and is also used for internal planning and forecasting purposes. We believe that this non-GAAP financial measure is useful to investors and other interested parties in analyzing our financial performance because it provides a comparable overview of our operations across historical periods. In addition, we believe that providing Adjusted EBITDA, together with a reconciliation of net loss to Adjusted EBITDA, helps investors make comparisons between our company and other companies that may have different capital structures, different tax rates and/or different forms of employee compensation.

Adjusted EBITDA is used by our management team as an additional measure of our performance for purposes of business decision-making, including managing expenditures, and evaluating potential acquisitions. Period-to-period comparisons of Adjusted EBITDA help our management identify additional trends in our financial results that may not be shown solely by period-to-period comparisons of net income or income from continuing operations. In addition, we may use Adjusted EBITDA in the incentive compensation programs applicable to some of our employees. Our Management recognizes that Adjusted EBITDA has inherent limitations because of the excluded items, and may not be directly comparable to similarly titled metrics used by other companies.

We calculate Adjusted EBITDA as net loss adjusted to exclude interest and other expense, net, income tax (benefit) expense, loss on debt extinguishment, depreciation and amortization, other amortization, acquisition related costs, stock-based compensation, and other non-recurring costs. Other amortization includes amortization for capitalized contract acquisition costs. Acquisition related costs are specific deal-related costs such as legal fees, financial and tax due diligence, consulting and escrow fees. Other non-recurring costs are expenses such as system implementation costs and severance related to planned restructuring activities. Acquisition related costs and other non-recurring costs are excluded as they are not representative of our underlying operating performance. Adjusted EBITDA should be viewed as a measure of operating performance that is a supplement to, and not a substitute for, operating income or loss, net earnings or loss and other GAAP measures of income (loss). The following table presents a reconciliation of net loss, the most directly comparable financial measure calculated in accordance with GAAP, to Adjusted EBITDA on a consolidated basis.

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
	(in thousands)			
Net loss	$ (15,853)	$ (36,906)	$ (42,043)	$ (77,235)
Adjusted to exclude the following:				
Interest and other expense, net	8,890	5,148	21,070	31,262
Income tax benefit	(291)	(1,022)	(5,953)	(4,182)
Loss on debt extinguishment	—	28,714	—	28,714
Depreciation and amortization	27,613	25,996	82,524	73,917
Other amortization	1,093	679	3,063	1,956
Acquisition related costs	29	746	670	2,986
Stock-based compensation expense	7,133	4,745	19,776	16,849
Other non-recurring costs	1,541	938	4,759	3,654
Adjusted EBITDA	$ 30,155	$ 29,038	$ 83,866	$ 77,921

Description of Certain Components of Financial Data

Revenues

We derive our revenue from three primary sources which are described in detail below: (i) Subscription and Transaction Fees, which are primarily recurring revenue streams, (ii) Marketing Technology Solutions, which includes both recurring and re-occurring revenue streams and (iii) Other revenue, which consists primarily of the sale of distinct professional services and hardware. Our revenue recognition policies are discussed in more detail under *"Critical Accounting Policies and Significant Judgments and Estimates."*

Subscription and Transaction Fees: Revenue includes (i) recurring monthly, quarterly and annual SaaS subscriptions and software license and maintenance fees from the sale of our Business Management, Customer Experience and Billing and Payment solutions; (ii) payment processing fees based on the transaction volumes processed through our integrated payment solutions and processing fees based on transaction volumes for our revenue cycle management, chronic care management and health insurance clearinghouse solutions and (iii) membership subscriptions and our share of rebates from suppliers generated though group purchasing programs. Our revenue from payment processing fees is recorded net of credit card and ACH processing and interchange charges in the month the services are performed.

Marketing Technology Solutions: Revenue includes (i) recurring revenues for managing digital advertising programs on behalf of our customers including website hosting, search engine management and optimization, social media management and blog automation and (ii) re-occurring fees paid by service professionals for consumer leads generated by our various platforms.

Other: Revenue includes (i) consulting, implementation, training and other professional services; (ii) website development; (iii) revenue from various business development partnerships; (iv) event income and (v) hardware sales related to our business management or payment software solutions.

Cost of Revenues

Cost of revenue (exclusive of depreciation and amortization) consists of expenses related to delivering our services and products and providing support to our customers and includes employee costs and related overhead, customer credit card processing fees, targeted mail costs, third party fulfillment costs and software hosting expenses.

We expect that cost of revenue as a percentage of revenue will fluctuate from period to period based on a variety of factors, including the mix of revenue between Subscription and Transaction Fees and Marketing Technology Solutions, labor costs, third-party expenses and acquisitions. In particular, Marketing Technology Solutions revenue generally has a higher cost of revenue as a percentage of revenue than our Subscription and Transaction Fee revenue. For the three and nine months ended September 30, 2022, revenue from Subscription and Transaction Fees increased 30.8% and 36.3% compared to the three and nine months ended September 30, 2021, respectively, whereas Marketing Technology Solutions revenue increased 14.8% and 13.9%, respectively. To the extent our Marketing Technology Solutions revenue grows at a faster rate, whether by acquisition or otherwise, than our Subscription and Transaction Fees revenue, it could negatively impact our cost of revenues as a percentage of revenue.

Sales and Marketing

Sales and marketing expense consists primarily of employee costs for our sales and marketing personnel, including salaries, benefits, bonuses, stock based compensation and sales commissions. Sales and marketing expenses also include advertising costs, travel-related expenses and costs to market and promote our products, direct customer acquisition costs, costs related to conferences and events and partner/broker commissions. Software and subscription services dedicated for use by our sales and marketing organization, and outside services contracted for sales and marketing purposes are also included in sales and marketing expense. Sales commissions that are incremental to obtaining a customer contract are deferred and amortized ratably over the estimated period of our relationship with that customer. We expect our sales and marketing expenses will increase in absolute dollars and may increase as a percentage of revenue for the foreseeable future as we continue to increase investments to support our growth.

Product Development

Product development expense consists primarily of employee costs for our product development personnel, including salaries, benefits, stock-based compensation and bonuses. Product development expenses also include third-party outsourced technology costs incurred in developing our platforms, and computer equipment, software and subscription services dedicated for use by our product development organization. We expect our product development expenses to increase in absolute dollars and remain generally consistent as a percentage of revenue for the foreseeable future as we continue to dedicate substantial resources to develop, improve and expand the functionality of our solutions.

General and Administrative

General and administrative expense consists of employee costs for our executive leadership, accounting, finance, legal, human resources and other administrative personnel, including salaries, benefits, bonuses and stock-based compensation. General and administrative expenses also include external legal, accounting and other professional services fees, rent, software and subscription services dedicated for use by our general and administrative employees and other general corporate expenses. We expect general and administrative expense to increase on an absolute dollar basis for the foreseeable future as we continue to increase investments to support our growth and due to increased costs as a result of being a public company. As we are able to further scale our operations in the future, we would expect that general and administrative expenses would decrease as a percentage of revenue.

Depreciation and Amortization

Depreciation and amortization primarily relate to intangible assets, property and equipment and capitalized software.

Interest and Other Expense, net

Interest and other expense, net, primarily consists of interest expense on long-term debt, net of interest income. It also includes amortization expense of financing costs and discounts, as well as realized and unrealized gains and losses.

Income Tax Benefit (Expense)

We account for income taxes in accordance with ASC 740, *Income Taxes*. ASC 740 requires deferred tax assets and liabilities to be recognized for temporary differences between the tax basis and financial reporting basis of assets and liabilities, computed at the expected tax rates for the periods in which the assets or liabilities will be realized, as well as for the expected tax benefit (expense) of net operating loss and tax credit carryforwards. Income taxes are recognized for the amount of taxes payable by the Company's corporate subsidiaries for the current year and for the impact of deferred tax assets and liabilities, which represent future tax consequences of events that have been recognized differently in the financial statements than for tax purposes.

Results of Operations

The following tables summarize key components of our results of operations for the periods presented. The period-to-period comparisons of our historical results are not necessarily indicative of the results that may be expected in the future. We operate as a single reportable segment to reflect the way our chief operating decision maker ("CODM") reviews and assesses the performance of our business. For additional information concerning our accounting policies, see Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K.

Impact of Acquisitions

The comparability of our operating results is impacted by our business combinations and acquisitions. In our discussion of changes in our results of operations for the three and nine months ended September 30, 2022 compared to the three and nine months ended September 30, 2021, we quantitatively disclose the impact of the growth in certain of our revenues where such discussions would be meaningful. Expense contributions from our recent acquisitions for each of the respective period comparisons generally were not separately identifiable due to the integration of these businesses into our existing operations, and as such the discussion is focused on major changes in components of costs.

Comparison of the three and nine months ended September 30, 2022 and 2021

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
	(in thousands)			
Revenues:				
Subscription and transaction fees	$ 120,085	$ 91,788	$ 343,734	$ 252,119
Marketing technology solutions	36,276	31,610	101,340	88,974
Other	1,765	5,136	13,874	13,397
Total revenues	158,126	128,534	458,948	354,490
Operating expenses:				
Cost of revenues [(1)] (exclusive of depreciation and amortization presented separately below)	57,655	42,958	163,503	119,488
Sales and marketing [(1)]	29,440	25,156	89,531	67,647
Product development [(1)]	18,508	12,711	53,568	35,083
General and administrative [(1)]	32,164	25,779	96,748	79,796
Depreciation and amortization	27,613	25,996	82,524	73,917
Total operating expenses	165,380	132,600	485,874	375,931
Operating loss	(7,254)	(4,066)	(26,926)	(21,441)
Interest and other expense, net	(8,890)	(5,148)	(21,070)	(31,262)
Loss on debt extinguishment	—	(28,714)	—	(28,714)
Net loss before income tax benefit	(16,144)	(37,928)	(47,996)	(81,417)
Income tax benefit	291	1,022	5,953	4,182
Net loss	$ (15,853)	$ (36,906)	$ (42,043)	$ (77,235)

(1) Includes stock-based compensation expense as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
	(in thousands)			
Cost of revenues	$ 109	$ 173	$ 278	$ 178
Sales and marketing	380	160	1,127	298
Product development	501	295	1,389	437
General and administrative	6,143	4,117	16,982	15,936
Total stock-based compensation expense	$ 7,133	$ 4,745	$ 19,776	$ 16,849

Revenues

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Revenues:				
Subscription and transaction fees	$ 120,085	$ 91,788	$ 28,297	30.8 %
Marketing technology solutions	36,276	31,610	4,666	14.8 %
Other	1,765	5,136	(3,371)	(65.6)%
Total revenues	$ 158,126	$ 128,534	$ 29,592	23.0 %

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Revenues:				
Subscription and transaction fees	$ 343,734	$ 252,119	$ 91,615	36.3 %
Marketing technology solutions	101,340	88,974	12,366	13.9 %
Other	13,874	13,397	477	3.6 %
Total revenues	$ 458,948	$ 354,490	$ 104,458	29.5 %

Revenues increased $29.6 million or 23.0% and $104.5 million or 29.5% for the three and nine months ended September 30, 2022, respectively, as compared to the corresponding periods in 2021. These increases were primarily driven by increases in Subscription and Transaction Fees of $28.3 million and $91.6 million, respectively, and Marketing Technology Solutions of $4.7 million and $12.4 million, respectively. The increases in Subscription and Transaction Fees related to growth in our customer base, higher transaction volumes processed through our payments platform and revenue earned from acquisitions completed in 2021. The increases in Marketing Technology Solutions related to growth in customers using our digital marketing applications and an increase in consumer leads generated by our platforms. Included in revenues for the three and nine months ended September 30, 2022 is $12.5 million and $37.4 million, respectively, of revenue from acquisitions closed subsequent to September 30, 2021.

Cost of Revenues

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Cost of revenues (exclusive of depreciation and amortization presented separately below)	$ 57,655	$ 42,958	$ 14,697	34.2 %
Percentage of revenues	36.5 %	33.4 %		

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Cost of revenues (exclusive of depreciation and amortization presented separately below)	$ 163,503	$ 119,488	$ 44,015	36.8 %
Percentage of revenues	35.6 %	33.7 %		

Cost of revenues increased by $14.7 million or 34.2% and $44.0 million or 36.8% for the three and nine months ended September 30, 2022, respectively, as compared to the corresponding periods in 2021. These increases are primarily comprised of an additional $2.4 million and $10.5 million of media spend, respectively, $2.5 million and $7.5 million of personnel and compensation expense, respectively, $2.5 million and $7.4 million of outsourced services, respectively, $1.8 million and $5.7 million of application programming interface fees, respectively, and $1.1 million and $3.3 million of hosting expense, respectively. As a percentage of revenue, cost of revenues was 36.5% and 33.4% for the three months ended September 30, 2022 and 2021, respectively, and 35.6% and 33.7% for the nine months ended September 30, 2022 and 2021, respectively.

Sales and Marketing

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Sales and marketing	$ 29,440	$ 25,156	$ 4,284	17.0 %
Percentage of revenues	18.6 %	19.6 %		

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Sales and marketing	$ 89,531	$ 67,647	$ 21,884	32.4 %
Percentage of revenues	19.5 %	19.1 %		

Sales and marketing expenses increased by $4.3 million or 17.0% and $21.9 million or 32.4% for the three and nine months ended September 30, 2022, respectively, as compared to the corresponding periods in 2021. These increases were primarily driven by an additional $3.9 million and $13.3 million of personnel and compensation expense, respectively, and $0.1 million and $3.0 million of advertising spend, respectively, due to the continued investment in growth through personnel and various marketing channels. As a percentage of revenue, sales and marketing was 18.6% and 19.6% for the three months ended September 30, 2022 and 2021, respectively, and 19.5% and 19.1% for the nine months ended September 30, 2022 and 2021, respectively.

Product Development

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Product development	$ 18,508	$ 12,711	$ 5,797	45.6 %
Percentage of revenues	11.7 %	9.9 %		

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Product development	$ 53,568	$ 35,083	$ 18,485	52.7 %
Percentage of revenues	11.7 %	9.9 %		

Product development expenses increased by $5.8 million or 45.6% and $18.5 million or 52.7% for the three and nine months ended September 30, 2022, respectively, as compared to the corresponding periods in 2021. These increases were primarily driven by additional product development-related personnel expenses of $4.3 million and $13.9 million, respectively, as a result of investments in our technology teams to support our various solutions as well as centralized security operations, information technology and cloud engineering. As a percentage of revenue, product development expenses were 11.7% and 9.9% for each of the three and nine months ended September 30, 2022 and 2021.

General and Administrative

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
General and administrative	$ 32,164	$ 25,779	$ 6,385	24.8 %
Percentage of revenues	20.3 %	20.1 %		

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
General and administrative	$ 96,748	$ 79,796	$ 16,952	21.2 %
Percentage of revenues	21.1 %	22.5 %		

General and administrative expenses increased by $6.4 million or 24.8% and $17.0 million or 21.2% for the three and nine months ended September 30, 2022, respectively, as compared to the corresponding periods in 2021. The increase for the three month period was primarily driven by an additional $3.1 million of personnel and compensation expense and $2.0 million of stock based compensation expense. The increase for the nine month period was primarily driven by an additional $7.3 million of personnel and compensation expense, $2.0 million of insurance expense, $1.6 million of software subscription costs and $1.2 million of travel expenses. These costs increased due to the continued investment in infrastructure required to support our growth, scalable operations and being a public company. As a percentage of revenue, general and administrative expenses were 20.3% and 20.1% for the three months ended September 30, 2022 and 2021, respectively, and 21.1% and 22.5% for the nine months ended September 30, 2022 and 2021, respectively.

Depreciation and Amortization

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Depreciation and amortization	$ 27,613	$ 25,996	$ 1,617	6.2 %
Percentage of revenues	17.5 %	20.2 %		

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Depreciation and amortization	$ 82,524	$ 73,917	$ 8,607	11.6 %
Percentage of revenues	18.0 %	20.9 %		

Depreciation and amortization increased by $1.6 million or 6.2% and $8.6 million or 11.6% for the three and nine months ended September 30, 2022, respectively, as compared to the corresponding periods in 2021. These increases were primarily driven by an additional $1.1 million and $7.1 million, respectively, in intangible assets' amortization as a result of intangible asset additions from our 2021 acquisitions. As a percentage of revenue, depreciation and amortization expenses were 17.5% and 20.2% for the three months ended September 30, 2022 and 2021, respectively, and 18.0% and 20.9% for the nine months ended September 30, 2022 and 2021, respectively.

Interest and Other Expense, net

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Interest and other expense, net	$ 8,890	$ 5,148	$ 3,742	72.7 %
Percentage of revenues	5.6 %	4.0 %		

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Interest and other expense, net	$ 21,070	$ 31,262	$ (10,192)	(32.6)%
Percentage of revenues	4.6 %	8.8 %		

Interest and other expense, net, increased (decreased) by $3.7 million or 72.7% and ($10.2 million) or (32.6%) for the three and nine months ended September 30, 2022, respectively, as compared to the corresponding periods in 2021. The increase for the three month period was primarily due to a higher effective interest rate on the outstanding debt balance. The decrease for the nine month period was primarily due to an overall lower outstanding debt balance in the 2022 period compared to the 2021 period as the Company refinanced its credit facilities on July 6, 2021. As a percentage of revenue, interest and other expense were 5.6% and 4.0% for the three months ended September 30, 2022 and 2021, respectively, and 4.6% and 8.8% for the nine months ended September 30, 2022 and 2021, respectively.

Loss on Debt Extinguishment

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Loss on debt extinguishment	$ —	$ 28,714	$ (28,714)	N.M.
Percentage of revenues	— %	22.3 %		

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Loss on debt extinguishment	$ —	$ 28,714	$ (28,714)	N.M.
Percentage of revenues	— %	8.1 %		

____

N.M. — Not Meaningful.

Loss on debt extinguishment decreased by $28.7 million for both the three and nine months ended September 30, 2022, as compared to the corresponding periods in 2021. On July 6, 2021 the Company refinanced its credit facilities and recorded a loss on debt extinguishment of approximately $28.7 million during the three months ended September 30, 2021. Refer to Note 9 in our Annual Report on Form 10-K for additional information regarding the Company's loss on debt extinguishment.

Income Tax Benefit

	Three months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Income tax benefit	$ 291	$ 1,022	$ (731)	(71.5)%
Percentage of revenues	0.2 %	0.8 %		

	Nine months ended September 30,		Change	
	2022	2021	Amount	%
	(dollars in thousands)			
Income tax benefit	$ 5,953	$ 4,182	$ 1,771	42.3 %
Percentage of revenues	1.3 %	1.2 %		

Income tax benefit increased (decreased) by ($0.7 million) or (71.5%) and $1.8 million or 42.3% for the three and nine months ended September 30, 2022, respectively, as compared to the corresponding periods in 2021. The decrease for the three months ended September 30, 2022 was primarily driven by the establishment of a valuation allowance for our New Zealand subsidiaries, which resulted in the exclusion of their results from the computation of the annual effective income tax rate. The increase for the nine months ended September 30, 2022 was primarily driven by discrete items, including an intercompany intellectual property sale, acquisition accounting, a California law change, a United Kingdom corporate income tax rate change, and the valuation allowance for our New Zealand subsidiaries, as described above.

Liquidity and Capital Resources

To date, our primary sources of liquidity have been net cash provided by operating activities, proceeds from equity issuances and proceeds from long-term debt.

Our primary use of liquidity has been acquisitions of businesses. For a description of our recent acquisitions, see Note 3 in the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q. Absent significant deterioration of market conditions, we expect that working capital requirements, capital expenditures, acquisitions, the Company's stock repurchase program (discussed below), debt servicing and lease obligations will be our principal needs for liquidity going forward. During the year ended December 31, 2021, we completed five acquisitions for total consideration of $367.1 million.

As of September 30, 2022, we had cash, cash equivalents and restricted cash of $95.2 million, $190.0 million of available borrowing capacity under our Revolver (as defined below) and $544.5 million outstanding under our Term Loans (as defined below). We believe that our existing cash, cash equivalents and restricted cash, availability under our Credit Facilities, and our cash flows from operations will be sufficient to fund our working capital requirements and planned capital expenditures, and to service our debt obligations for at least the next twelve months. However, our future working capital requirements will depend on many factors, including our rate of revenue growth, the timing and size of future acquisitions, and the timing of introductions of new products and services. We expect to consummate acquisitions of complementary businesses in the future that could require us to seek additional equity or debt financing. Market and macroeconomic conditions may, from time to time, impact our ability to raise capital. If we are unable to raise additional funds when desired, our business, financial condition and results of operations could be adversely affected. See Part II, Item 1A.“*Risk Factors*.”

Cash Flows

The following table sets forth cash flow data for the periods indicated therein:

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
	(in thousands)	
Net cash provided by operating activities	$ 37,612	$ 13,673
Net cash used in investing activities	(13,595)	(194,239)
Net cash provided by (used in) financing activities	(24,559)	180,514
Effect of foreign currency exchange rate changes on cash	(1,796)	59
Net increase (decrease) in cash, cash equivalents and restricted cash	$ (2,338)	$ 7

Cash Flow from Operating Activities

During the nine months ended September 30, 2022, net cash provided by operating activities consisted of net loss of $42.0 million, offset by net non-cash adjustments to net loss of $101.0 million and net changes in operating assets and liabilities of $21.4 million. Non-cash adjustments primarily consisted of depreciation and amortization of $82.5 million and stock-based compensation expense of $19.8 million, partially offset by deferred taxes of $6.9 million. Changes in working capital during the nine months ended September 30, 2022 were primarily driven by accounts receivable, net of $11.7 million and prepaid expenses and other current assets of $7.2 million.

During the nine months ended September 30, 2021, net cash provided by operating activities consisted of net loss of $77.2 million, offset by net non-cash adjustments to net loss of $122.2 million, and net changes in operating assets and liabilities of $31.3 million. Non-cash adjustments primarily consisted of depreciation and amortization of $73.9 million, loss on debt extinguishment of $28.7 million and stock-based compensation of $16.8 million. Changes in working capital during the nine months ended September 30, 2021 were primarily driven by other non-current assets of $11.5 million, prepaid expenses and other current assets of $11.4 million, accounts receivable, net of $7.0 million and accrued expenses and other of $6.8 million, partially offset by deferred revenue of $7.9 million.

Cash Flow from Investing Activities

During the nine months ended September 30, 2022, net cash used in investing activities was $13.6 million. The cash used was driven primarily by costs to develop software of $11.4 million. The remainder was used for purchases of property and equipment.

During the nine months ended September 30, 2021, net cash used in investing activities was $194.2 million. The cash used was driven primarily by acquisition of companies, net of cash acquired, of $183.2 million. The remainder was used for costs to develop software and purchases of property and equipment.

Cash Flow from Financing Activities

During the nine months ended September 30, 2022, net cash used in financing activities was $24.6 million. The cash used was primarily driven by repurchase and retirement of shares of our common stock of $21.9 million. For additional information regarding our repurchase and retirement of shares of our common stock, refer to Note 10 in the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

During the nine months ended September 30, 2021, net cash provided by financing activities was $180.5 million. The cash provided was driven primarily by net proceeds from preferred and common stock issuance of $109.8 million and $415.9 million, respectively, and proceeds from long-term debt of $496.5 million, offset by payments on long-term debt of $837.1 million. The net proceeds from these financings were primarily used, after payments on long-term debt, to fund acquisitions.

Credit Facilities

Prior to our Initial Public Offering (the “IPO”), subsidiaries of the Company were party to a credit facility that provided for (i) a term loan in an aggregate principal amount of $415.0 million (the “Legacy Term Loan”), (ii) commitments for delayed draw term loans up to an aggregate principal amount of $385.0 million (the “Legacy Delayed Draw Term Loans”), (iii) commitments for revolving loans up to an aggregate principal amount of $50.0 million (the “Legacy Revolver”) and (iv) a sub-limit of the Revolver available for letters of credit up to an aggregate face amount of $10.0 million, or the letters of credit (the Legacy Term Loan, Legacy Delayed Draw Term Loans and Legacy Revolver are referred to herein as the “Legacy Credit Facilities”).

In connection with our IPO, on July 6, 2021 we refinanced our Legacy Credit Facilities and EverCommerce Solutions Inc., as borrower, and EverCommerce Intermediate Inc. entered into a new credit agreement (the “Credit Agreement”) in an aggregate principal amount of $540.0 million, consisting of (i) an aggregate principal amount of $350.0 million (the “Initial Term Loans”), (ii) a revolver with a capacity of $190.0 million (the “Revolver”) and (iii) a sub-limit of the Revolver available for letters of credit up to an aggregate face amount of $20.0 million. We used the net proceeds of the Initial Term Loans and a portion of the funds available under our Revolver, together with the net proceeds from the IPO, to repay all amounts outstanding under our Legacy Credit Facilities. In November 2021, the Company drew an additional $155.0 million on the Revolver to fund an acquisition. Subsequently, in November 2021, the Company drew an additional $200.0 million (the “Additional Term Loans,” and collectively with the

Initial Term Loans, the “Term Loans”) as permitted by the Credit Agreement. The Company used the proceeds of the Additional Term Loans to repay all amounts outstanding on the Revolver and for general corporate purposes. The Initial Term Loans, Revolver and Additional Term Loans are collectively referred to herein as the “Credit Facilities.”

Simultaneously with the execution of the Credit Facilities, we and various of our subsidiaries entered into a collateral agreement and guarantee agreement. Pursuant to the guarantee agreement, EverCommerce Intermediate Inc. and various of our subsidiaries are guarantors of the obligations under the Credit Facilities. Pursuant to the collateral agreement, the Credit Facilities are secured by liens on substantially all of our assets, including our intellectual property and the equity interests of our various subsidiaries, including EverCommerce Solutions Inc.

The Credit Facilities contain certain affirmative and negative covenants, including, among other things, restrictions on indebtedness, issuance of preferred equity interests, liens, fundamental changes and asset sales, investments, negative pledges, repurchases of stock, dividends and other distributions, and transactions with affiliates. In addition, we are subject to a financial covenant with respect to the Revolver whereby, if the aggregate principal amount of revolving loans (excluding letters of credit) outstanding on the last day of any fiscal quarter exceeds 35% of the aggregate commitments available under the Revolver, then our first lien leverage ratio as of the last day of such fiscal quarter must be 7.50 to 1.00 or less.

Borrowings under the Credit Facilities are available as ABR or Eurocurrency borrowings. ABR borrowings under the Credit Facilities accrue interest at an alternate base rate plus an applicable rate, and Eurocurrency borrowings accrue interest at an adjusted LIBOR rate plus an applicable rate. The ABR rate represents the greater of the prime rate, Federal Reserve Bank of New York rate plus ½ of 1%, and an adjusted LIBOR rate for a one month interest period plus 1%. The applicable rate for the Term Loans and the New Revolver loans is 3% for Eurocurrency borrowings and 2% for ABR Borrowings, in each case subject to change based on our first lien net leverage ratio. Effective October 31, 2022, the Company entered into an interest rate swap agreement in connection with the Company’s Credit Facilities for a notional amount of $200.0 million to convert a portion of the Term Loans from a floating rate to a fixed rate (the “Swap Agreement”). The arrangement has a term of five years with a fixed rate in the agreement of 4.2295%.

With respect to ABR borrowings, interest payments are due on a quarterly basis on the last business day of each March, June, September and December. With respect to Eurocurrency borrowings, interest payments are due on the last business day of the interest period applicable to the borrowing and, in the case of a Eurocurrency borrowing with an interest period of more than three months’ duration, each day prior to the last day of such interest period that occurs at intervals of three months’ duration after the first day of such interest period.

The Revolver has a variable commitment fee, which is based on our first lien leverage ratio. We expect the commitment fee to range from 0.25% to 0.375% per annum. We are obligated to pay a fixed fronting fee for letters of credit of 0.125% per annum.

Amounts borrowed under the Revolver may be repaid and re-borrowed through maturity of the Revolver in July 2026. The Term Loans mature in July 2028. The Term Loans may be repaid or prepaid but may not be re-borrowed.

As of September 30, 2022, there was $544.5 million outstanding under our Credit Facilities, all of which was related to the Term Loans as no amounts were outstanding under the Revolver. The effective interest rate on the Term Loans was approximately 5.8% for the three months ended September 30, 2022.

As of September 30, 2022, we were in compliance with the covenants under the Credit Facilities.

Stock Repurchase Program

On June 14, 2022, our Board of Directors approved The Repurchase Program with authorization to purchase up to $50.0 million in shares of the Company's common stock through the expiration of the program on December 21, 2022. Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at the Company's discretion, depending on market conditions and corporate needs. This program does not obligate the Company to acquire any particular amount of common stock and may be modified, suspended or terminated at any time at the discretion of the Board of Directors. The Company expects to fund repurchases with existing cash on hand. The Company repurchased and retired 1,801,062 and 2,097,108 shares of common stock for $19.2 million and $21.9 million during the three and nine months ended September 30, 2022, respectively.

On November 7, 2022, our Board of Directors approved an expansion of the Repurchase Program with authorization to purchase up to an additional $50.0 million in shares of the Company's common stock ($100.0 million total) and an extension to the expiration of the Repurchase Program through December 31, 2023.

Contractual Obligations

Other than the interest rate swap agreement described above, there have been no material changes to our contractual obligations as of September 30, 2022 from those disclosed in our Annual Report on Form 10-K.

Refer to Note 9 in the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q and notes thereto for a discussion of our debt. Refer to Note 16 in the Financial Statements and Supplementary Data section of our Annual Report on Form 10-K for a discussion of our commitments and contingencies.

Critical Accounting Policies and Significant Judgments and Estimates

Our financial statements are prepared in accordance with GAAP. The preparation of our financial statements in conformity with GAAP requires us to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

Our critical accounting policies are described in Part II Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies" in our Annual Report on Form 10-K. During the nine months ended September 30, 2022, there were no material changes to our critical accounting policies from those discussed in our Annual Report on Form 10-K.

Recent Accounting Pronouncements

See Note 2 in the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for a discussion of accounting pronouncements recently adopted and recently issued accounting pronouncements not yet adopted and their potential impact to our financial statements.

Election Under the Jumpstart Our Business Startups Act of 2012

The Company currently qualifies as an "emerging growth company" under the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. Accordingly, the Company is provided the option to adopt new or revised accounting guidance either (i) within the same periods as those otherwise applicable to non-emerging growth companies or (ii) within the same time periods as private companies.

The Company has elected to adopt new or revised accounting guidance within the same time period as private companies, unless management determines it is preferable to take advantage of early adoption provisions offered within the applicable guidance. Our utilization of these transition periods may make it difficult to compare our financial statements to those of non-emerging growth companies and other emerging growth companies that have opted out of the transition periods afforded under the JOBS Act.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes, other than the interest rate discussion below, to our disclosures regarding market risk as described in our Annual Report on Form 10-K under the heading Part II. Item 7A. *"Quantitative and Qualitative Disclosures about Market Risk."*

Interest Rates

Effective October 31, 2022, the Company entered into an interest rate swap agreement in connection with the Company's Credit Facilities for a notional amount of $200.0 million to convert a portion of the Term Loan from a floating rate to a fixed rate. The arrangement has a term of five years with a fixed rate in the agreement of 4.2295%.

Item 4. Controls and Procedures

Limitations on effectiveness of controls and procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of disclosure controls and procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of September 30, 2022, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

We are from time to time subject to various legal proceedings, claims, and governmental inspections, audits, or investigations that arise in the ordinary course of our business. We believe that the ultimate resolution of these matters would not be expected to have a material adverse effect on our business, financial condition, or operating results.

Item 1A. Risk Factors

In addition to the information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors disclosed in Part I. Item 1A "*Risk Factors*" of our Annual Report on Form 10-K. There have been no material changes to our risk factors from those included in our Annual Report on Form 10-K.

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

Recent Sales of Unregistered Securities; Purchases of Equity Securities by the Issuer or Affiliated Purchaser

During the three and nine months ended September 30, 2022, we repurchased $19.2 million and $21.9 million, respectively, in shares of our common stock under our stock repurchase program, including transaction fees. The stock repurchase activity under our stock repurchase program during the three months ended September 30, 2022 was as follows:

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs [1] [2]	Approximate dollar value of shares that may yet be purchased under the plans or programs
	(in thousands, except per share and share amounts)			
July 1, 2022 - July 31, 2022	1,089,460	$ 9.79	1,089,460	$ 36,675
August 1, 2022 - August 31, 2022	399,946	12.27	399,946	$ 31,767
September 1, 2022 - September 30, 2022	311,656	11.38	311,656	$ 28,220
Total	1,801,062	$ 33.44	1,801,062	

(1) On June 14, 2022, the Board of Directors of the Company approved The Repurchase Program with authorization to purchase up to $50.0 million in shares of the Company's common stock through the expiration of the program on December 21, 2022. Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases to be determined at the Company's discretion, depending on market conditions and corporate needs. Open market repurchases will be structured to occur in accordance with applicable federal securities laws, including within the pricing and volume requirements of Rule 10b-18 under the Exchange Act. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares under this authorization. This program does not obligate the Company to acquire any particular amount of common stock and may be modified, suspended or terminated at any time at the discretion of its board of directors. The Company expects to fund repurchases with existing cash on hand.

(2) On November 7, 2022, our Board of Directors approved an expansion of the Repurchase Program with authorization to purchase up to an additional $50.0 million in shares of the Company's common stock

($100.0 million total) and an extension to the expiration of the Repurchase Program through December 31, 2023.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed/ Furnished Herewith
3.1	Amended and Restated Certificate of Incorporation of EverCommerce Inc	8-K	001-40575	3.1	7/9/2021	
3.2	Amended and Restated Bylaws of EverCommerce Inc	8-K	001-40575	3.2	7/9/2021	
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)					*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)					*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350					**
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350					**
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					*
101.SCH	Inline XBRL Taxonomy Extension Schema Document					*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					*

* Filed herewith.
** Furnished herewith.

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.

		EVERCOMMERCE INC.
Date: November 10, 2022	By:	/s/ Eric Remer
		Eric Remer
		Chief Executive Officer
		(Principal Executive Officer)
Date: November 10, 2022	By:	/s/ Marc Thompson
		Marc Thompson
		Chief Financial Officer
		(Principal Financial Officer)

Exhibit 31.1

CERTIFICATION

I, Eric Remer, certify that:

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

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

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

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

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

   (b) [Omitted];

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

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

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

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

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

Date: November 10, 2022

By: /s/ Eric Remer

Eric Remer

Chief Executive Officer and Director
(principal executive officer)

Exhibit 31.2

CERTIFICATION

I, Marc Thompson, certify that:

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

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

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

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

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

   (b) [Omitted];

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

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

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

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

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

Date: November 10, 2022

By: /s/ Marc Thompson

Marc Thompson

Chief Financial Officer
(principal financial officer)

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of EverCommerce Inc. (the “Company”) for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 10, 2022

By: /s/ Eric Remer

Eric Remer

Chief Executive Officer and Director
(principal executive officer)

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of EverCommerce Inc. (the “Company”) for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 10, 2022

By: /s/ Marc Thompson

Marc Thompson

**Chief Financial Officer
(principal financial officer)**