UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2021

OR

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

For the transition period from to

Commission File Number: 001-36383

Five9, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**94-3394123**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

3001 Bishop Drive, Suite 350
San Ramon, CA 94583
(Address of Principal Executive Offices) (Zip Code)
(925) 201-2000
(Registrant's Telephone Number, Including Area Code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common stock, par value $0.001 per share	FIVN	The NASDAQ Global Market

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes: ☒ 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 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	☐	(Do not check if a smaller reporting Company)	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. Yes: ☐ No: ☐

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 July 23, 2021, there were 67,699,681 shares of the Registrant's common stock, par value $0.001 per share, outstanding.

FIVE9, INC.

FORM 10-Q

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which involve substantial risks and uncertainties. These statements reflect the current views of our senior management with respect to future events and our financial performance. These forward-looking statements include statements with respect to our business, expenses, strategies, losses, growth plans, product and client initiatives, market growth projections, and our industry. Statements that include the words “expect,” “intend,” “plan,” “believe,” “project,” “forecast,” “estimate,” “may,” “should,” “anticipate” and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise.

Forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. These factors include the information set forth in Part 1, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and Part II, Item 1A, of this Quarterly Report, which we encourage you to carefully read, and include the following:

- the occurrence of any event, change, or other circumstances that could delay or prevent closing of the merger (the “Merger”) with Zoom Video Communications, Inc., a Delaware corporation (“Zoom”) or give rise to the termination of that certain Agreement and Plan of Merger, or the Merger Agreement, dated July 16, 2021 by and among us, Zoom, and Summer Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Zoom (“Merger Sub”), or any adverse effects on our business, operations or financial results as a result of the announcement or consummation of the Merger;
- our quarterly and annual results may fluctuate significantly, including as a result of the timing and success of new product and feature introductions by us, may not fully reflect the underlying performance of our business and may result in decreases in the price of our common stock;
- if we are unable to attract new clients or sell additional services and functionality to our existing clients, our revenue and revenue growth will be harmed;
- our recent rapid growth may not be indicative of our future growth, and even if we continue to grow rapidly, we may fail to manage our growth effectively;
- failure to adequately retain and expand our sales force will impede our growth;
- if we fail to manage our technical operations infrastructure, our existing clients may experience service outages, our new clients may experience delays in the deployment of our solution and we could be subject to, among other things, claims for credits or damages;
- our growth depends in part on the success of our strategic relationships with third parties and our failure to successfully maintain, grow and manage these relationships could harm our business;
- we have established, and are continuing to increase, our network of master agents and resellers to sell our solution; our failure to effectively develop, manage, and maintain this network could materially harm our revenues;
- adverse economic conditions may harm our business;
- the effects of the COVID-19 pandemic have materially affected how we, our clients and business partners are operating, and the duration and extent to which it will impact our future results of operations and overall financial performance remain uncertain;
- security breaches and improper access to or disclosure of our data or our clients’ data, or other cyber attacks on our systems, could result in litigation and regulatory risk, harm our reputation and our business;
- we may acquire other companies, or technologies or be the target of strategic transactions, or be impacted by transactions by other companies, which could divert our management’s attention, result in additional dilution to our stockholders and otherwise disrupt our operations and harm our operating results;
- the markets in which we participate involve numerous competitors and are highly competitive, and if we do not compete effectively, our operating results could be harmed;
- if our existing clients terminate their subscriptions or reduce their subscriptions and related usage, our revenues and gross margins will be harmed and we will be required to spend more money to grow our client base;
- we sell our solution to larger organizations that require longer sales and implementation cycles and often demand more configuration and integration services or customized features and functions that we may not

offer, any of which could delay or prevent these sales and harm our growth rates, business and operating results;

- because a significant percentage of our revenue is derived from existing clients, downturns or upturns in new sales will not be immediately reflected in our operating results and may be difficult to discern;
- we rely on third-party telecommunications and internet service providers to provide our clients and their customers with telecommunication services and connectivity to our cloud contact center software and any failure by these service providers to provide reliable services could cause us to lose clients and subject us to claims for credits or damages, among other things;
- we have a history of losses and we may be unable to achieve or sustain profitability;
- the contact center software solutions market is subject to rapid technological change, and we must develop and sell incremental and new products in order to maintain and grow our business;
- we may not be able to secure additional financing on favorable terms, or at all, to meet our future capital needs;
- failure to comply with laws and regulations could harm our business and our reputation; and
- we may not have sufficient cash to service our convertible senior notes and repay such notes, if required.

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this report. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may differ materially from what we anticipate. You should not place undue reliance on our forward-looking statements. Any forward-looking statements you read in this report reflect our views only as of the date of this report with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. We undertake no obligation to update any forward-looking statements made in this report to reflect events or circumstances after the date of this report or to reflect new information or the occurrence of unanticipated events, except as required by law.

PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

FIVE9, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	June 30, 2021 (Unaudited)	December 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 175,199	$ 220,372
Marketable investments	390,986	383,171
Accounts receivable, net	53,811	48,731
Prepaid expenses and other current assets	22,110	16,149
Deferred contract acquisition costs, net	26,791	20,695
Total current assets	668,897	689,118
Property and equipment, net	63,107	51,213
Operating lease right-of-use assets	46,966	9,010
Intangible assets, net	45,790	51,684
Goodwill	165,420	165,420
Marketable investments	72,758	42,127
Other assets	3,089	3,236
Deferred contract acquisition costs, net — less current portion	69,689	51,934
Total assets	$ 1,135,716	$ 1,063,742
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 17,632	$ 17,145
Accrued and other current liabilities	74,024	44,450
Operating lease liabilities	7,758	3,912
Accrued federal fees	5,138	3,745
Sales tax liabilities	1,588	1,714
Finance lease liabilities	36	612
Deferred revenue	33,237	31,983
Total current liabilities	139,413	103,561
Convertible senior notes	773,588	643,316
Sales tax liabilities — less current portion	867	857
Operating lease liabilities — less current portion	46,029	5,379
Other long-term liabilities	13,113	31,465
Total liabilities	973,010	784,578
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Common stock	68	67
Additional paid-in capital	366,637	476,941
Accumulated other comprehensive income	299	335
Accumulated deficit	(204,298)	(198,179)
Total stockholders' equity	162,706	279,164
Total liabilities and stockholders' equity	$ 1,135,716	$ 1,063,742

See accompanying notes to the unaudited condensed consolidated financial statements.

FIVE9, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Unaudited, in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Revenue	$ 143,782	$ 99,792	$ 281,664	$ 194,880
Cost of revenue	64,395	42,453	124,198	82,490
Gross profit	79,387	57,339	157,466	112,390
Operating expenses:				
Research and development	24,648	17,208	46,769	32,397
Sales and marketing	46,024	32,231	90,823	62,391
General and administrative	22,909	16,129	45,154	30,787
Total operating expenses	93,581	65,568	182,746	125,575
Loss from operations	(14,194)	(8,229)	(25,280)	(13,185)
Other (expense) income, net:				
Interest expense	(2,118)	(5,734)	(4,056)	(9,218)
Loss on early extinguishment of debt	—	(5,794)	—	(5,794)
Other (expense) and interest income	(353)	829	(178)	1,901
Total other (expense) income, net	(2,471)	(10,699)	(4,234)	(13,111)
Loss before income taxes	(16,665)	(18,928)	(29,514)	(26,296)
Benefit from income taxes	(135)	(2,876)	(652)	(2,807)
Net loss	$ (16,530)	$ (16,052)	$ (28,862)	$ (23,489)
Net loss per share:				
Basic and diluted	$ (0.25)	$ (0.25)	$ (0.43)	$ (0.38)
Shares used in computing net loss per share:				
Basic and diluted	67,292	63,282	67,008	62,494
Comprehensive Loss:				
Net loss	$ (16,530)	$ (16,052)	$ (28,862)	$ (23,489)
Other comprehensive (loss) income	(80)	(626)	(36)	428
Comprehensive loss	$ (16,610)	$ (16,678)	$ (28,898)	$ (23,061)

See accompanying notes to the unaudited condensed consolidated financial statements.

FIVE9, INC.

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited, in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of March 31, 2020	61,992	$ 62	$ 368,260	$ 1,630	$ (163,486)	$ 206,466
Equity component of issuance of the 2025 convertible senior notes, net of issuance costs	—	—	154,363	—	—	154,363
Purchase of capped calls related to the 2025 convertible senior notes	—	—	(90,448)	—	—	(90,448)
Equity component from conversion of the 2023 convertible senior notes	—	—	(293,809)	—	—	(293,809)
Issuance of common stock upon partial conversion of the 2023 convertible senior notes	2,724	3	268,570	—	—	268,573
Issuance of common stock upon exercise of stock options	161	—	3,484	—	—	3,484
Issuance of common stock upon vesting of restricted stock units	316	—	—	—	—	—
Issuance of common stock under ESPP	103	—	5,666	—	—	5,666
Stock-based compensation	—	—	16,791	—	—	16,791
Other comprehensive loss	—	—	—	(626)	—	(626)
Net loss	—	—	—	—	(16,052)	(16,052)
Balance as of June 30, 2020	65,296	$ 65	$ 432,877	$ 1,004	$ (179,538)	$ 254,408
Balance as of March 31, 2021	67,029	$ 67	$ 331,528	$ 379	$ (187,768)	$ 144,206
Issuance of common stock upon partial conversion of the 2023 convertible senior notes	182	—	(149)	—	—	(149)
Partial unwind of capped calls and retirement of common stock related to the 2023 convertible senior notes	(28)	—	5	—	—	5
Issuance of common stock upon exercise of stock options	123	—	2,224	—	—	2,224
Issuance of common stock upon vesting of restricted stock units	310	1	—	—	—	1
Issuance of common stock under ESPP	68	—	8,128	—	—	8,128
Stock-based compensation	—	—	24,901	—	—	24,901
Other comprehensive loss	—	—	—	(80)	—	(80)
Net loss	—	—	—	—	(16,530)	(16,530)
Balance as of June 30, 2021	67,684	$ 68	$ 366,637	$ 299	$ (204,298)	$ 162,706

See accompanying notes to the unaudited condensed consolidated financial statements.

FIVE9, INC.

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited, in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2019	61,544	$ 61	$ 351,870	$ 576	$ (156,049)	$ 196,458
Equity component of issuance of the 2025 convertible senior notes, net of issuance costs	—	—	154,363	—	—	154,363
Purchase of capped calls related to the 2025 convertible senior notes	—	—	(90,448)	—	—	(90,448)
Equity component from conversion of the 2023 convertible senior notes	—	—	(293,809)	—	—	(293,809)
Issuance of common stock upon partial conversion of the 2023 convertible senior notes	2,724	3	268,570	—	—	268,573
Issuance of common stock upon exercise of stock options	321	—	6,080	—	—	6,080
Issuance of common stock upon vesting of restricted stock units	604	1	—	—	—	1
Issuance of common stock under ESPP	103	—	5,666	—	—	5,666
Stock-based compensation	—	—	30,585	—	—	30,585
Other comprehensive income	—	—	—	428	—	428
Net loss	—	—	—	—	(23,489)	(23,489)
Balance as of June 30, 2020	65,296	$ 65	$ 432,877	$ 1,004	$ (179,538)	$ 254,408
Balance as of December 31, 2020	66,496	$ 67	$ 476,941	$ 335	$ (198,179)	$ 279,164
Cumulative effect adjustment due to adoption of ASU 2020-06[(1)]	—	—	(168,412)	—	22,743	(145,669)
Issuance of common stock upon partial conversion of the 2023 convertible senior notes	325	—	(275)	—	—	(275)
Partial unwind of capped calls and retirement of common stock related to the 2023 convertible senior notes	(47)	—	7	—	—	7
Issuance of common stock upon exercise of stock options	246	—	4,439	—	—	4,439
Issuance of common stock upon vesting of restricted stock units	596	1	—	—	—	1
Issuance of common stock under ESPP	68	—	8,128	—	—	8,128
Stock-based compensation	—	—	45,809	—	—	45,809
Other comprehensive loss	—	—	—	(36)	—	(36)
Net loss	—	—	—	—	(28,862)	(28,862)
Balance as of June 30, 2021	67,684	$ 68	$ 366,637	$ 299	$ (204,298)	$ 162,706

[(1)] Effective January 1, 2021, the Company adopted ASU 2020-06. Accordingly, the Company recorded a net reduction to opening accumulated deficit of $22.7 million and a net reduction to opening additional paid-in capital of $168.4 million as of January 1, 2021 due to the cumulative impact of adopting this new standard. See Note 1 for more information.

See accompanying notes to the unaudited condensed consolidated financial statements.

FIVE9, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Six Months Ended	
	June 30, 2021	June 30, 2020
Cash flows from operating activities:		
Net loss	$ (28,862)	$ (23,489)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	18,414	11,213
Amortization of operating lease right-of-use assets	4,473	2,786
Amortization of deferred contract acquisition costs	11,468	7,305
Amortization of premium on marketable investments	3,521	630
Provision for doubtful accounts	337	353
Stock-based compensation	45,809	30,585
Amortization of discount and issuance costs on convertible senior notes	1,959	8,571
Loss on early extinguishment of debt	—	5,794
Change in fair of value of contingent consideration	5,200	—
Tax benefit of valuation allowance associated with an acquisition	—	(2,910)
Other	226	82
Changes in operating assets and liabilities:		
Accounts receivable	(5,526)	(2,119)
Prepaid expenses and other current assets	(5,962)	(7,065)
Deferred contract acquisition costs	(35,319)	(19,153)
Other assets	147	(1,604)
Accounts payable	1,725	2,553
Accrued and other current liabilities	23,343	9,561
Accrued federal fees and sales tax liabilities	1,277	(945)
Deferred revenue	(2,118)	3,292
Other liabilities	(14,955)	(281)
Net cash provided by operating activities	25,157	25,159
Cash flows from investing activities:		
Purchases of marketable investments	(325,628)	(460,899)
Proceeds from maturities of marketable investments	283,605	167,850
Purchases of property and equipment	(19,477)	(14,891)
Cash paid to acquire Virtual Observer	—	(28,313)
Cash paid to acquire substantially all of the assets of Whendu	—	(100)
Net cash used in investing activities	(61,500)	(336,353)
Cash flows from financing activities:		
Proceeds from issuance of convertible senior notes, net of issuance costs	—	728,812
Payments for capped call transactions	—	(90,448)
Repurchase of a portion of 2023 convertible senior notes, net of costs	(17,622)	(181,462)
Proceeds from exercise of common stock options	4,439	6,080
Proceeds from sale of common stock under ESPP	8,128	5,666
Payment of holdback related to the Virtual Observer acquisition	(3,200)	—
Payments of finance leases	(575)	(2,195)
Net cash (used in) provided by financing activities	(8,830)	466,453
Net (decrease) increase in cash and cash equivalents	(45,173)	155,259
Cash and cash equivalents:		
Beginning of period	220,372	77,976
End of period	$ 175,199	$ 233,235
Supplemental disclosures of cash flow data:		
Cash paid for interest	$ 1,912	$ 305
Cash paid for income taxes	$ 163	$ 141
Non-cash investing and financing activities:		
Equipment purchased and unpaid at period-end	$ 7,818	$ 2,838
Capitalization of leasehold improvements and furniture and fixtures through non-cash lease incentive	$ 4,815	$ —
Acquisition and related transaction costs accrued at period-end	$ —	$ 3,700

See accompanying notes to the unaudited condensed consolidated financial statements.

FIVE9, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Description of Business and Summary of Significant Accounting Policies

Five9, Inc. and its wholly-owned subsidiaries (the "Company") is a provider of cloud software for contact centers. The Company was incorporated in Delaware in 2001 and is headquartered in San Ramon, California. The Company has offices in Europe, Asia and Australia, which primarily provide research, development, sales, marketing, and client support services.

Proposed Merger with Zoom

On July 16, 2021, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among the Company, Zoom Video Communications, Inc., a Delaware corporation ("Zoom") and Summer Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Zoom ("Merger Sub"). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions therein, at the effective time of the merger, Merger Sub will merge with and into the Company (the "Merger"), with the Company surviving the Merger and continuing as a wholly owned subsidiary of Zoom. See Note 14 for additional details.

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting. Certain information and note disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Therefore, these condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2020. In the opinion of management, the condensed consolidated financial statements reflect all adjustments, which are normal and recurring in nature, necessary for fair financial statement presentation. All intercompany transactions and balances have been eliminated in consolidation.

Certain prior period amounts within operating activities in the condensed consolidated statements of cash flows have been reclassified to conform to the current period presentation. The condensed consolidated balance sheet and the consolidated statement of stockholders' equity included in this Quarterly Report as of June 30, 2021 differ from the Form 10-K for the year ended December 31, 2020 as it reflects an immaterial error correction due to the reclassification of $2.3 million from treasury stock to additional paid-in-capital. This reclassification was from the shares received for the partial unwind of capped calls related to the 2023 convertible senior notes.

Use of Estimates

The preparation of condensed consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. The significant estimates made by management affect revenue and related reserves, as well as the fair value of liabilities assumed through business combinations. Management periodically evaluates such estimates and they are adjusted prospectively based upon such periodic evaluation. Actual results could differ from those estimates.

Significant Accounting Policies

The Company's significant accounting policies are disclosed in its Annual Report on Form 10-K for the year ended December 31, 2020.

Recently Adopted Accounting Pronouncements

In August 2020, the FASB issued ASU No. 2020-06, Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06"), which simplifies the accounting for convertible instruments by removing the separation models for (1) convertible debt with a cash conversion feature and (2) convertible instruments with a beneficial conversion feature. The Company elected to early adopt ASU 2020-06 as of January 1, 2021 using a modified retrospective transition method. Applying the transition guidance, the Company was required to apply the guidance to all impacted financial instruments that were outstanding as of January 1, 2021 with the cumulative effect recognized as an adjustment to the opening balance of accumulated deficit. As a result of early adopting ASU 2020-06, the Company made certain adjustments to its accounting for the outstanding 0.125% convertible senior notes due 2023 (the "2023 convertible senior notes") and the outstanding 0.500% convertible senior notes due 2025 (the "2025 convertible senior notes", and, together with the 2023 convertible senior notes, the "convertible senior notes"). The adoption of ASU 2020-06 resulted in the re-combination of the liability and equity components of the convertible senior notes into a single liability instrument, which required the Company to record a $168.4 million decrease in additional paid in capital from the derecognition of the separated equity components of these notes, a $145.7 million increase in debt from the derecognition of the discount associated with the separated equity components of the convertible senior notes, and a $22.7 million cumulative effect decrease to the opening balance of its accumulated deficit as of January 1, 2021 upon transition. Interest expense recognized in future periods will be reduced as a result of accounting for the convertible senior notes as a single liability instrument. Since the Company had a net loss for the three and six months ended June 30, 2021, the convertible senior notes were determined to be anti-dilutive and therefore had no impact to basic or diluted net loss per share for the periods as a result of adopting ASU 2020-06.

In December 2019, the FASB issued ASU No. 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes (“ASU 2019-12”), which amends its guidance to simplify the accounting for income taxes by, among other things, removing exceptions to certain general principles in Topic 740, Income Taxes. The standard is effective for the Company beginning in the first quarter of 2021. The Company has adopted ASU 2019-12 and concluded that the impact on its condensed consolidated financial statements was immaterial.

Recent Accounting Pronouncements Not Yet Effective

The Company has reviewed or is in the process of evaluating all issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such accounting pronouncements will cause a material impact on its condensed consolidated financial position, operating results or cash flows.

2. Revenue

Contract Balances

The following table provides information about accounts receivable, net, deferred contract acquisition costs, net, contract assets and contract liabilities from contracts with customers (in thousands):

	June 30, 2021	December 31, 2020
Accounts receivable, net	$ 53,811	$ 48,731
Deferred contract acquisition costs, net:		
Current	$ 26,791	$ 20,695
Non-current	69,689	51,934
Total deferred contract acquisition costs, net	$ 96,480	$ 72,629
Contract assets and contract liabilities:		
Contract assets (included in prepaid expenses and other current assets)	$ 1,654	$ 1,297
Contract liabilities (deferred revenue)	33,237	31,983
Contract liabilities (deferred revenue) (included in other long-term liabilities)	2,592	3,373
Net contract liabilities	$ (34,175)	$ (34,059)

The Company receives payments from customers based upon billing cycles. Invoice payment terms are usually 30 days or less. Accounts receivable are recorded when the right to consideration becomes unconditional.

Deferred contract acquisition costs are recorded when incurred and are amortized over an estimated customer benefit period of five years.

The Company's contract assets consist of unbilled amounts typically resulting from professional services revenue recognition when it exceeds the total amounts billed to the customer. The Company's contract liabilities consist of advance payments and billings in excess of revenue recognized.

In the three and six months ended June 30, 2021, the Company recognized revenue of $5.0 million and $25.3 million, respectively, related to its contract liabilities at December 31, 2020.

Remaining Performance Obligations

As of June 30, 2021, the aggregate amount of the total transaction price allocated in contracts with original duration of greater than one year to the remaining performance obligations was $443.0 million. The Company expects to recognize revenue on approximately three-fourths of the remaining performance obligation over the next 24 months, with the balance recognized thereafter. The Company has elected the optional exemption, which allows for the exclusion of the amounts for remaining performance obligations that are part of contracts with an original expected duration of one year or less. Such remaining performance obligations represent unsatisfied or partially unsatisfied performance obligations pursuant to ASC 606.

3. Investments and Fair Value Measurements

Marketable Investments

The Company's marketable investments have been classified and accounted for as available-for-sale. The Company's marketable investments as of June 30, 2021 and December 31, 2020 were as follows (in thousands):

	June 30, 2021			
Short-Term Marketable Investments	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Certificates of deposit	$ 1,788	$ 1	$ —	$ 1,789
U.S. treasury	237,848	21	(4)	237,865
U.S. agency securities	76,909	12	(3)	76,918
Commercial paper	40,358	—	—	40,358
Municipal bonds	25,236	2	(2)	25,236
Corporate bonds	8,821	1	(2)	8,820
Total	$ 390,960	$ 37	$ (11)	$ 390,986

	June 30, 2021			
Long-term Marketable Investments	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Certificates of deposit	$ 509	$ 1	$ —	$ 510
U.S. treasury	2,994	—	—	2,994
U.S. agency securities	53,252	—	(31)	53,221
Municipal bonds	14,858	3	(2)	14,859
Corporate bonds	1,174	—	—	1,174
Total	$ 72,787	$ 4	$ (33)	$ 72,758

Short-Term Marketable Investments	December 31, 2020 Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Certificates of deposit	$ 3,479	$ 1	$ —	$ 3,480
U.S. treasury	287,315	41	(4)	287,352
U.S. agency securities	67,227	12	(6)	67,233
Commercial paper	5,093	—	—	5,093
Municipal bonds	2,684	1	(1)	2,684
Corporate bonds	17,323	6	—	17,329
Total	$ 383,121	$ 61	$ (11)	$ 383,171

Long-term Marketable Investments	December 31, 2020 Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. treasury	$ 10,189	$ —	$ —	$ 10,189
U.S. agency securities	31,469	9	(1)	31,477
Municipal bonds	461	—	—	461
Total	$ 42,119	$ 9	$ (1)	$ 42,127

The following table presents the gross unrealized losses and the fair value for those marketable investments that were in an unrealized loss position for less than 12 months as of June 30, 2021 and December 31, 2020 (in thousands):

	June 30, 2021		December 31, 2020	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. treasury	$ (4)	$ 48,266	$ (4)	$ 78,549
U.S. agency securities	(34)	81,845	(7)	39,443
Municipal bonds	(4)	17,263	(1)	1,201
Corporate bonds	(2)	7,444	(1)	1,347
Total	$ (44)	$ 154,818	$ (13)	$ 120,540

Although the Company had certain available-for-sale debt securities in an unrealized loss position as of June 30, 2021, no impairment loss was recorded since it did not intend to sell them, did not anticipate a need to sell them, and the decline in fair value was not due to any credit-related factors.

The amortized cost and fair values of the Company’s marketable investments by contractual maturity as of June 30, 2021 and December 31, 2020 were as follows (in thousands):

	June 30, 2021		December 31, 2020	
	Cost	Fair Value	Cost	Fair Value
Due within one year	$ 390,960	$ 390,986	$ 383,121	$ 383,171
Due after one year	72,787	72,758	42,119	42,127
Total	$ 463,747	$ 463,744	$ 425,240	$ 425,298

Fair Value Measurements

The Company carries cash equivalents and marketable investments at fair value. Fair value is based on the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 — Observable inputs, which include unadjusted quoted prices in active markets for identical assets or liabilities.

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

Level 3 — Unobservable inputs that are supported by little or no market activity and that are based on management's assumptions, including fair value measurements determined by using pricing models, discounted cash flow methodologies or similar techniques.

The Company determined the fair value of its Level 1 financial instruments, which are traded in active markets, using quoted market prices for identical instruments.

Marketable investments classified within Level 2 of the fair value hierarchy are valued based on other observable inputs, including broker or dealer quotations or alternative pricing sources. When quoted prices in active markets for identical assets or liabilities are not available, the Company relies on non-binding quotes from its investment managers, which are based on proprietary valuation models of independent pricing services. These models generally use inputs such as observable market data, quoted market prices for similar instruments, historical pricing trends of a security as relative to its peers. To validate the fair value determination provided by its investment managers, the Company reviews the pricing movement in the context of overall market trends and trading information from its investment managers. The Company performs routine procedures such as comparing prices obtained from independent source to ensure that appropriate fair values are recorded.

The following tables set forth the Company's assets measured at fair value by level within the fair value hierarchy (in thousands):

	June 30, 2021			
	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents				
Money market funds	$ 53,799	$ —	$ —	$ 53,799
Municipal bonds	—	14,644	—	14,644
Total cash equivalents	$ 53,799	$ 14,644	$ —	$ 68,443
Marketable investments (short and long term)				
Certificates of deposit	$ —	$ 2,299	$ —	$ 2,299
U.S. treasury	240,859	—	—	240,859
U.S. agency securities and government sponsored securities	—	130,139	—	130,139
Commercial paper	—	40,358	—	40,358
Municipal bonds	—	40,095	—	40,095
Corporate bonds	—	9,994	—	9,994
Total marketable investments	$ 240,859	$ 222,885	$ —	$ 463,744
Liabilities				
Contingent consideration	$ —	$ —	$ 23,300	$ 23,300

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents				
Money market funds	$ 89,888	$ —	$ —	$ 89,888
U.S. treasury	39,997	—	—	39,997
Total cash equivalents	$ 129,885	$ —	$ —	$ 129,885
Marketable investments (short and long-term)				
Certificates of deposit	$ —	$ 3,480	$ —	$ 3,480
U.S. treasury	297,540	—	—	297,540
U.S. agency securities	—	98,711	—	98,711
Commercial paper	—	5,093	—	5,093
Municipal bonds	—	3,145	—	3,145
Corporate bonds	—	17,329	—	17,329
Total marketable investments	$ 297,540	$ 127,758	$ —	$ 425,298
Liabilities				
Contingent consideration	$ —	$ —	$ 18,100	$ 18,100

As of June 30, 2021 and December 31, 2020, the estimated fair value of the Company’s outstanding 2023 convertible senior notes was $184.2 million and $253.1 million, respectively. As of June 30, 2021 and December 31, 2020, the estimated fair value of the Company's outstanding 2025 convertible senior notes was $1,108.2 million and $1,098.5 million, respectively. The fair values were determined based on the quoted price of the convertible senior notes in an inactive market on the last trading day of the reporting period and have been classified as Level 2 in the fair value hierarchy. See Note 6 for further information on the Company’s convertible senior notes.

As part of the agreement to acquire Inference Solutions Inc. ("Inference") in November 2020, the Company may be obligated to pay contingent earn out consideration of up to $24.0 million based upon achievement of certain milestones and relative thresholds during the earn out measurement period which ends on December 31, 2021. The fair value of the contingent consideration arrangement, estimated to be $23.3 million as of June 30, 2021, is classified within Level 3 and is determined using a probability-based scenario analysis approach. The resulting probability-weighted contingent consideration amounts were discounted based on the Company’s estimated cost of debt. Future changes in the achievement of certain milestones and relative thresholds could result in a material change to the fair value of the contingent consideration, and such changes will be recorded in general and administrative expense in the consolidated statements of operations and comprehensive loss. During the three and six months ended June 30, 2021, the Company recognized $2.7 million and $5.2 million, respectively, of contingent consideration expense due to an increase in fair value of the contingent consideration as a result of the estimated achievement of the forecast (and reduced uncertainty about making a payment), the shorter time to payment, and a decrease in the cost of debt.

A reconciliation of the beginning and ending balance for contingent consideration consisted of the following (in thousands):

	Three Months Ended June 30, 2021	Six Months Ended June 30, 2021
Balance, beginning of period	$ 20,600	$ 18,100
Change in fair value of contingent consideration	2,700	5,200
Balance, end of period	$ 23,300	$ 23,300

There were no assets or liabilities measured at fair value on a non-recurring basis as of June 30, 2021 and December 31, 2020.

The Company's other financial instruments' fair value, including accounts receivable, accounts payable and other current liabilities, approximate their carrying value due to the relatively short maturity of those instruments. The carrying amounts of the Company's operating and finance leases approximate their fair value, which is the present value of expected future cash payments based on assumptions about current interest rates and the creditworthiness of the Company.

4. Financial Statement Components

Cash and cash equivalents consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Cash	$ 106,756	$ 90,487
Money market funds	53,799	89,888
U.S. treasury	—	39,997
Municipal bonds	14,644	—
Total cash and cash equivalents	$ 175,199	$ 220,372

Accounts receivable, net consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Trade accounts receivable	$ 48,501	$ 42,366
Unbilled trade accounts receivable, net of advance client deposits	5,451	6,492
Allowance for doubtful accounts	(141)	(127)
Accounts receivable, net	$ 53,811	$ 48,731

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

	June 30, 2021	December 31, 2020
Prepaid expenses	$ 13,724	$ 9,816
Other current assets	6,732	5,036
Contract assets	1,654	1,297
Prepaid expenses and other current assets	$ 22,110	$ 16,149

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

	June 30, 2021	December 31, 2020
Computer and network equipment	$ 101,047	$ 89,763
Computer software	32,694	25,888
Internal-use software development costs	500	500
Furniture and fixtures	3,964	3,372
Leasehold improvements	5,531	2,335
Property and equipment	143,736	121,858
Accumulated depreciation and amortization	(80,629)	(70,645)
Property and equipment, net	$ 63,107	$ 51,213

Depreciation and amortization expense associated with property and equipment was $6.7 million and $12.5 million, respectively, for the three and six months ended June 30, 2021. Depreciation and amortization expense associated with property and equipment was $4.5 million and $8.4 million, respectively, for the three and six months ended June 30, 2020.

Property and equipment capitalized under finance lease obligations consists primarily of computer and network equipment and was as follows (in thousands):

	June 30, 2021	December 31, 2020
Gross	$ 44,009	$ 45,021
Less: accumulated depreciation and amortization	(42,211)	(41,908)
Total	$ 1,798	$ 3,113

Accrued and other current liabilities consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Accrued expenses	$ 15,068	$ 15,217
Accrued compensation and benefits	35,656	29,233
Contingent consideration	23,300	—
Accrued and other current liabilities	$ 74,024	$ 44,450

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

	June 30, 2021	December 31, 2020
Deferred revenue	$ 2,592	$ 3,373
Deferred tax liabilities	3,511	4,438
Other long-term liabilities	7,010	5,554
Contingent consideration	—	18,100
Other long-term liabilities	$ 13,113	$ 31,465

5. Goodwill and Intangible Assets

Goodwill

There was no activity in the Company's goodwill balance during the six months ended June 30, 2021.

Intangible Assets

The following table summarizes the activity in the Company's intangible assets balance during the three and six months ended June 30, 2021 (in thousands):

	Three Months Ended June 30, 2021	Six Months Ended June 30, 2021
Beginning of the period	$ 48,737	$ 51,684
Amortization	(2,947)	(5,894)
End of the period	$ 45,790	$ 45,790

The components of intangible assets were as follows (in thousands):

	June 30, 2021				December 31, 2020			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Amortization period (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Amortization period (Years)
Developed technology	$ 56,214	$ (12,291)	$ 43,923	4.5	$ 56,214	$ (6,761)	$ 49,453	4.9
Acquired workforce	470	(256)	214	1.4	470	(177)	293	1.9
Customer relationships	1,600	(261)	1,339	4.2	1,600	(101)	1,499	4.7
Trademarks	500	(186)	314	1.3	500	(61)	439	1.8
Total	$ 58,784	$ (12,994)	$ 45,790	4.4	$ 58,784	$ (7,100)	$ 51,684	4.9

Amortization expense for intangible assets was $2.9 million and $5.9 million during the three and six months ended June 30, 2021, respectively. Amortization expense for intangible assets was $1.7 million and $2.8 million during the three and six months ended June 30, 2020, respectively. The increase in amortization expense during the three and six months ended June 30, 2021 was due to the acquisition of intangible assets from Inference in November 2020 and Virtual Observer in April 2020.

As of June 30, 2021, the expected future amortization expense for intangible assets was as follows (in thousands):

Period	Expected Future Amortization Expense
Remaining 2021	$ 5,893
2022	11,704
2023	10,870
2024	7,527
2025	5,596
Thereafter	4,200
Total	$ 45,790

6. Debt

2025 Convertible Senior Notes and Related Capped Call Transactions

In May and June 2020, the Company issued $747.5 million aggregate principal amount of the 2025 convertible senior notes in a private offering, which aggregate principal amount included the exercise in full of the initial purchasers’ option to purchase up to an additional $97.5 million principal amount of the 2025 convertible senior notes. The 2025 convertible senior notes mature on June 1, 2025 and bear interest at a fixed rate of 0.500% per annum, payable semiannually in arrears on June 1 and December 1 of each year, beginning on December 1, 2020. In addition, under the terms of the 2025 convertible senior notes, the Company is obligated to pay additional interest on the 2025 convertible senior notes at a rate equal to 0.500% per annum for the period from June 13, 2021 through July 8, 2021, after which such additional interest is no longer payable. The total net proceeds from the issuance of the 2025 convertible senior notes, after deducting initial purchasers' discounts and commissions and estimated debt issuance costs, were approximately $728.8 million.

Each $1,000 principal amount of the 2025 convertible senior notes is initially convertible into 7.4437 shares of the Company’s common stock (the “2025 Conversion Option”), which is equivalent to an initial conversion price of approximately $134.34 per share of common stock, subject to adjustment upon the occurrence of specified events. The initial conversion price represents a premium of approximately 30% to the $103.34 per share closing price of the Company’s common stock on The Nasdaq Global Market on May 21, 2020. The 2025 convertible senior notes are convertible, in multiples of $1,000 principal amount, at the option of the holders prior to the close of business on the business day immediately preceding March 1, 2025, only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on September 30, 2020 (and only during such calendar quarter), if the last reported sale price of the Company’s common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the “2025 Measurement Period”) in which the trading price (as defined in the 2025 Indenture governing the 2025 convertible senior notes) per $1,000 principal amount of the 2025 convertible senior notes for each trading day of the 2025 Measurement Period was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate in effect on each such trading day; (3) if the Company calls any or all of the 2025 convertible senior notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. On or after March 1, 2025 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2025 convertible senior notes, in multiples of $1,000 principal amount, at the option of the holder regardless of the foregoing circumstances.

Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the Company’s common stock or a combination of cash and shares of the Company’s common stock, at the Company’s election. If the Company undergoes a fundamental change (as defined in the indenture governing the 2025 convertible senior notes), subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their 2025 convertible senior notes, in principal amounts of $1,000 or a multiple thereof, at a fundamental change repurchase price equal to 100% of the principal amount of the 2025 convertible senior notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. In addition, following certain corporate events or if the Company issues a notice of redemption, it will, under certain circumstances, increase the conversion rate for holders who elect to convert their notes in connection with such corporate event or during the relevant redemption period.

There have been no changes to the initial conversion price of the 2025 convertible senior notes since issuance. The closing market price of the Company's common stock of $183.39 per share on June 30, 2021, the last trading day during the three months ended June 30, 2021, was greater than $174.64 per share, which represents 130% of the initial conversion price of $134.34 per share. However, the last reported sale price of the Company’s common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day, June 30, 2021, was not greater than or equal to 130% of the initial conversion price. As such, during the three months ended June 30, 2021, the conditions allowing holders of the 2025 convertible senior notes to convert were not met. The 2025 convertible senior notes are therefore not convertible for the three months ending September 30, 2021.

The Company may not redeem the 2025 convertible senior notes prior to June 6, 2023. The Company may redeem for cash all or any portion of the 2025 convertible senior notes, at its option, on or after June 6, 2023 and prior to March 1, 2025 if the last reported sale price of its common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending not more than two trading days immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the 2025 convertible senior notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. No sinking fund is provided for the 2025 convertible senior notes.

The 2025 convertible senior notes are the Company's senior unsecured obligations and rank senior in right of payment to any of the Company's indebtedness that is expressly subordinated in right of payment to the 2025 convertible senior notes; equal in right of payment to any of the Company's unsecured indebtedness that is not so subordinated (including the 2023 convertible senior notes); effectively junior in right of payment to any of the Company's secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of the Company's subsidiaries.

Prior to the adoption of ASU 2020-06 on January 1, 2021 and in accounting for the issuance of the 2025 convertible senior notes, the 2025 convertible senior notes were separated into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar debt instrument that does not have an associated conversion feature. The carrying amount of the equity component representing the 2025 Conversion Option was $158.3 million and was determined by deducting the fair value of the liability component from the par value of the 2025 convertible senior notes. The equity component was recorded in additional paid-in-capital and was not re-measured as long as it continued to meet the conditions for equity classification. The excess of the principal amount of the liability component over its carrying amount (the "Debt Discount") was amortized to interest expense over the contractual term of the 2025 convertible senior notes at an effective interest rate of 5.76%.

Prior to the adoption of ASU 2020-06 on January 1, 2021 and in accounting for the debt issuance costs of $18.7 million related to the 2025 convertible senior notes, the Company allocated the total amount incurred to the liability and equity components of the 2025 convertible senior notes based on their relative values. Issuance costs attributable to the liability component were $14.7 million and were amortized to interest expense using the effective interest method over the contractual term of the 2025 convertible senior notes. Issuance costs attributable to the equity component were netted with the equity component in additional paid-in-capital.

On January 1, 2021, the Company elected to early adopt ASU 2020-06 based on a modified retrospective transition method. Under such transition, prior-period information has not been retrospectively adjusted.

In accounting for the 2025 convertible senior notes after adoption of ASU 2020-06, the 2025 convertible senior notes are accounted for as a single liability, and the carrying amount of the 2025 convertible senior notes is $732.8 million as of June 30, 2021, with principal of $747.5 million, net of issuance cost of $14.7 million. The 2025 senior convertible notes were classified as long term liabilities as of June 30, 2021. The issuance cost related to the 2025 convertible senior notes is being amortized to interest expense over the contractual term of the 2025 convertible senior notes at an effective interest rate 1.0%.

The net carrying amount of the 2025 convertible senior notes as of June 30, 2021 (post-ASU 2020-06 adoption) and as of December 31, 2020 (pre-ASU 2020-06 adoption) was as follows (in thousands):

	June 30, 2021	December 31, 2020
Principal	$ 747,500	$ 747,500
Unamortized debt discount	—	(141,792)
Unamortized issuance costs	(14,707)	(13,192)
Net carrying amount	$ 732,793	$ 592,516

The net carrying amount of the equity component of the 2025 convertible senior notes as of June 30, 2021 (post-ASU 2020-06 adoption) and as of December 31, 2020 (pre-ASU 2020-06 adoption) was as follows (in thousands):

	June 30, 2021	December 31, 2020
Equity component	$ —	$ 158,321
Issuance costs	—	(3,958)
Net carrying amount	$ —	$ 154,363

Interest expense related to the 2025 convertible senior notes was as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Contractual interest expense	$ 1,121	$ 362	$ 2,055	$ 362
Amortization of debt discount	—	2,528	—	2,528
Amortization of issuance costs	912	235	1,802	235
Total interest expense	$ 2,033	$ 3,125	$ 3,857	$ 3,125

In connection with the issuance of the 2025 convertible senior notes, the Company entered into privately negotiated capped call transactions (the “2025 Capped Call Transactions”) with certain financial institutions. The 2025 Capped Call Transactions are expected generally to reduce the potential dilution to the Company’s common stock in connection with any conversion of the 2025 convertible senior notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted 2025 convertible senior notes, as the case may be, with such reduction and/or offset subject to a cap based on the cap price. The initial cap price of the 2025 Capped Call Transactions was $206.68 per share and is subject to certain adjustments under the terms of the 2025 Capped Call Transactions. The 2025 Capped Call Transactions cover, subject to anti-dilution adjustments, approximately 5.6 million shares of the Company’s common stock. For accounting purposes, the 2025 Capped Call Transactions are separate transactions, and not integrated with the issuance of the 2025 convertible senior notes. As these transactions meet certain accounting criteria, the 2025 Capped Call Transactions are recorded in stockholders’ equity and are not accounted for as derivatives. The cost to the Company of the 2025 Capped Call Transactions was $90.5 million during the year ended December 31, 2020, which was recorded as a reduction to additional paid-in capital.

Maturity of the Company’s 2025 convertible senior notes as of June 30, 2021 was as follows (in thousands):

Period	Amount to Mature
2025 (Maturity date of June 1, 2025)	$ 747,500
Total	$ 747,500

2023 Convertible Senior Notes and Related Capped Call Transactions

In May 2018, the Company issued $258.8 million aggregate principal amount of 2023 convertible senior notes in a private offering. The 2023 convertible senior notes mature on May 1, 2023 and bear interest at a fixed rate of 0.125% per annum, payable semiannually in arrears on May 1 and November 1 of each year. The total net proceeds from the offering, after deducting initial purchasers' discounts and commissions and estimated debt issuance costs, was approximately $250.8 million.

In May 2020, the Company used part of the net proceeds from the issuance of the 2025 convertible senior notes to repurchase, exchange or otherwise retire approximately $181.0 million aggregate principal amount of the 2023 convertible senior notes in privately-negotiated transactions for aggregate consideration of $449.6 million, consisting of $181.0 million in cash and 2,723,581 shares of the Company’s common stock (the "2023 Note Repurchase Transactions").

As of June 30, 2021, after giving effect to the 2023 Note Repurchase Transactions and other settlements upon conversion requests, approximately $41.3 million aggregate principal amount of 2023 convertible senior notes remained outstanding.

The 2023 Note Repurchase Transactions were accounted for as a debt extinguishment. Pursuant to ASC Subtopic 470-20 under existing accounting rules prior to ASU 2020-06 adoption, total consideration for the 2023 Note Repurchase Transactions was separated into liability and equity components by estimating the fair value of a similar liability without a conversion option and assigning the residual value to the equity component. The gain or loss on extinguishment of the debt was subsequently determined by comparing the repurchase consideration allocated to the liability component to the sum of the carrying value of the liability component, net of the proportionate amounts of unamortized debt discount and the remaining unamortized debt issuance costs. Of the $449.6 million in aggregate consideration paid by the Company in connection with the 2023 Note Repurchase Transactions, $155.8 million and $293.8 million were allocated to the debt and equity components, respectively, using an effective interest rate of 5.32% to determine the fair value of the liability component. This interest rate was based on the income and market-based approaches used to determine the effective interest rate of the 2023 convertible senior notes, adjusted for the remaining term of the 2023 convertible senior notes. As of the settlement of the 2023 Note Repurchase Transactions, the carrying value of the 2023 convertible senior notes subject to the 2023 Note Repurchase Transactions, net of unamortized debt discount and issuance costs, was $150.4 million. The Company also incurred approximately $0.5 million in third party transaction costs related to the 2023 Note Repurchase Transactions. These costs were allocated to the liability and equity components in proportion to the allocation of consideration transferred at settlement and accounted for as debt extinguishment costs and equity reacquisition costs, respectively. The 2023 Note Repurchase Transactions resulted in a $5.8 million loss on early debt extinguishment in the second quarter of fiscal 2020, of which $2.7 million consisted of unamortized debt issuance costs.

Each $1,000 principal amount of the 2023 convertible senior notes was initially convertible into 24.4978 shares of the Company’s common stock (the “2023 Conversion Option”), which is equivalent to an initial conversion price of approximately $40.82 per share of common stock, subject to adjustment upon the occurrence of specified events. The 2023 convertible senior notes are convertible, in multiples of $1,000 principal amount, at the option of the holders at any time prior to the close of business on the business day immediately preceding November 1, 2022, only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ended on September 30, 2018 (and only during such calendar quarter), if the last reported sale price of the Company’s common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the “2023 Measurement Period”) in which the trading price (as defined in the indenture governing the 2023 convertible senior notes) per $1,000 principal amount of the 2023 convertible senior notes for each trading day of the 2023 Measurement Period was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate in effect on each such trading day; (3) if the Company calls any or all of the 2023 convertible senior notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. On or after November 1, 2022 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2023 convertible senior notes, in multiples of $1,000 principal amount, at the option of the holder regardless of the foregoing circumstances.

Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the Company’s common stock or a combination of cash and shares of the Company’s common stock, at the Company’s election. If the Company undergoes a fundamental change (as defined in the indenture governing the 2023 convertible senior notes), subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their 2023 convertible senior notes, in principal amounts of $1,000 or a multiple thereof, at a fundamental change repurchase price equal to 100% of the principal amount of the 2023 convertible senior notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. In addition, following certain corporate events that occur prior to the maturity date or if the Company issues a notice of redemption, it will, under certain circumstances, increase the conversion rate for holders who elect to convert their 2023 convertible senior notes in connection with such corporate event or during the relevant redemption period.

There have been no changes to the initial conversion price of the 2023 convertible senior notes since issuance. During each of the quarters from the third quarter of 2019 through the second quarter of 2021, one of the triggers for convertibility of the 2023 convertible senior notes was triggered as the last reported sale price of the Company’s common stock was greater than $53.07 per share, which represents 130% of the initial conversion price of $40.82 per share, for at least 20 trading days in the period of 30 consecutive trading days ended on, and including, the last trading day of the quarter for each quarter of 2020 and for the first and second quarters of 2021. As a result, the 2023 convertible senior notes were convertible, in multiples of $1,000 principal amount, at the option of the 2023 convertible senior note holders between October 1, 2019 to June 30, 2021, and are also currently convertible between July 1, 2021 to September 30, 2021. Whether the 2023 convertible senior notes will be convertible after September 30, 2021 will depend on the continued satisfaction of this condition or other conversion conditions in the future. During the six months ended June 30, 2021, the Company paid $17.6 million in cash and issued 324,575 shares of its common stock to settle aggregate principal amount of $17.6 million of its 2023 convertible senior notes. As of June 30, 2021, approximately $41.3 million aggregate principal amount of our 2023 convertible senior notes remained outstanding. The conversions that occurred prior to January 1, 2021 resulted in a $1.2 million loss on early debt extinguishment. The conversions that occurred during the six months ended June 30, 2021 were subject to ASU 2020-06 and such conversions were accounted for as contractual conversions, which did not result in any gain or loss upon their settlement.

During 2020, the Company received 15,714 shares from the partial unwind of capped calls resulting from the settlement of its 2023 convertible senior notes. The receipt of the 15,714 shares reduced the number of common shares outstanding. During the six months ended June 30, 2021, the Company received an additional 46,724 shares from the partial unwind of capped calls resulting from the settlement of its 2023 convertible senior notes. The receipt of the 46,724 shares reduced the number of common shares outstanding.

In addition, on or prior to June 30, 2021, the Company received elections to convert aggregate principal amount of $1.2 million of its 2023 convertible senior notes that remain unsettled as of the end of the second quarter of 2021. The Company expects to settle these conversions in cash or a combination of cash and shares during the second half of 2021. The Company has the option to settle any future election conversion notices in cash, shares, or a combination of cash and shares.

The 2023 convertible senior notes became redeemable at the Company's option on May 5, 2021. The Company may redeem for cash all or any portion of the 2023 convertible senior notes, at its option, if the last reported sale price of its common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending not more than two trading days immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the 2023 convertible senior notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. No sinking fund is provided for the 2023 convertible senior notes.

The 2023 convertible senior notes are the Company’s senior unsecured obligations and rank senior in right of payment to any of the Company’s indebtedness that is expressly subordinated in right of payment to the 2023 convertible senior notes; equal in right of payment to any of the Company’s unsecured indebtedness that is not so subordinated (including the 2025 convertible senior notes); effectively junior in right of payment to any of the Company’s secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of the Company’s subsidiaries.

Prior to the adoption of ASU 2020-06 on January 1, 2021 and in accounting for the issuance of the 2023 convertible senior notes, the 2023 convertible senior notes were separated into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar debt instrument that does not have an associated conversion feature. The equity component was recorded in additional paid-in-capital and was not re-measured as long as it continued to meet the conditions for equity classification. The excess of the principal amount of the liability component over its carrying amount (the "Debt Discount") was amortized to interest expense over the contractual term of the 2023 convertible senior notes at an effective interest rate of 6.39%.

Prior to the adoption of ASU 2020-06 on January 1, 2021 and in accounting for the debt issuance costs of $8.0 million related to the 2023 convertible senior notes, the Company allocated the total amount incurred to the liability and equity components of the 2023 convertible senior notes based on their relative values. Issuance costs attributable to the liability component were $6.0 million and were amortized to interest expense using the effective interest method over the contractual term of the 2023 convertible senior notes. Issuance costs attributable to the equity component were netted with the equity component in additional paid-in-capital.

After the adoption of ASU 2020-06, the 2023 convertible senior notes are accounted for as a single liability, and the carrying amount of the 2023 convertible senior notes was $40.8 million as of June 30, 2021, with principal of $41.3 million, net of issuance cost of $0.5 million. The 2023 senior convertible notes were classified as long term liabilities during the six months ended on June 30, 2021. The issuance cost related to the 2023 convertible senior notes is being amortized to interest expense over the contractual term of the 2023 convertible senior notes at an effective interest rate 0.76%.

The net carrying amount of the 2023 convertible senior notes as of June 30, 2021 (post-ASU 2020-06 adoption) and as of December 31, 2020 (pre-ASU 2020-06 adoption) was as follows (in thousands):

	June 30, 2021	December 31, 2020
Principal	$ 41,278	$ 58,867
Unamortized debt discount	—	(7,367)
Unamortized issuance costs	(483)	(700)
Net carrying amount	$ 40,795	$ 50,800

The net carrying amount of the equity component of the 2023 convertible senior notes as of June 30, 2021 (post-ASU 2020-06 adoption) and as of December 31, 2020 (pre-ASU 2020-06 adoption) was as follows (in thousands):

	June 30, 2021	December 31, 2020
Equity component	$ —	$ 14,505
Issuance costs	—	(455)
Net carrying amount	$ —	$ 14,050

Interest expense related to the 2023 convertible senior notes was as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Contractual interest expense	$ 6	$ 60	$ 23	$ 141
Amortization of debt discount	—	2,272	—	5,304
Amortization of issuance costs	73	216	157	504
Total interest expense	$ 79	$ 2,548	$ 180	$ 5,949

In connection with the issuance of the 2023 convertible senior notes, the Company entered into privately negotiated capped call transactions (the “2023 Capped Call Transactions”) with certain financial institutions. The 2023 Capped Call Transactions are expected generally to reduce the potential dilution to the Company’s common stock upon any conversion of the 2023 convertible senior notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted 2023 convertible senior notes, as the case may be, with such reduction and/or offset subject to a cap based on the cap price. The initial cap price of the 2023 Capped Call Transactions was $62.80 per share, and is subject to certain adjustments under the terms of the 2023 Capped Call Transactions. The 2023 Capped Call Transactions cover, subject to anti-dilution adjustments, approximately 6.3 million shares of the Company’s common stock. For accounting purposes, the 2023 Capped Call Transactions are separate transactions, and not integrated with the issuance of the 2023 convertible senior notes. As these transactions meet certain accounting criteria, the 2023 Capped Call Transactions are recorded in stockholders’ equity and are not accounted for as derivatives. The cost of $31.4 million incurred in connection with the 2023 Capped Call Transactions was recorded as a reduction to additional paid-in capital.

In connection with the 2023 Note Repurchase Transactions, the Company amended the 2023 Capped Call Transactions such that the portion associated with the 2023 convertible senior notes subject to the 2023 Note Repurchase Transactions would remain outstanding notwithstanding the retirement of $181.0 million aggregate principal amount of 2023 convertible senior notes. Following such amendment, the 2023 Capped Call Transactions continue to meet the accounting criteria to be recorded in stockholders’ equity and are not accounted for as derivatives.

Maturity of the Company’s 2023 convertible senior notes as of June 30, 2021 was as follows (in thousands):

Period	Amount to Mature
2023 (Maturity date of May 1, 2023)	$ 41
Total	$ 41

7. Stockholders' Equity

Capital Structure

Common Stock

The Company is authorized to issue 450,000,000 shares of common stock with a par value of $0.001 per share. As of June 30, 2021 and December 31, 2020, the Company had 67,683,848 and 66,496,060 shares of common stock issued and outstanding, respectively. During the three and six months ended June 30, 2021, the Company issued 181,560 shares and 324,575 shares, respectively, of common stock in connection with 2023 convertible senior note settlements. During the three and six months ended June 30, 2021, the Company also received 27,938 and 46,724 shares, respectively, from the partial unwind of capped calls resulting from the settlement of its 2023 convertible senior notes. The receipt of the 27,938 shares and 46,724 shares during the three and six months ended June 30, 2021, respectively, reduced the number of common shares outstanding. See Note 6 for further details.

Preferred Stock

The Company is authorized to designate and issue up to 5,000,000 shares of preferred stock with a par value of $0.001 per share in one or more series without stockholder approval and to fix the rights, preferences, privileges and restrictions thereof. As of June 30, 2021 and December 31, 2020, there were no shares of preferred stock issued and outstanding.

Common Stock Reserved for Future Issuance

Shares of common stock reserved for future issuance related to outstanding equity awards and employee equity incentive plans were as follows (in thousands):

	June 30, 2021
Stock options outstanding	2,129
Restricted stock units outstanding	2,273
Shares available for future grant under 2014 Plan	14,165
Shares available for future issuance under ESPP	3,129
Total shares of common stock reserved	21,696

Stock Options

A summary of the Company's stock option activity during the six months ended June 30, 2021 is as follows (in thousands, except years and per share data):

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2020	2,255	$ 26.33		
Options granted (weighted average grant date fair value of $81.48 per share)	130	180.76		
Options exercised	(246)	18.05		
Options forfeited or expired	(10)	82.62		
Outstanding as of June 30, 2021	2,129	$ 36.47	5.3	$ 312,868

The aggregate intrinsic value amounts are computed based on the difference between the exercise price of the stock options and the fair market value of the Company's common stock of $183.39 per share as of June 30, 2021 for all in-the-money stock options outstanding.

Restricted Stock Units

A summary of the Company's restricted stock unit ("RSU"), activity during the six months ended June 30, 2021 is as follows (in thousands, except per share data):

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Outstanding as of December 31, 2020	2,267	$ 65.42
RSUs granted	691	179.79
RSUs vested and released	(596)	58.11
RSUs forfeited	(89)	83.94
Outstanding as of June 30, 2021	2,273	100.80

Stock-Based Compensation

Stock-based compensation expense was as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Cost of revenue	$ 3,781	$ 2,499	$ 6,886	$ 4,488
Research and development	6,152	3,684	10,915	6,491
Sales and marketing	8,208	5,265	14,979	9,371
General and administrative	6,760	5,343	13,029	10,235
Total stock-based compensation	$ 24,901	$ 16,791	$ 45,809	$ 30,585

As of June 30, 2021, unrecognized stock-based compensation expense by award type and their expected weighted-average recognition periods are summarized in the following table (in thousands, except years).

	Stock Option	RSU	ESPP
Unrecognized stock-based compensation expense	$ 26,930	$ 217,556	$ 1,907
Weighted-average amortization period	2.7 years	3.1 years	0.4 years

The weighted-average assumptions used to value stock options granted during the periods presented were as follows:

Stock Options

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Expected term (years)	6.0	6.0	6.0	6.0
Volatility	47 %	48 %	47 %	47 %
Risk-free interest rate	1.0 %	0.4 %	1.0 %	1.1 %
Dividend yield (1)	—	—	—	—

(1) The Company has not paid, and does not anticipate paying, cash dividends on its shares of common stock. Accordingly, the expected dividend yield is zero.

8. Net Loss Per Share

Basic net loss per share is calculated by dividing net loss by the weighted average number of shares of common stock outstanding during the period, and excludes any dilutive effects of employee stock-based awards and potential shares upon conversion of the convertible senior notes. Diluted net loss per share is computed giving effect to all potentially dilutive shares of common stock, including common stock issuable upon exercise of stock options, vesting of restricted stock units and shares of common stock issuable upon conversion of convertible senior notes. As the Company had net losses for the three and six months ended June 30, 2021 and 2020, all potentially issuable shares of common stock were determined to be anti-dilutive.

The following table presents the calculation of basic and diluted net loss per share (in thousands, except per share data):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Net loss	$ (16,530)	$ (16,052)	$ (28,862)	$ (23,489)
Weighted-average shares used in computing basic and diluted net loss per share	67,292	63,282	67,008	62,494
Basic and diluted net loss per share	$ (0.25)	$ (0.25)	$ (0.43)	$ (0.38)

The following securities were excluded from the calculation of diluted net loss per share because their effect would have been anti-dilutive (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Stock options	2,129	2,431	2,129	2,431
Restricted stock units	2,273	2,753	2,273	2,753
Convertible senior notes [1]	6,708	1,106	6,796	984
Total	11,110	6,290	11,198	6,168

[1] Anti-dilutive convertible senior notes were calculated under the if-converted method for the three and six months ended June 30, 2021 due to the adoption of ASU 2020-06 and under the treasury stock method for the three and six months ended June 30, 2020.

Prior to the adoption of ASU 2020-06, the Company used the treasury stock method for calculating any potential dilutive effect of the conversion spread of its convertible senior notes. The conversion spread had a dilutive impact for the 2023 convertible senior notes during the three and six months ended June 30, 2020 since the average market price of the Company’s common stock during the period exceeded the initial conversion price of $40.82 per share. However, the potential shares of common stock issuable upon the conversion of the 2023 convertible senior notes were excluded from the calculation of diluted net loss per share because their effect would have been anti-dilutive.

After the adoption of ASU 2020-06, the Company used the if-converted method for calculating any potential dilutive effect of its convertible senior notes for the three and six months ended June 30, 2021. Under this method, the Company calculates diluted earnings per share under both the cash and share settlement assumptions to determine which is more dilutive. If share settlement is more dilutive, the Company calculates diluted earnings per share assuming that all the convertible senior notes were converted solely into shares of common stock at the beginning of the reporting period. The potential impact upon the conversion of the convertible senior notes were excluded from the calculation of diluted net loss per share for the three and six months ended June 30, 2021 because their effect would have been anti-dilutive.

9. Income Taxes

The benefit from income taxes for the three and six months ended June 30, 2021 was approximately $(0.1) million and $(0.7) million, respectively. The benefit from income taxes for the three and six months ended June 30, 2020 was approximately $(2.9) million and $(2.8) million, respectively. The benefit from income taxes for the three and six months ended June 30, 2021 consisted primarily of a foreign income tax benefit offset by domestic state minimum taxes. The benefit from income taxes for the three and six months ended June 30, 2020 consisted primarily of foreign income taxes, a benefit from the reduction of the valuation allowance due to purchase accounting related to the Virtual Observer acquisition, offset by domestic state minimum taxes.

For the three and six months ended June 30, 2021, the benefit from income taxes differed from the statutory amount primarily due to state and foreign income taxes and the Company realizing no benefit for current year domestic losses due to maintaining a full valuation allowance against its domestic net deferred tax assets. For the three and six months ended June 30, 2020, the provision for income taxes differed from the statutory amount primarily due to reduction in the valuation allowance resulting from the recording of deferred tax liabilities related to the Virtual Observer acquisition.

The realization of tax benefits of deferred tax assets is dependent upon future levels of taxable income, of an appropriate character, in the periods the items are expected to be deductible or taxable. Based on the available objective evidence, the Company does not believe it is more likely than not that the net deferred tax assets will be realizable. Accordingly, the Company has provided a full valuation allowance against the domestic net deferred tax assets as of June 30, 2021 and December 31, 2020. The Company intends to maintain the remaining valuation allowance until sufficient positive evidence exists to support a reversal of, or decrease in, the valuation allowance. During the three and six months ended June 30, 2021, there were no material changes to the total amount of unrecognized tax benefits.

10. Commitments and Contingencies

Commitments

The Company's principal commitments consist of future payment obligations under its convertible senior notes, finance leases to finance data centers and other computer and networking equipment purchases, operating leases for office facilities, cloud services agreement, and agreements with third parties to provide co-location hosting, telecommunication usage and equipment maintenance services. These commitments as of December 31, 2020 are disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2020, and did not change materially during the six months ended June 30, 2021, except for certain hosting and telecommunications agreements, cloud service agreements, the convertible senior notes, the contingent consideration described in Note 3, and the operating leases described in Note 12.

As of June 30, 2021, the Company's commitment under various hosting and telecommunications agreements totaled $11.8 million for terms ranging up to 60 months. These agreements require the Company to make monthly payments over the service term in exchange for certain network services.

In September 2020, the Company entered into a cloud services agreement for a term of three years and a total commitment of $12.5 million. As of June 30, 2021, the total remaining commitment was approximately $7.5 million, of which approximately $5.0 million and $2.5 million is expected to be paid for the remainder of 2021 and 2022, respectively. In June 2021, the Company entered into an additional cloud services agreement for a term of three years and a total commitment of $5.0 million, of which $1.1 million is expected to be paid in 2021, $1.7 million in 2022, and $2.2 million in 2023.

As of June 30, 2021, $788.8 million of aggregate principal of the convertible senior notes were outstanding. The 2023 convertible senior notes and the 2025 convertible senior notes are due on May 1, 2023 and June 1, 2025, respectively. See Note 6 for more information concerning the convertible senior notes.

Legal Matters

The Company is involved in various legal and regulatory matters arising in the normal course of business. In management's opinion, resolution of these matters is not expected to have a material impact on the Company's consolidated results of operations, cash flows, or its financial position. However, due to the uncertain nature of legal matters, an unfavorable resolution of a matter could materially affect the Company's future consolidated results of operations, cash flows or financial position in a particular period. The Company expenses legal fees as incurred.

Indemnification Agreements

In the ordinary course of business, the Company enters into agreements of varying scope and terms pursuant to which it agrees to indemnify clients, vendors, lessors, business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of breach of such agreements, including breach of security, services to be provided by the Company or from intellectual property infringement claims made by third parties. In addition, the Company has entered into indemnification agreements with its directors, officers and certain employees that will require it, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers or employees. There are no claims that it is aware of that could have a material effect on the consolidated balance sheet, consolidated statement of operations and comprehensive loss, or consolidated statements of cash flows.

11. Geographical Information

The following table summarizes revenues by geographic region based on client billing address (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
United States	$ 131,257	$ 91,784	$ 257,143	$ 179,215
International	12,525	8,008	24,521	15,665
Total revenue	$ 143,782	$ 99,792	$ 281,664	$ 194,880

The following table summarizes total property and equipment, net in the respective locations (in thousands):

	June 30, 2021	December 31, 2020
United States	$ 54,748	$ 43,339
International	8,359	7,874
Property and equipment, net	$ 63,107	$ 51,213

12. Leases

The Company has leases for offices, data centers and computer and networking equipment that expire at various dates through 2031. The Company’s leases have remaining terms of one to ten years, some of the leases include a Company option to extend the leases for up to three to five years, and some of the leases include the option to terminate the leases upon 30-days notice. The Company has elected the practical expedient to not separate lease and non-lease components for real estate operating leases.

The Company's Bishop Ranch Lease commenced on February 1, 2021, has a lease term of 10 years, and has a total commitment over its term of $46.4 million, which was the primary component of the increase in operating lease costs, operating lease right-of-use assets and operating lease liabilities for the three and six months ended June 30, 2021.

The components of lease expenses were as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Operating lease cost	$ 2,517	$ 1,515	$ 5,185	$ 3,031
Finance lease cost:				
Amortization of right-of-use assets	$ 544	$ 982	$ 1,261	$ 2,120
Interest on finance lease liabilities	5	63	18	145
Total finance lease cost	$ 549	$ 1,045	$ 1,279	$ 2,265

Supplemental cash flow information related to leases was as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash used in operating leases	$ (1,370)	$ (1,607)	$ (3,408)	$ (3,190)
Financing cash used in finance leases	(119)	(966)	(575)	(2,195)
Right of use assets obtained in exchange for lease obligations:				
Operating leases	4,090	364	42,429	4,256
Finance leases	—	—	—	—

Supplemental balance sheet information related to leases was as follows (in thousands):

	June 30, 2021	December 31, 2020
Operating leases		
Operating lease right-of-use assets	$ 46,966	$ 9,010
Operating lease liabilities	$ 7,758	$ 3,912
Operating lease liabilities — less current portion	46,029	5,379
Total operating lease liabilities	$ 53,787	$ 9,291
Finance leases		
Property and equipment, gross	$ 44,009	$ 45,021
Less: accumulated depreciation and amortization	(42,211)	(41,908)
Property and equipment, net	$ 1,798	$ 3,113
Finance lease liabilities:		
Finance leases	$ 36	$ 612
Finance lease liabilities — less current portion	—	—
Total finance lease liabilities	$ 36	$ 612

Weighted average remaining terms were as follows (in years):

	June 30, 2021	December 31, 2020
Weighted average remaining lease term		
Operating leases	7.9	2.6
Finance leases	0.2	0.5

Weighted average discount rates were as follows:

	June 30, 2021	December 31, 2020
Weighted average discount rate		
Operating leases	3.2 %	4.5 %
Finance leases	12.3 %	7.9 %

Maturities of lease liabilities were as follows (in thousands):

Year Ending December 31,	Operating Leases		Finance Leases	
Remaining 2021	$	3,807	$	37
2022		10,312		—
2023		8,799		—
2024		6,016		—
2025		4,916		—
Thereafter		27,360		
Total future minimum lease payments		61,210		37
Less: imputed interest		(7,423)		(1)
Total	$	53,787	$	36

As of June 30, 2021, the Company entered into additional data center operating leases that had not yet commenced, representing a total commitment over their terms of $1.8 million. These operating leases are expected to commence during the third quarter of 2021 with lease terms of three years.

13. Acquisitions

Inference Solutions

On November 18, 2020, the Company acquired all of the issued and outstanding shares of Inference for total consideration of approximately $156.7 million. The total consideration comprised of $137.0 million in cash, net of cash acquired, and $18.1 million in estimated fair value of contingent earn out consideration. The contingent earn out consideration is up to $24.0 million and is based upon achievement of certain milestones and relative thresholds during the earn out measurement period which ends on December 31, 2021. The range of amounts that the Company could pay under the contingent consideration arrangement is between $0.0 million and $24.0 million. The fair value of the contingent earn out consideration is estimated to be $23.3 million as of June 30, 2021. See Note 3 for additional information regarding the contingent consideration arrangement. This acquisition, which was accounted for as a business combination, is intended to accelerate the Company's AI position through the addition of Inference's widely deployed IVA platform.

The excess of the purchase price over identifiable intangible assets and net tangible assets in the amount of $131.0 million was allocated to goodwill, which is not deductible for tax purposes. The fair values assigned to assets acquired and liabilities assumed are based on management's best estimates and assumptions as of the reporting date and are considered preliminary pending finalization of tax liabilities assumed including calculation of deferred tax assets and liabilities. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill. The following table presents the preliminary allocation of the purchase price at the acquisition date (in thousands):

Cash	$	1,394
Property and equipment acquired		124
Other assets acquired		2,238
Acquired technology		28,600
Customer relationships		1,100
Trade name and trademarks		400
Goodwill		130,976
Total assets acquired		164,832
Liabilities assumed		(3,525)
Deferred tax liability		(4,616)
Total consideration	$	156,691
Total consideration (net of cash acquired)	$	155,297

The acquired technology, customer relationships, and trade name will be amortized on a straight-line basis over their assigned useful lives of six years, five years, and two years, respectively. The Company used the income approach to estimate the fair value of intangible assets acquired.

In connection with this acquisition, the Company incurred approximately $2.9 million of acquisition costs in 2020, and incurred an additional $0.0 million and $0.3 million in the three and six months ended June 30, 2021, respectively, which have been expensed as incurred and included in general and administrative expense in the condensed consolidated statement of operations and comprehensive loss. The results of operations of this acquisition are included in the accompanying condensed consolidated statements of operations from the date of acquisition.

Virtual Observer

On April 1, 2020, the Company acquired all of the issued and outstanding shares of common stock of Virtual Observer, formerly Coordinated Systems, Inc., for cash consideration of approximately $32.2 million, subject to adjustment, pursuant to a stock purchase agreement by and among the Company and Robert H. Hutcheon, David R. Brower and Daniel J. McGrail, dated January 15, 2020. This acquisition, was accounted for as a business combination, is intended to expand the Company's portfolio to include a cloud-based Workforce Optimization ("WFO") offering as a complement to its ongoing strategic partnerships with leading WFO providers.

The excess of the purchase price over identifiable intangible assets and net tangible assets in the amount of $22.6 million was allocated to goodwill, which is not deductible for tax purposes. The fair values assigned to assets acquired and liabilities assumed are based on management’s best estimates and assumptions as of the reporting date and are considered final. The following table presents the final allocation of the purchase price at the acquisition date (in thousands):

Cash	$	168
Tangible assets acquired		200
Acquired technology		12,200
Customer relationships		500
Trade name and trademarks		100
Goodwill		22,646
Total assets acquired		35,814
Deferred tax liability		(2,910)
Liabilities assumed		(682)
Total	$	32,222

The acquired technology, customer relationships, and trade name and trademarks will be amortized on a straight-line basis over their estimated useful lives of five years, five years, and two years, respectively. The Company used the income approach to estimate the fair value of intangible assets acquired.

In connection with this acquisition, the Company incurred total acquisition-related transaction costs of $0.9 million and $0.3 million in 2020 and 2019, respectively, that have been expensed as incurred and included in general and administrative expenses in the condensed consolidated statements of operations and comprehensive loss.

The results of operations of this acquisition are included in the accompanying condensed consolidated statements of operations from the date of acquisition.

14. Subsequent event

On July 16, 2021, the Company entered into the Merger Agreement. The Merger Agreement provides for the merger of Merger Sub with and into the Company, with the Company continuing as the surviving corporation and as a wholly owned subsidiary of Zoom.

Subject to the terms and conditions of the Merger Agreement, each issued and outstanding share of the Company’s common stock will be cancelled and automatically converted into the right to receive 0.5533 shares of class A common stock, par value $0.001 per share of Zoom (“Zoom Class A Common Stock”) (with cash being paid, without interest and less applicable withholding taxes, in lieu of any fractional shares of Zoom Class A Common Stock). The shares of Zoom Class A Common Stock to be issued in connection with the Merger will be listed on The Nasdaq Global Select Market ("Nasdaq"). The Merger is intended to qualify as a reorganization for U.S. federal income tax purposes. As a result of the Merger, the Company will cease to be a publicly traded company.

The Merger Agreement contains customary representations, warranties and covenants. Under the terms of the Merger Agreement, the completion of the Merger is subject to certain customary closing conditions, including, among others: (i) the approval of the Company's stockholders; (ii) the approval for listing on Nasdaq of the Zoom Class A Common Stock to be issued in the Merger; (iii) the effectiveness of a registration statement on Form S-4 filed by Zoom registering the Zoom Class A Common Stock to be issued in connection with the Merger; (iv) the accuracy of the parties' respective representations and warranties in the Merger Agreement, subject to specified materiality qualifications; (v) compliance by the parties with their respective covenants in the Merger Agreement in all material respects; (vi) the receipt of various domestic and foreign regulatory approvals; (vii) the receipt by each party of opinions to the effect that the Merger will qualify as a reorganization for U.S. federal income tax purposes; and (viii) the absence of a material adverse effect with respect to the Company and its subsidiaries on or after the date of the Merger Agreement that is continuing as of immediately prior to the closing. The Mergers are anticipated to close in the first half of the 2022 calendar year, subject to stockholder approval, receipt of required regulatory approvals, and other customary closing conditions. The Company cannot predict with certainty, however, whether and when all of the required closing conditions will be satisfied or if the Merger will close.

Each of the Company and Zoom may terminate the Merger Agreement under certain specified circumstances, including if (i) the Merger is not consummated on or before January 16, 2022, subject to two extensions of three months each in order to obtain required regulatory (including telecommunications-related) approvals and one additional extension of three months in order to obtain certain required telecommunications-related approvals, (ii) the approval of the Company's stockholders is not obtained, and (iii) the Company's Board of Directors makes an adverse recommendation change with respect to the proposed transaction or terminates the Merger Agreement to enter into a superior acquisition proposal. In certain circumstances in connection with the termination of the Merger Agreement, including if the Company's Board of Directors changes or withdraws its recommendation of the Merger to its stockholders or terminates the Merger Agreement to enter into an agreement with respect to a superior acquisition proposal, the Company will be required to pay Zoom a termination fee of $450 million in cash.

The foregoing summary of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, which is filed as Exhibit 2.1 of the Company's Current Report on Form 8-K filed on July 19, 2021 and incorporated by reference herein.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2020.

Overview

We are a pioneer and leading provider of intelligent cloud software for contact centers, facilitating more than seven billion call minutes between our more than 2,000 clients and their customers per year. We believe we achieved this leadership position through our expertise and technology, which has empowered us to help organizations of all sizes transition from legacy on-premise contact center systems to our cloud solution. Our solution, comprised of our Virtual Contact Center, or VCC, cloud platform and applications, allows simultaneous management and optimization of customer interactions across voice, chat, email, web, social media and mobile channels, either directly or through our application programming interfaces, or APIs. Our VCC cloud platform matches each customer interaction with an appropriate agent resource and delivers relevant customer data to the agent in real-time through integrations with adjacent enterprise applications, such as customer relationship management, or CRM, software, to optimize the customer experience and improve agent productivity. Unlike legacy on-premise contact center systems, our solution requires minimal up-front investment, can be rapidly deployed and adjusted depending on our client's requirements.

Since founding our business in 2001, we have focused exclusively on delivering cloud contact center software. We initially targeted smaller contact center opportunities with our telesales team and, over time, invested in expanding the breadth and depth of the functionality of our cloud platform to meet the evolving requirements of our clients. In 2009, we made a strategic decision to expand our market opportunity to include larger contact centers. This decision drove further investments in research and development and the establishment of our field sales team to meet the requirements of these larger contact centers. We believe this shift has helped us diversify our client base, while significantly enhancing our opportunity for future revenue growth. To complement these efforts, we have also focused on building client awareness and driving adoption of our solution through marketing activities, which include internet advertising, digital marketing campaigns, social media, trade shows, industry events, telemarketing and out of home campaigns.

We provide our solution through a SaaS business model with recurring subscriptions. We offer a comprehensive suite of applications delivered on our VCC cloud platform that are designed to enable our clients to manage and optimize interactions across inbound and outbound contact centers. We primarily generate revenue by selling subscriptions and related usage of our VCC cloud platform. We charge our clients monthly subscription fees for access to our solution, primarily based on the number of agent seats, as well as the specific functionalities and applications our clients deploy. We define agent seats as the maximum number of named agents allowed to concurrently access our solution. Our clients typically have more named agents than agent seats, and multiple named agents may use an agent seat, though not simultaneously. Substantially all of our clients purchase both subscriptions and related telephony usage from us. A small percentage of our clients subscribe to our platform but purchase telephony usage directly from wholesale telecommunications service providers. We do not sell telephony usage on a stand-alone basis to any client. The related usage fees are based on the volume of minutes for inbound and outbound interactions. We also offer bundled plans, generally for smaller deployments, where the client is charged a single monthly fixed fee per agent seat that includes both subscription and unlimited usage in the contiguous 48 states and, in some cases, Canada. We offer monthly, annual and multiple-year contracts to our clients, generally with 30 days' notice required for reductions in the number of agent seats. Increases in the number of agent seats can be provisioned almost immediately. Our clients, therefore, are able to adjust the number of agent seats used to meet their changing contact center volume needs. Our larger clients typically choose annual contracts, which generally include an implementation and ramp period of several months. Fixed subscription fees, including bundled plans, are generally billed monthly in advance, while related usage fees are billed in arrears. For each of the three and six months ended June 30, 2021, subscription and related usage fees accounted for 92% of our revenue. For the three and six months ended June 30, 2020 subscription and related usage fees accounted for 92% and 91%, respectively, of our revenue. The remainder was comprised of professional services revenue from the implementation and optimization of our solution.

Proposed Merger with Zoom

On July 16, 2021, we entered into the Merger Agreement. The Merger Agreement provides for the merger of Merger Sub with and into our company, with our company surviving the Merger and continuing as a wholly owned subsidiary of Zoom.

Subject to the terms and conditions of the Merger Agreement, each issued and outstanding share of our common stock will be cancelled and automatically converted into the right to receive 0.5533 shares of Zoom Class A Common Stock (with cash being paid, without interest and less applicable withholding taxes, in lieu of any fractional shares of Zoom Class A Common Stock). The shares of Zoom Class A Common Stock to be issued in connection with the Merger will be listed on Nasdaq. The Merger is intended to qualify as a reorganization for U.S. federal income tax purposes. As a result of the Merger, we will cease to be a publicly traded company.

The Merger Agreement contains customary representations, warranties and covenants.. Under the terms of the Merger Agreement, the completion of the Merger is subject to certain customary closing conditions, including, among others: (i) the approval of the Company’s stockholders; (ii) the approval for listing on Nasdaq of the Zoom Class A Common Stock to be issued in the Merger; (iii) the effectiveness of a registration statement on Form S-4 filed by Zoom registering the Zoom Class A Common Stock to be issued in connection with the Merger; (iv) the accuracy of the parties’ respective representations and warranties in the Merger Agreement, subject to specified materiality qualifications; (v) compliance by the parties with their respective covenants in the Merger Agreement in all material respects; (vi) the receipt of various domestic and foreign regulatory approvals; (vii) the receipt by each party of opinions to the effect that the Merger will qualify as a reorganization for U.S. federal income tax purposes; and (viii) the absence of a material adverse effect with respect to the Company and its subsidiaries on or after the date of the Merger Agreement that is continuing as of immediately prior to the closing. The Mergers are anticipated to close in the first half of the 2022 calendar year, subject to stockholder approval, receipt of required regulatory approvals, and other customary closing conditions. The Company cannot predict with certainty, however, whether and when all of the required closing conditions will be satisfied or if the Merger will close.

Each of us and Zoom may terminate the Merger Agreement under certain specified circumstances, including if (i) the Merger is not consummated on or before January 16, 2022, subject to two extensions of three months each in order to obtain required regulatory (including telecommunications-related) approvals and one additional extension of three months in order to obtain certain required telecommunications-related approvals, (ii) the approval of our stockholders is not obtained, and (iii) our Board of Directors makes an adverse recommendation change with respect to the proposed transaction or terminates the Merger Agreement to enter into a superior acquisition proposal. In certain circumstances in connection with the termination of the Merger Agreement, including if our Board of Directors changes or withdraws its recommendation of the Merger to its stockholders or terminates the Merger Agreement to enter into an agreement with respect to a superior acquisition proposal, we will be required to pay Zoom a termination fee of $450 million in cash.

The foregoing summary of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, which is filed as Exhibit 2.1 of our Current Report on Form 8-K filed on July 19, 2021 and incorporated by reference herein.

Effects of COVID-19

In December 2019, a novel coronavirus disease known as COVID-19 was reported and on March 11, 2020, the World Health Organization, or WHO, characterized COVID-19 as a pandemic. This pandemic has resulted in a widespread health crisis that has significantly harmed the U.S. and global economies and caused significant fluctuation in financial markets, including those on which our common stock and our convertible senior notes trade, and may impact demand for our solution.

In accordance with the various social distancing and other office closure orders and recommendations of applicable government agencies, all of our employees transitioned to work-from-home operations and we canceled all business travel by our employees except where necessary and properly authorized, which changed how we operate our business. Our clients and business partners also continue to be subject to various and changing social distancing and office closure orders and recommendations and travel restrictions and prohibitions, which have changed the way we interact with our clients and business partners. Recently, we have re-opened our U.S. offices for employees to voluntarily return, subject to capacity restrictions and applicable government regulations. Appropriate measures are being taken to protect the health of employees who return to the office. We have also reinstated business travel on a voluntary basis and subject to prior approval.

COVID-19 had a moderately positive impact on our 2020 and three and six months ended June 30, 2021 financial results due to the shift from brick-and-mortar to virtual. The severity and duration of the COVID-19 pandemic, and its impact on the U.S. and global economy remains uncertain, but we believe that there may be a continuing net benefit to us longer term.

Key GAAP Operating Results

Our revenue increased to $143.8 million and $281.7 million for the three and six months ended June 30, 2021 from $99.8 million and $194.9 million for the three and six months ended June 30, 2020. Revenue growth was primarily attributable to our larger clients, driven by an increase in our sales and marketing activities and our improved brand awareness. For each of the three and six months ended June 30, 2021 and 2020, no single client accounted for more than 10% of our total revenue. As of June 30, 2021, we had over 2,000 clients across multiple industries. Our clients' subscriptions generally range in size from fewer than 10 agent seats to approximately 4,000 agent seats. We had a net loss of $16.5 million and $28.9 million in the three and six months ended June 30, 2021, compared to a net loss of $16.1 million and $23.5 million in the three and six months ended June 30, 2020.

We have continued to make significant expenditures and investments, including in sales and marketing, research and development and infrastructure. We primarily evaluate the success of our business based on revenue growth and the efficiency and effectiveness of our investments. The growth of our business and our future success depend on many factors, including our ability to continue to expand our base of larger clients, grow revenue from our existing client base, innovate and expand internationally. While these areas represent significant opportunities for us, they also pose risks and challenges that we must successfully address in order to sustain the growth of our business and improve our operating results, including the impact of the COVID-19 pandemic.

Due to our continuing investments to grow our business, increase our sales and marketing efforts, pursue new opportunities, enhance our solution and build our technology, we expect our cost of revenue and operating expenses to increase in absolute dollars in the long term. However, we expect cost of revenue and certain operating expenses to fluctuate as a percentage of revenue in the near term taking into consideration the impact of COVID-19 and the macroeconomic environment.

Key Operating and Non-GAAP Financial Performance Metrics

In addition to measures of financial performance presented in our condensed consolidated financial statements, we monitor the key metrics set forth below to help us evaluate growth trends, establish budgets, measure the effectiveness of our sales and marketing efforts and assess operational efficiencies.

Annual Dollar-Based Retention Rate

We believe that our Annual Dollar-Based Retention Rate provides insight into our ability to retain and grow revenue from our clients, and is a measure of the long-term value of our client relationships. Starting with the fourth quarter of 2020, we revised our Annual Dollar-Based Retention Rate calculation to be based on Net Revenue, rather than Net Invoicing. Our Annual Dollar-Based Retention Rate is calculated by dividing our Retained Net Revenue by our Retention Base Net Revenue on a monthly basis, which we then average using the rates for the trailing twelve months for the period being presented. We define Retention Base Net Revenue as recurring net revenue from all clients in the comparable prior year period, and we define Retained Net Revenue as recurring net revenue from that same group of clients in the current period. We define recurring net revenue as net subscription and related usage revenue.

The following table shows our Annual Dollar-Based Retention Rate based on Net Revenue for the periods presented:

	Twelve Months Ended	
	June 30, 2021	June 30, 2020
Annual Dollar-Based Retention Rate	123%	111%

Our Dollar-Based Retention Rate improved year-over-year primarily due to our larger clients increasing their number of agent seats.

Adjusted EBITDA

We monitor adjusted EBITDA, a non-GAAP financial measure, to analyze our financial results and believe that it is useful to investors, as a supplement to U.S. GAAP measures, in evaluating our ongoing operational performance and enhancing an overall understanding of our past financial performance. We believe that adjusted EBITDA helps illustrate underlying trends in our business that could otherwise be masked by the effect of the income or expenses that we exclude from adjusted EBITDA. Furthermore, we use this measure to establish budgets and operational goals for managing our business and evaluating our performance. We also believe that adjusted EBITDA provides an additional tool for investors to use in comparing our recurring core business operating results over multiple periods with other companies in our industry.

Adjusted EBITDA should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with U.S. GAAP, and our calculation of adjusted EBITDA may differ from that of other companies in our industry. We compensate for the inherent limitations associated with using adjusted EBITDA through disclosure of these limitations, presentation of our financial statements in accordance with U.S. GAAP and reconciliation of adjusted EBITDA to the most directly comparable U.S. GAAP measure, net loss. We calculate adjusted EBITDA as net loss before (1) depreciation and amortization, (2) stock-based compensation, (3) interest income, expense and other, (4) loss on early extinguishment of debt, (5) acquisition-related transaction costs and one-time integration costs, (6) COVID-19 relief bonus for employees, (7) contingent consideration expense, (8) (benefit from) provision for income taxes, and (9) other items that do not directly affect what we consider to be our core operating performance.

The following table shows a reconciliation of net loss to adjusted EBITDA for the periods presented (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Net loss	$ (16,530)	$ (16,052)	$ (28,862)	$ (23,489)
Non-GAAP adjustments:				
Depreciation and amortization (1)	9,651	6,243	18,414	11,213
Stock-based compensation (2)	24,901	16,791	45,809	30,585
Interest expense	2,118	5,734	4,056	9,218
Loss on early extinguishment of debt	—	5,794	—	5,794
Other expense and interest (income)	353	(829)	178	(1,901)
Acquisition-related transaction costs and one-time integration costs	973	1,637	2,067	1,966
COVID-19 relief bonus for employees	—	1,817	—	1,817
Contingent consideration expense	2,700	—	5,200	—
Benefit from income taxes	(135)	(2,876)	(652)	(2,807)
Adjusted EBITDA	$ 24,031	$ 18,259	$ 46,210	$ 32,396

(1) Depreciation and amortization expenses included in our results of operations are as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Cost of revenue	$ 7,825	$ 5,120	$ 14,912	$ 9,060
Research and development	729	497	1,325	963
Sales and marketing	1	2	2	3
General and administrative	1,096	624	2,175	1,187
Total depreciation and amortization	$ 9,651	$ 6,243	$ 18,414	$ 11,213

(2) See Note 7 to the condensed consolidated financial statements for stock-based compensation expense included in our results of operations for the periods presented.

Key Components of Our Results of Operations

Revenue

Our revenue consists of subscription and related usage as well as professional services. We consider our subscription and related usage to be recurring revenue. This recurring revenue includes fixed subscription fees for the delivery and support of our VCC cloud platform, as well as related usage fees. The related usage fees are generally based on the volume of minutes for inbound and outbound client interactions. We also offer bundled plans, generally for smaller deployments, where the client is charged a single monthly fixed fee per agent seat that includes both subscription and unlimited usage in the contiguous 48 states and, in some cases, Canada. We offer monthly, annual and multiple-year contracts for our clients, generally with 30 days' notice required for reductions in the number of agent seats. Increases in the number of agent seats can be provisioned almost immediately. Our clients, therefore, are able to adjust the number of agent seats used to meet their changing contact center volume needs. Our larger clients typically choose annual contracts, which generally include an implementation and ramp period of several months.

Fixed subscription fees, including plans with bundled usage, are generally billed monthly in advance, while variable usage fees are billed in arrears. Fixed subscription fees are recognized on a straight-line basis over the applicable term, which is predominantly the monthly contractual billing period. Support activities include technical assistance for our solution and upgrades and enhancements on a when and if available basis, which are not billed separately. Variable subscription related usage fees for non-bundled plans are billed in arrears based on client-specific per minute rate plans and are recognized as actual usage occurs. We generally require advance deposits from clients based on estimated usage. All fees, except usage deposits, are non-refundable.

In addition, we generate professional services revenue from assisting clients in implementing our solution and optimizing use. These services include application configuration, system integration and education and training services. Professional services are primarily billed on a fixed-fee basis and are typically performed by us directly. In limited cases, our clients choose to perform these services themselves or engage their own third-party service providers to perform such services. Professional services are recognized as the services are performed using the proportional performance method, with performance measured based on labor hours, provided all other criteria for revenue recognition are met.

Cost of Revenue

Our cost of revenue consists primarily of personnel costs, including stock-based compensation, fees that we pay to telecommunications providers for usage, Universal Service Fund, or USF, contributions and other regulatory costs, depreciation and related expenses of the servers and equipment, costs to build out and maintain co-location data centers, costs of public cloud-based data centers, allocated office and facility costs and amortization of acquired technology. Cost of revenue can fluctuate based on a number of factors, including the fees we pay to telecommunications providers, which vary depending on our clients' usage of our VCC cloud platform, the timing of capital expenditures and related depreciation charges and changes in headcount. We expect to continue investing in our network infrastructure and operations and client support function to maintain high quality and availability of services, which investments will result in absolute dollar increases in cost of revenue but percentage of revenue declines in the long-term through economies of scale. In the near-term, however, we expect cost of revenue to increase both in absolute dollars and as a percentage of revenue, primarily due to increased investments in public cloud.

Operating Expenses

We classify our operating expenses as research and development, sales and marketing, and general and administrative expenses.

Research and Development. Our research and development expenses consist primarily of salary and related expenses, including stock-based compensation, for personnel related to the development of improvements and expanded features for our services, as well as quality assurance, testing, product management and allocated overhead. We expense research and development expenses as they are incurred except for internal use software development costs that qualify for capitalization. We believe that continued investment in our solution is important for our future growth, and we expect our research and development expenses to increase in absolute dollars and as a percentage of revenue in the near term and fluctuating in the longer term.

Sales and Marketing. Sales and marketing expenses consist primarily of salaries and related expenses, including stock-based compensation, for personnel in sales and marketing, sales commissions, as well as advertising, marketing, corporate communications, travel costs and allocated overhead. We believe it is important to continue investing in sales and marketing to continue to generate revenue growth, and we expect sales and marketing expenses to increase in absolute dollars over the long term and fluctuate as a percentage of revenue as we continue to support our growth initiatives.

General and Administrative. General and administrative expenses consist primarily of salary and related expenses, including stock-based compensation, for management, finance and accounting, legal, information systems and human resources personnel, professional fees, compliance costs, other corporate expenses and allocated overhead. We expect that general and administrative expenses will fluctuate in absolute dollars and as a percentage of revenue in the near term, but to increase in absolute dollars and decline as a percentage of revenue over time.

Results of Operations for the Three and Six Months Ended June 30, 2021 and 2020

Based on the condensed consolidated statements of operations and comprehensive loss set forth in this Quarterly Report on Form 10-Q, the following table sets forth our operating results as a percentage of revenue for the periods indicated:

	Three Months Ended		Six Months Ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Revenue	100 %	100 %	100 %	100 %
Cost of revenue	45 %	43 %	44 %	42 %
Gross profit	55 %	57 %	56 %	58 %
Operating expenses:				
Research and development	17 %	17 %	17 %	17 %
Sales and marketing	32 %	32 %	32 %	32 %
General and administrative	16 %	16 %	16 %	16 %
Total operating expenses	65 %	65 %	65 %	65 %
Loss from operations	(10) %	(8) %	(9) %	(7) %
Other (expense) income, net:				
Interest expense	(1) %	(6) %	(1) %	(5) %
Loss on early extinguishment of debt	— %	(6) %	— %	(3) %
Other (expense) and interest income	(1) %	1 %	— %	2 %
Total other (expense) income, net	(2) %	(11) %	(1) %	(6) %
Loss before income taxes	(12) %	(19) %	(10) %	(13) %
Benefit from income taxes	(1) %	(3) %	— %	(1) %
Net loss	(11) %	(16) %	(10) %	(12) %

Revenue

	Three Months Ended				Six Months Ended			
	June 30, 2021	June 30, 2020	$ Change	% Change	June 30, 2021	June 30, 2020	$ Change	% Change
	(in thousands, except percentages)							
Revenue	$ 143,782	$ 99,792	$ 43,990	44 %	$ 281,664	$ 194,880	$ 86,784	45 %

The increase in revenue for the three and six months ended June 30, 2021 compared to the same periods of 2020 was primarily attributable to our larger clients, driven by an increase in our sales and marketing activities and our improved brand awareness.

Cost of Revenue

	Three Months Ended				Six Months Ended			
	June 30, 2021	June 30, 2020	$ Change	% Change	June 30, 2021	June 30, 2020	$ Change	% Change
	(in thousands, except percentages)							
Cost of revenue	$ 64,395	$ 42,453	$ 21,942	52 %	$ 124,198	$ 82,490	$ 41,708	51 %
% of Revenue	45 %	43 %			44%	42%		

The increase in cost of revenue for the three and six months ended June 30, 2021 compared to the same periods of 2020 was primarily due to a $5.2 million and $12.6 million increase in personnel costs, including stock-based compensation costs, driven mainly by increased headcount and a higher fair value of employee equity awards due primarily to our increased stock price, a $5.7 million and $10.0 million increase in depreciation, data center and public cloud costs to support our growing capacity needs, a $4.9 million and $7.3 million increase in third-party hosted software costs driven by increased client activities, a $3.3 million and $7.0 million increase in USF contributions and other federal telecommunication service fees due primarily to increased client usage and an increase in the USF contribution rate, a $1.2 million and $3.1 million increase in amortization expense due to the acquisitions of Virtual Observer in April 2020 and Inference in November 2020, and a $0.1 million and $1.8 million increase in office, facilities and related costs.

Gross Profit

	Three Months Ended				Six Months Ended			
	June 30, 2021	June 30, 2020	$ Change	% Change	June 30, 2021	June 30, 2020	$ Change	% Change
	(in thousands, except percentages)							
Gross profit	$ 79,387	$ 57,339	$ 22,048	38 %	$157,466	$112,390	$45,076	40%
% of Revenue	55 %	57 %			56%	58%		

The increase in gross profit for the three and six months ended June 30, 2021 compared to the same periods of 2020 was primarily due to increases in subscription and related revenues. The decrease in gross margin for the three and six months ended June 30, 2021, compared to the same periods of 2020, was primarily due to the increase in depreciation, data center and public cloud costs to support our growing capacity needs, the increase in amortization expense from the acquisition of certain intangible assets from Virtual Observer and Inference, and from an increase in stock-based compensation costs, driven by increased headcount and a higher fair value of employee equity awards primarily due to our increased stock price.

Operating Expenses

Research and Development

	Three Months Ended				Six Months Ended			
	June 30, 2021	June 30, 2020	$ Change	% Change	June 30, 2021	June 30, 2020	$ Change	% Change
	(in thousands, except percentages)							
Research and development	$ 24,648	$ 17,208	$ 7,440	43 %	$46,769	$32,397	$14,372	44%
% of Revenue	17 %	17 %			17%	17%		

The increase in research and development expenses for the three and six months ended June 30, 2021 compared to the same periods of 2020 was primarily due to a $6.1 million and $11.8 million increase in personnel-related costs including stock-based compensation costs, driven mainly by increased headcount and a higher fair value of employee equity awards due primarily to our increased stock price, and a $0.4 million and $0.8 million increase in office, facilities and related costs.

Sales and Marketing

	Three Months Ended				Six Months Ended			
	June 30, 2021	June 30, 2020	$ Change	% Change	June 30, 2021	June 30, 2020	$ Change	% Change
	(in thousands, except percentages)							
Sales and marketing	$ 46,024	$ 32,231	$ 13,793	43 %	$90,823	$62,391	$28,432	46%
% of Revenue	32 %	32 %			32%	32%		

The increase in sales and marketing expenses for the three and six months ended June 30, 2021 compared to the same periods of 2020 was primarily due to a $9.1 million and $18.2 million increase in personnel-related costs, including stock-based compensation costs driven mainly by increased headcount and higher fair value equity awards due primarily to our increased stock price, a $1.9 million and $3.7 million increase in sales commission expenses driven by the growth in sales and bookings of our solution, and a $0.9 million and $2.1 million increase in facilities and related costs. The remaining net increase in sales and marketing expenses was primarily due to the execution of our growth strategy to acquire new clients, increase the number of agent seats within our existing client base, and increased advertising and other marketing expenses to increase our brand awareness.

General and Administrative

	Three Months Ended				Six Months Ended			
	June 30, 2021	June 30, 2020	$ Change	% Change	June 30, 2021	June 30, 2020	$ Change	% Change
	(in thousands, except percentages)							
General and administrative	$ 22,909	$ 16,129	$ 6,780	42 %	$45,154	$30,787	$14,367	47%
% of Revenue	16 %	16 %			16%	16%		

The increase in general and administrative expenses for the three and six months ended June 30, 2021 compared to the same periods of 2020 was primarily due to a $3.7 million and $7.6 million increase in personnel costs including stock-based compensation costs, driven mainly by increased headcount and a higher fair value of equity awards due primarily to our increased stock price, a $2.7 million and $5.2 million increase in contingent consideration expense from the Inference acquisition, and a $0.2 million and $1.3 million increase in legal and other professional service costs mainly related to our corporate activities.

Other (Expense) Income, Net

	Three Months Ended				Six Months Ended			
	June 30, 2021	June 30, 2020	$ Change	% Change	June 30, 2021	June 30, 2020	$ Change	% Change
	(in thousands, except percentages)							
Interest expense	$ (2,118)	$ (5,734)	$ 3,616	(63)%	$ (4,056)	$ (9,218)	$ 5,162	(56)%
Loss on early extinguishment of debt	—	(5,794)	$ 5,794	(100)%	—	(5,794)	$ 5,794	(100)%
Other (expense) and interest income	(353)	829	(1,182)	(143)%	(178)	1,901	(2,079)	(109)%
Total other (expense) income, net	$ (2,471)	$ (10,699)	$ 8,228	(77)%	$ (4,234)	$ (13,111)	$ 8,877	(68)%
% of Revenue	(2)%	(11)%			(1)%	(6)%		

The decrease in interest expense for the three and six months ended June 30, 2021, compared to the same periods of 2020, was primarily due to our adoption of ASU 2020-06, which resulted in the elimination of the debt discounts that were amortized to interest expense over the contractual term of the convertible senior notes prior to January 1, 2021, and due to the 2023 Note Repurchase Transactions and other 2023 convertible senior note settlements, which resulted in the decrease in contractual interest expense due to the reduction in the aggregate outstanding principal amount of our 2023 convertible senior notes. The decrease in interest expense was offset in part by the increase in contractual interest expense due to the issuance of the 2025 convertible senior notes in May and June 2020. See Note 6 to the condensed consolidated financial statements for further details.

The decrease in other (expense) and interest income for the three and six months ended June 30, 2021, compared to the same periods of 2020, was primarily from lower interest income on our marketable investments.

Liquidity and Capital Resources

To date, we have financed our operations primarily through sales of our solution, net proceeds from our equity and debt financings, including the issuance of our 2025 convertible senior notes in May and June 2020 and of our 2023 convertible senior notes in May 2018, and lease facilities. As of June 30, 2021, we had $529.5 million in working capital, which included $175.2 million in cash and cash equivalents and $463.7 million in short-term and long-term marketable investments.

In May and June 2020, we issued $747.5 million aggregate principal amount of our 2025 convertible senior notes in a private offering. The 2025 convertible senior notes mature on June 1, 2025 and are our senior unsecured obligations. The 2025 convertible senior notes bear interest at a fixed rate of 0.50% per annum, payable semiannually in arrears on June 1 and December 1 of each year, beginning December 1, 2020. In addition, under the terms of the 2025 convertible senior notes, we are obligated to pay additional interest on the 2025 convertible senior notes at a rate equal to 0.500% per annum for the period from June 13, 2021 through July 8, 2021, after which such additional interest is no longer payable. The total net proceeds from the offering, after deducting initial purchasers' discounts and commissions and estimated debt issuance costs, were approximately $728.8 million. In May 2018, we issued $258.8 million aggregate principal amount of our 2023 convertible senior notes in a private offering. The 2023 convertible senior notes mature on May 1, 2023 and are our senior unsecured obligations. The 2023 convertible senior notes bear interest at a fixed rate of 0.125% per annum, payable semiannually in arrears on May 1 and November 1 of each year. The total net proceeds from the offering, after deducting the initial purchasers' discounts and estimated debt issuance costs, were approximately $250.8 million. As of June 30, 2021, after giving effect to the 2023 Note Repurchase Transactions and other settlements upon conversion requests, approximately $41.3 million aggregate principal amount of 2023 convertible senior notes remained outstanding. For additional information regarding the convertible senior notes and related transactions, see Note 6 to the condensed consolidated financial statements included in this report.

We believe our existing cash and cash equivalents will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months. Our future capital requirements will depend on many factors including our growth rate, continuing market acceptance of our solution, client retention, our ability to gain new clients, the timing and extent of spending to support research and development efforts, the outcome of any pending or future litigation or other claims by third parties or governmental entities, the expansion of sales and marketing activities and personnel, the introduction of new and enhanced offerings, and the impact of the COVID-19 pandemic on these or other factors. We may also acquire or invest in complementary businesses, technologies and intellectual property rights, which may increase our use of cash and future capital requirements, both to pay acquisition costs and to support our combined operations. We may raise additional capital through equity or engage in debt financings at any time to fund these or other requirements. However, we may not be able to raise additional capital through equity or debt financings when needed on terms acceptable to us or at all, depending on our financial performance, market conditions and other factors, including the length and severity of the impact of the COVID-19 pandemic on general economic conditions and potential future impacts on the financial markets. If we are unable to raise additional capital as needed, our business, operating results and financial condition could be harmed. In addition, if our operating performance during the next twelve months is below our expectations, our liquidity and ability to operate our business also could be harmed.

If we raise additional funds by issuing equity or equity-linked securities, the ownership of our existing stockholders would be diluted. If we raise additional funds through the incurrence of additional indebtedness, we will be subject to increased debt service obligations and could also be subject to restrictive covenants and other operating restrictions that could negatively impact our ability to operate our business.

Under the terms of the Merger Agreement, we have agreed to various covenants and agreements, including, among others, agreements to conduct our business in the ordinary course during the period between the execution of the Merger Agreement and the effective time of the Merger. Outside of certain limited exceptions, we may not take, authorize, commit, resolve, or agree to do certain actions without Zoom's consent, including: acquiring businesses and disposing of significant assets, making capital expenditures in excess of those as set forth in a capital budget provided to Zoom prior to execution of the Merger Agreement, issuing additional capital stock or securities convertible into capital stock, or incurring additional indebtedness. We do not believe these restrictions will prevent us from meeting our ongoing operating expenses, working capital needs, or capital expenditure requirements.

Cash Flows

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

	Six Months Ended	
	June 30, 2021	June 30, 2020
Net cash provided by operating activities	$ 25,157	$ 25,159
Net cash used in investing activities	(61,500)	(336,353)
Net cash (used in) provided by financing activities	(8,830)	466,453
Net (decrease) increase in cash and cash equivalents	$ (45,173)	$ 155,259

Cash Flows from Operating Activities

Cash provided by operating activities is primarily influenced by our personnel-related expenditures, data center and telecommunications carrier costs, office and facility related costs, USF contributions and other regulatory costs and the amount and timing of client payments. If we continue to improve our financial results, we expect net cash provided by operating activities to increase. Our largest source of operating cash inflows is cash collections from our clients for subscription and related usage services. Payments from clients for these services are typically received monthly.

Net cash provided by operating activities was $25.2 million during the six months ended June 30, 2021. Net cash provided by operating activities resulted from our net loss of $28.9 million adjusted for non-cash items of $91.4 million, primarily consisting of $45.8 million of stock-based compensation, $18.4 million of depreciation and amortization, $11.5 million of amortization of commission costs, $5.2 million of contingent consideration expense and $2.0 million of amortization of issuance costs on our convertible senior notes, offset by use of cash for operating assets and liabilities of $(37.4) million primarily due to the timing of cash payments to vendors and cash receipts from customers.

Net cash provided by operating activities was $25.2 million during the six months ended June 30, 2020. Net cash provided by operating activities resulted from our net loss of $23.5 million adjusted for non-cash items of $64.4 million, primarily consisting of $30.6 million of stock-based compensation, $11.2 million of depreciation and amortization, $8.6 million of amortization of discount and issuance costs on our convertible senior notes, $7.3 million of amortization of commission costs, and $5.8 million of loss from the early extinguishment of our 2023 convertible senior notes, offset by use of cash for operating assets and liabilities of $15.8 million primarily due to the time of cash payments to vendors and cash receipts from customers.

Cash Flows from Investing Activities

Net cash used in investing activities of $(61.5) million in the six months ended June 30, 2021 was comprised of $325.6 million related to purchases of marketable investments and $19.5 million in capital expenditures, offset in part by $283.6 million related to cash proceeds from maturities of marketable investments.

Net cash used in investing activities of $336.4 million in the six months ended June 30, 2020 was comprised of $460.9 million related to purchases of marketable investments, $28.3 million, net of cash acquired, in connection with the acquisition of Virtual Observer, and $14.9 million in capital expenditures, offset in part by $167.9 million related to cash proceeds from maturities of marketable investments.

Cash Flows from Financing Activities

Net cash used in financing activities of $(8.8) million in the six months ended June 30, 2021 related to $17.6 million of cash paid in connection with other 2023 convertible senior note settlements, $3.2 million holdback payment related to the Virtual Observer acquisition and $0.6 million of payments related to finance leases, partially offset by $8.1 million from the sale of common stock under our employee stock purchase plan, and cash proceeds of $4.4 million from exercise of stock options.

Net cash provided by financing activities of $466.5 million in the six months ended June 30, 2020 related to net cash proceeds of $728.8 million from the issuance of the 2025 convertible senior notes, net of initial purchasers' discounts and commissions and estimated debt issuance costs, cash proceeds of $6.1 million from exercise of stock options, and $5.7 million from the sale of common stock under our employee stock purchase plan, partially offset by $181.5 million of cash paid in connection with the 2023 Note Repurchase Transactions, $90.5 million of cash paid in connection with the 2025 Capped Call Transactions and $2.2 million of payments related to finance leases.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe our critical accounting policies involve the greatest degree of judgment and complexity and have the greatest potential impact on our condensed consolidated financial statements.

Revenue Recognition

Revenue is recognized when control of the promised services is transferred to customers, in an amount that reflects the consideration that we expect to receive in exchange for those services. We generate all of our revenue from contracts with customers. In contracts with multiple performance obligations, we identify each performance obligation and evaluate whether the performance obligations are distinct within the context of the contract at contract inception. Performance obligations that are not distinct at contract inception are combined. We allocate the transaction price to each distinct performance obligation proportionately based on the estimated standalone selling price for each performance obligation. We then look to how services are transferred to the customer in order to determine the timing of revenue recognition. Most services provided under our agreements result in the transfer of control over time.

Our revenue consists of subscription services and related usage as well as professional services. We charge clients subscription fees, usually billed on a monthly basis, for access to our VCC solution. The subscription fees are primarily based on the number of agent seats, as well as the specific VCC functionalities and applications deployed by the client. Agent seats are defined as the maximum number of named agents allowed to concurrently access our VCC cloud platform. Clients typically have more named agents than agent seats. Multiple named agents may use an agent seat, though not simultaneously. Substantially all of our clients purchase both subscriptions and related telephony usage. A small percentage of our clients subscribe to our platform but purchase telephony usage directly from a wholesale telecommunications service provider. We do not sell telephony usage on a stand-alone basis to any client. The related usage fees are based on the volume of minutes used for inbound and outbound client interactions. Revenue generated from telephony usage is presented in revenue and cost of sales on a gross basis, as we are the party that controls the service and are responsible for fulfilling the promise to provide the call service by diverting the calls to selected carriers. We also offer bundled plans, generally for smaller deployments, whereby the client is charged a single monthly fixed fee per agent seat that includes both subscription and unlimited usage in the contiguous 48 states and, in some cases, Canada. Professional services revenue is derived primarily from VCC implementations, including application configuration, system integration, optimization, education and training services. Clients are not permitted to take possession of our software.

We offer monthly, annual and multiple-year contracts to our clients, generally with 30 days’ notice required for reductions in the number of agent seats. Increases in the number of agent seats can be provisioned almost immediately. Our clients, therefore, are able to adjust the number of agent seats used to meet their changing contact center volume needs. Our larger clients typically choose annual contracts, which generally include an implementation and ramp period of several months. Fixed subscription fees, including bundled plans, are generally billed monthly in advance, while related usage fees are billed in arrears. Support activities include technical assistance for our solution and upgrades and enhancements to our VCC cloud platform on a when-and-if-available basis, which are not billed separately.

Professional services are primarily billed on a fixed-fee basis and are performed by us directly or, alternatively, clients may also choose to perform these services themselves or engage their own third-party service providers. Revenue for professional services is recognized over time, as services are performed.

The estimation of variable consideration for each performance obligation requires us to make subjective judgments. In the early stages of our larger contracts, in order to allocate the overall transaction fee on a relative stand-alone selling price basis to our multiple performance obligations, we estimate variable consideration to be included in the transaction fee to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. When services are included in the contract with the customer and are not sold at their stand-alone selling price, this requires us to estimate the number of seats the customer will use, especially during the initial ramp period of the contract, during which we bill under an ‘actual usage’ model for subscription-related services.

We recognize revenue on fixed fee professional services performance obligations based on the proportion of labor hours expended compared to the total hours expected to complete the related performance obligation.

The revenue recognition standards include guidance relating to any tax assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer and may include, but is not limited to, sales, use, value added and excise taxes. We record USF contributions and other regulatory costs on a gross basis in our condensed consolidated statements of operations and comprehensive loss and record surcharges and sales, use and excise taxes billed to our clients on a net basis. The cost of gross USF contributions payable to the USAC and suppliers is presented as a cost of revenue in the condensed consolidated statements of operations and comprehensive loss.

Business Combinations, Goodwill, and Acquisition-Related Intangible Assets

Accounting for business combinations requires us to make significant estimates and assumptions. We allocate the purchase consideration to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair value at the acquisition dates, with the excess recorded to goodwill. Critical estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows, expected asset lives, royalty rates, and discount rates. The amounts and useful lives assigned to acquisition-related intangible assets impact the amount and timing of future amortization expense. We use estimates, assumptions, and judgments when performing a goodwill impairment test or assessing the recoverability of acquisition-related finite-lived intangible assets. We test goodwill for impairment on an annual basis in the fourth quarter and more frequently if a significant event or circumstance indicates impairment, and assess the recoverability of acquisition-related intangible assets whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. We also evaluate the estimated remaining useful lives of acquisition-related intangible assets for changes in circumstances that warrant a revision to the remaining periods of amortization.

Recent Accounting Pronouncements

Refer to Note 1 of the notes to condensed consolidated financial statements included in this report.

Off-Balance Sheet Arrangements

As of June 30, 2021, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K, such as the use of unconsolidated subsidiaries, structured finance, special purpose entities or variable interest entities.

Contractual Obligations

Our principal contractual obligations consist of future payment obligations under our convertible senior notes, finance leases to finance data centers and other computer and networking equipment, operating leases for office facilities, cloud services agreement, and agreements with third parties to provide co-location hosting, telecommunication usage and equipment maintenance services. These commitments as of December 31, 2020 are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2020, and did not change materially during the six months ended June 30, 2021 except for certain hosting and telecommunications agreements, cloud service agreements, the convertible senior notes, the contingent consideration described in Note 3, and the operating leases described in Note 12 of the condensed consolidated financial statements.

As of June 30, 2021, our commitments under various hosting and telecommunications agreements for terms ranging up to 60 months totaled $11.8 million. These agreements require us to make monthly payments over the service term in exchange for certain network services.

In September 2020, we entered into a cloud services agreement for a term of three years and a total commitment of $12.5 million. As of June 30, 2021, the total remaining commitment was approximately $7.5 million, of which approximately $5.0 million and $2.5 million is expected to be paid for the remainder of 2021 and 2022, respectively. In June 2021, we entered into an additional cloud services agreement for a term of three years and a total commitment of $5.0 million, of which $1.1 million is expected to be paid in 2021, $1.7 million in 2022, and $2.2 million in 2023.

As of June 30, 2021, $788.8 million of aggregate principal amount of our convertible senior notes was outstanding. The 2023 convertible senior notes are due May 1, 2023 and the 2025 convertible senior notes are due June 1, 2025. For additional information regarding the convertible senior notes, see Note 6 to the condensed consolidated financial statements included in this report.

ITEM 3. Quantitative and Qualitative Disclosure about Market Risk

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in interest rates and foreign currency exchange rates. We do not hold or issue financial instruments for trading purposes. For a discussion of market risk, see “Quantitative and Qualitative Disclosure about Market Risk” in Item 7A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020. Our exposure to market risk has not changed materially since December 31, 2020.

We had cash and cash equivalents, and marketable securities totaling $638.9 million as of June 30, 2021. Cash equivalents and marketable securities were invested primarily in U.S. agency securities, U.S. treasury, municipal bonds, commercial paper, corporate bonds, certificates of deposit and money market funds. Our investment policy is focused on the preservation of capital and supporting our liquidity needs. Under the policy, we invest in highly rated securities, while limiting the amount of credit exposure to any one issuer other than the U.S. government. We do not invest in financial instruments for trading or speculative purposes, nor do we use leveraged financial instruments. We utilize external investment managers who adhere to the guidelines of our investment policy. A hypothetical 100 basis point change in interest rates would not have a material impact on the value of our cash and cash equivalents or marketable investments.

As of June 30, 2021, aggregate principal amount outstanding of our 2025 convertible senior notes and 2023 convertible senior notes was $747.5 million and $41.3 million, respectively. The fair value of the convertible senior notes are subject to interest rate risk, market risk and other factors due to their conversion features. The fair value of the convertible senior notes will generally increase as our common stock price increases and will generally decrease as our common stock price declines. The interest and market value changes affect the fair value of the convertible senior notes but do not impact our financial position, cash flows or results of operations due to the fixed nature of the debt obligations. Additionally, we carry the convertible senior notes at face value less unamortized discount on our condensed consolidated balance sheets, and we present the fair value for required disclosure purposes only.

Our convertible senior notes bear fixed interest rates, and therefore, are not subject to interest rate risk. We have not utilized derivative financial instruments, derivative commodity instruments or other market risk sensitive instruments, positions or transactions in any material fashion, except for the privately negotiated capped call transactions entered into in May and June 2020 and May 2018 related to the issuance of our 2025 convertible senior notes and our 2023 convertible senior notes, respectively.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of June 30, 2021.

Based on management's evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2021, our disclosure controls and procedures were designed, and were effective, to provide assurance at a reasonable level that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosures.

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

Changes in Internal Control over Financial Reporting

During the three months ended June 30, 2021, there was no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We have not experienced any material impact to our internal control over financial reporting despite the fact that all of our employees are working remotely due to the COVID-19 pandemic. We are continually monitoring and assessing the impact of the COVID-19 situation on our internal controls to minimize any impact on their design and operating effectiveness.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

Information with respect to this Item may be found under the heading "Legal Matters" in Note 10 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q, which information is incorporated herein by reference.

ITEM 1A. Risk Factors

Except for the below risk factors, which updates those previously disclosed in our Annual Report on Form 10-K as filed with the SEC on March 1, 2021, there have been no material changes from the Risk Factors previously disclosed in Part 1, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020. In addition to the other information set forth in this report, including the below update to Risk Factors, you should carefully consider the Risk Factors discussed in our Annual Report on Form 10-K as they could materially affect our business, financial condition and future results of operation.

Risks Related to Our Proposed Merger with Zoom

Failure to complete, or delays in completing, the proposed merger with Zoom could materially and adversely affect our results of operations and our stock price.

On July 16, 2021, we entered into an agreement with Zoom pursuant to which, if all of the conditions to closing are satisfied or waived, we will merge with a subsidiary of Zoom and become a wholly owned subsidiary of Zoom. Consummation of the Merger is subject to certain closing conditions and a number of the conditions are not within our control, and may prevent, delay, or otherwise materially adversely affect the completion of the transaction. We cannot predict with certainty whether and when any of the required closing conditions will be satisfied or if another uncertainty may arise and cannot assure you that we will be able to successfully consummate the proposed Merger as currently contemplated under the Merger Agreement or at all. Risks related to the failure of the proposed Merger to be consummated include, but are not limited to, the following:

- we would not realize any or all of the potential benefits of the Merger, including any synergies that could result from combining with Zoom, which could have a negative effect on the price of our common stock;
- under some circumstances, we may be required to pay a termination fee to Zoom of $450.0 million;
- we will remain liable for significant transaction costs, including legal, accounting, financial advisory, and other costs relating to the Merger regardless of whether the Merger is consummated;
- the trading price of our common stock may decline to the extent that the current market price for our common reflects a market assumption that the Merger will be completed;
- the attention of our management may be diverted to the Merger;
- the potential loss of clients and business partners and the elongation of sales cycles with current and potential clients during the pendency of the Merger as our clients and partners may be uncertain about doing business with the combined company;
- we could be subject to litigation related to any failure to complete the Merger;
- the potential loss of key personnel during the pendency of the Merger as our officers and employees may be uncertain about their future roles with us following completion of the Merger; and
- under the Merger Agreement, we are subject to certain restrictions on the conduct of our business prior to completing the Merger, which restrictions could adversely affect our ability to conduct our business as we otherwise would have done if we were not subject to these restrictions, and these restrictions could harm our future business and financial results if the Merger is not consummated.

The occurrence of any of these events individually or in combination could materially harm our business, results of operations, financial condition, and the price of our common stock.

Uncertainty about the Merger may adversely affect relationships with our clients, business partners and employees, whether or not the Merger is completed.

In response to the announcement of the Merger, our existing or prospective clients and business partners may:

- delay, defer, or cease purchasing our solution or additional seats or features from, or providing products or services to, us or the combined company;
- terminate their relationships with us or the combined company;
- delay or defer other decisions concerning us or the combined company; or
- seek to change the terms on which they do business with us or the combined company.

Any such delays or changes to terms could materially harm our business or, if the Merger is completed, the business of the combined company.

Losses of clients, business partners, employees or other important strategic relationships could have a material adverse effect on our business, results of operations, and financial condition. Such adverse effects could also be exacerbated by a delay in the completion of the Merger for any reason, including delays associated with obtaining requisite regulatory approvals or the approvals of our stockholders and/or Zoom's stockholders.

As a result of the Merger, our current and prospective employees could experience uncertainty about their future with us or the combined company. As a result, key employees may depart because of issues relating to such uncertainty or a desire not to remain with Zoom following the completion of the Merger.

As a result of the Merger, our current and prospective employees could experience uncertainty about their future with us or the combined company, or decide that they do not want to continue their employment with the combined company. As a result, key employees may depart because of issues relating to such uncertainty or a desire not to remain with Zoom following the completion of the Merger. Losses of officers, key employees or other employees could materially harm our business, results of operations, and financial condition. Such adverse effects could also be exacerbated by a delay in the completion of the Merger for any reason, including delays associated with obtaining requisite regulatory approvals or the approvals of our stockholders. We may also experience challenges in hiring new employees during the pendency of the Merger, or if the Merger Agreement is terminated, which could harm our ability to grow our business, execute on our business plans or enhance our operations. If the Merger is consummated, the combined company may be less attractive to current and prospective employees, which could harm the business and prospects of the combined company.

If the Merger is consummated, the combined company may not perform as we or the market expects, which could have an adverse effect on the price of the Zoom Class A Common Stock that our current stockholders will own following the completion of the Merger.

Even if the Merger is consummated, the combined company may not perform as we or the market expect. Risks associated with the combined company following the Merger include:

- if the Merger does not qualify as a "reorganization" within the meaning of Section 368(a) of the Code, our stockholders may be required to pay substantial U.S. federal income taxes;
- integrating two businesses is a difficult, expensive, and time-consuming process, and the failure to integrate successfully the businesses of our company and Zoom would adversely affect Zoom's future results following completion of the Merger;
- it is possible that key employees might decide not to remain with the combined company after the Merger is completed, and the loss of key personnel could materially harm the combined company's results of operation, financial condition, and growth prospects;

- the success of the combined company will also depend upon relationships with third parties and pre-existing clients and customers of our company and Zoom, which relationships may be affected by the preferences of these third parties or public attitudes about the Merger and the combined company. Any adverse changes in these relationships could adversely affect the combined company's business, results of operations, and financial condition;
- the stock price of the Zoom Class A Common Stock after the Merger may be affected by factors different from those currently affecting our common stock; and
- if governmental agencies or regulatory bodies impose requirements, limitations, costs, divestitures, or restrictions on the consummation of the proposed Merger, the combined company's ability to realize the anticipated benefits of the Merger may be impaired.

If any of these events were to occur, the value of the Zoom Class A Common Stock received by our stockholders in the Merger could decline.

The number of shares of Zoom Class A Common Stock issuable in the Merger in respect of one share of our common stock is fixed and will not be adjusted. Because the market price of the Zoom Class A Common Stock may fluctuate, our stockholders cannot be sure of the market value of the stock consideration they will receive in exchange for their shares of our common stock in connection with the Merger.

In connection with the Merger, our stockholders will receive a fixed number of shares of Zoom Class A Common Stock for each of their shares of our common stock The number of shares is fixed at 0.5533 shares of Zoom Class A Common Stock for each share of our common stock. Accordingly, the market value of the merger consideration that our stockholders will receive in the Merger will vary based on the price of the Zoom Class A Common Stock at the time it is received by our stockholders. As a result of any such changes in stock price, the market value of the shares of the Zoom Class A Common Stock that our stockholders will receive at the time that the Merger is completed could vary significantly from the value of such shares immediately prior to the public announcement of the Merger. Further, any decline in the price of the Zoom Class A Common Stock may adversely impact our stock price prior to the Merger.

A decline in the market price of the Zoom Class A Common Stock could result, either before or after the consummation of the Merger, from a variety of factors, some of which are beyond Zoom's control, including, among other things, the anticipated or actual: (i) failure by Zoom to achieve the expected benefits of the acquisition of our company as rapidly or to the extent anticipated, (ii) failure of our business to perform as anticipated following the Merger, (iii) failure of the combined company's financial results to meet the expectations of Zoom, financial analysts or investors, or (iv) failure of the integration of our business to be successful, or to take longer or be more disruptive than anticipated, and (v) numerous other factors affecting Zoom, the combined company and its businesses that are unrelated to our company.

The Merger Agreement contains provisions that could discourage or deter a potential competing acquirer that might be willing to pay more to effect a business combination with us.

Unless and until the Merger Agreement is terminated in accordance with its terms, subject to certain specified exceptions, we are not permitted to solicit alternative business combination transactions and, subject to certain exceptions, engage in discussions or negotiations regarding an alternative business combination transaction. Such restrictions could discourage or deter a third party that may be willing to pay more than Zoom for our outstanding common stock from considering or proposing such an acquisition of our company.

Lawsuits may be filed against us and the members of our board of directors arising out of the proposed Merger, which may delay or prevent the proposed Merger.

Putative stockholder complaints, including stockholder class action complaints, and other complaints may be filed against us, our board of directors, Zoom, Zoom's board of directors, and others in connection with the transactions contemplated by the Merger Agreement. The outcome of litigation is uncertain, and we may not be successful in defending against any such future claims. Lawsuits that may be filed against us, our board of directors, Zoom, or Zoom's board of directors could delay or prevent the Merger, divert the attention of our management and employees from our day-to-day business, result in damages or settlement payments, and otherwise adversely affect our business, results of operations, and financial condition.

The ability to complete the Merger is subject to the receipt of consents and approvals from government entities, which may impose conditions that could have an adverse effect on us or the combined company or could cause either party to abandon the Merger.

Completion of the Merger is conditioned upon, among other things, the expiration or termination of the required waiting period applicable to the Merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the receipt of all other required pre-closing approvals, consents or clearances under antitrust laws of certain specified jurisdictions or in connection with certain telecommunications laws. The relevant regulatory agencies may condition their approval of the Merger on Zoom's or our agreement to various requirements, limitations, or costs, or require divestitures or place restrictions on the conduct of the combined company's business following the Merger. If we and Zoom agree to these requirements, limitations, costs, divestitures, or restrictions, the ability to realize the anticipated benefits of the Merger may be impaired. We cannot provide any assurance that we or Zoom will obtain the necessary approvals or that any of the requirements, limitations, costs, divestitures, or restrictions to which we might agree will not have a material adverse effect on the combined company following the Merger. In addition, these requirements, limitations, costs, divestitures, or restrictions may result in the delay or abandonment of the Merger.

Risks Related to COVID-19

The effects of the COVID-19 pandemic have materially affected how we, our clients and business partners are operating, and the duration and extent to which this will impact our future results of operations and overall financial performance remains uncertain.

In December 2019, a novel coronavirus disease known as COVID-19 was reported and on March 11, 2020, the World Health Organization, or WHO, characterized COVID-19 as a pandemic. This pandemic has resulted in a widespread health crisis that has continued to significantly harm the U.S. and global economies and has caused significant fluctuation in financial markets, including those on which our common stock and other securities trade, and may impact demand for our solution.

In accordance with the various social distancing and other office closure orders and recommendations of applicable government agencies, all of our employees transitioned to work-from-home operations and we canceled all business travel by our employees except where necessary and properly authorized, which changed how we operate our business. Our clients and business partners are also subject to various and changing social distancing and office closure orders and recommendations and travel restrictions or prohibitions, which have changed the way we interact with our clients and business partners. Recently, we have re-opened our U.S. offices for employees to voluntarily return, subject to capacity restrictions and applicable government regulations. Appropriate measures are being taken to protect the health of employees who return to the office. We have also reinstated business travel on a voluntary basis and subject to prior approval. Our efforts to re-open our offices and reinstate business travel safely may not be successful; could expose our employees, customers and clients to health risks and us to associated liability; and will involve additional financial burdens.

Moreover, the conditions caused by the COVID-19 pandemic, the extent of which depends upon its prolonged impact, has or may:

- harm our ability to renew and maintain our relationships with our existing clients;
- cause our existing clients to reduce the number of seats to which they subscribe, seek price concessions, or go out of business, which would harm our revenue;
- result in some of our clients failing to comply with the terms of their agreements, including payment terms, due to economic uncertainty, financial hardship, and even failure of these businesses, which could result in us being required to take action to collect payments, terminate their subscriptions for our solution, increase accounts receivable, and reduce collections, any which would increase our expenses and harm our revenues and results of operations;
- make it more difficult for us to sell increased services or functionality to our existing clients;

- reduce the rate of spending on enterprise software solutions or cloud-based enterprise contact center systems generally;
- delay prospective clients' decisions to subscribe to our solution, increase the length of sales cycles, or slow the typical growth in the use of our solution once clients have initially deployed our solution;
- harm our ability to effectively market and sell our solution, particularly to the extent that our clients remain subject to office closure orders;
- change the mix and sizes or types of organizations that purchase our solution;
- delay the introduction of enhancements to our solution and market acceptance of any new features and products;
- harm our ability to grow our international sales and operations;
- harm our ability to recruit, onboard and successfully integrate new employees, including members of our direct sales force, both domestically and internationally, as a result of not being able to interface in person while we continue to transition to fully re-opened facilities that are not subject to capacity restrictions;
- harm our ability to maintain our corporate culture with a portion of our employee base temporarily working remotely while we remain subject to capacity restrictions on re-opening our offices and facing unique personal and professional challenges;
- increase costs in returning to work as our offices continue to re-open, including changes to the workplace, such as space planning, food service, and amenities, and the design, implementation and enforcement of new workplace safety protocols;
- increase the burden on our technical operations infrastructure, which could harm the capacity, stability, security and performance of our operations infrastructure and potentially leave us more vulnerable to security breaches;
- increase the risk that we may experience cybersecurity-related events such as COVID-19 themed phishing attacks, exploitation of any cybersecurity flaws that may exist, an increase in the number of cybersecurity threats or attacks, and other security challenges as a result of our employees and service providers continuing to work remotely from non-corporate managed networks during the COVID-19 pandemic, and potentially beyond as remote work and resource access expand;
- limit our ability to efficiently provide professional services to our larger clients to the extent that they remain subject to office closures, as those services have typically been performed onsite, which could delay implementation of our solution at new clients;
- harm our ability to manage, maintain or increase our network of master agents and resellers to sell our solution, and make it more difficult for them to effectively assist us with their sales efforts;
- impact the health and safety of our employees, including our senior management team, and their ability to perform services;
- cause our management team to continue to commit significant time, attention and resources to monitor the COVID-19 pandemic and seek to mitigate its effect on our business and workforce;
- lead to the adoption of additional new laws and regulations that we are required to comply with and that could harm our results of operations, and we may be subject to COVID-19 related litigation; and
- cause the price per share of our common stock or the trading price of our convertible senior notes to continue to experience substantial volatility, and potentially decline, based on developments and announcements related to COVID-19 and its impact on the global and U.S. economy in general or our industry in particular, our failure to meet our guidance or analyst expectations or withdrawal or modification by us of previously issued guidance.

Any of the foregoing factors could significantly harm our future sales, operating results, gross margins and overall financial performance, which could cause us to experience a decreased level of growth of our business and make our future financial results and prospects difficult to predict. The COVID-19 pandemic and its impact on us and the U.S. and global economies could limit our ability to forecast our future operating results, including our ability to predict revenue and expense levels, and plan for and model future results of operations. Moreover, because a significant portion of our revenue is derived from existing clients, downturns in new sales will not immediately be reflected in our operating results and may be difficult to discern until future periods. Our competitors could experience different impacts as a result of COVID-19, which could result in changes to our competitive landscape.

The duration and extent of the impact from the COVID-19 pandemic depends on future developments that cannot be accurately predicted at this time, such as the ongoing severity and transmission rate of the virus and variants of the virus, the extent and effectiveness of vaccine programs and other containment actions, the duration of social distancing, office closures, office capacity restrictions and other restrictions on businesses and society at large, and the specific impact of these and other factors on our business, employees, clients and partners. If we are not able to respond to and manage the impact of such events effectively, our business will be harmed. There are no comparable recent events that provide guidance as to the effect the COVID-19 pandemic may have and, as a result, the ultimate impact of the outbreak on our business and operations is highly uncertain and subject to change. The effects of the COVID-19 pandemic could have a material impact on our results of operations and increase many of the other risks described herein.

Other Operational Risks

We depend on our senior management team, and the loss of one or more key employees or an inability to attract and retain highly skilled executives and other employees could harm our business and results of operations.

Our success depends, in part, upon the performance and continued services of our executive officers and senior management team. If our executive leadership team fails to perform effectively or if we fail to attract or retain our key executives or senior management, our business, financial condition or results of operations could be harmed. We also rely on our leadership team in the areas of research and development, marketing, sales, services and general and administrative functions, and on mission-critical individual contributors. The loss of one or more of our executive officers or key employees could seriously harm our business. We currently do not maintain key person life insurance policies on any of our employees.

To execute our growth plan, we must attract and retain highly qualified personnel and we may incur significant costs (including stock-based compensation expense) to do so. Competition for these personnel is intense, especially for senior executives, engineers highly experienced in designing and developing cloud software and for senior sales personnel. We have, from time to time, experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications. We invest significant time and expense in training our employees, which increases their value to competitors who may seek to recruit them and increases our costs. We believe that our corporate culture is a critical component to our ability to attract and retain employees. As we grow, we will need to continually enhance our efforts to maintain our corporate culture, which is more difficult due to our work from home policies during the COVID-19 pandemic. As we re-open our offices, we may experience increased attrition of employees to other opportunities. If we fail to attract new personnel or fail to retain and motivate our current personnel, particularly our executive officers and senior management team, our business and future growth prospects would be harmed. Many of the companies with which we compete for experienced personnel have greater resources than we have. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or we have breached legal obligations, resulting in a diversion of our time and resources and, potentially, damages.

Volatility or lack of performance in the trading price of our common stock may also affect our ability to attract and retain qualified personnel because job candidates and existing employees often emphasize the value of stock awards when considering whether to accept or continue employment. If the perceived value of our stock awards is low or declines, it may harm our ability to recruit and retain highly skilled employees.

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

Not applicable.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.

ITEM 6. Exhibits

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated as of July 16, 2021, by and among Zoom Video Communications, Inc., Five9, Inc. and Summer Merger Sub, Inc. (filed as exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on July 19, 2021 (File No. 001-36383) and incorporated by reference herein.
31.1*	Certification of Chief Executive Officer of Five9, Inc. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer of Five9, Inc. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer and Chief Financial Officer of Five9, Inc. Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	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*	XBRL Taxonomy Schema Linkbase Document
101.CAL*	XBRL Taxonomy Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Definition Linkbase Document
101.LAB*	XBRL Taxonomy Labels Linkbase Document
101.PRE*	XBRL Taxonomy 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.

			Five9, Inc.
Date:	July 27, 2021	By:	/s/ Rowan Trollope
			Rowan Trollope Chief Executive Officer (Principal Executive Officer)
			/s/ Barry Zwarenstein
			Barry Zwarenstein Chief Financial Officer (Principal Financial Officer)
			/s/ Leena Mansharamani
			Leena Mansharamani Chief Accounting Officer (Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

**PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Rowan Trollope, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Five9, Inc. for the quarter ended June 30, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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: July 27, 2021

By: /s/ Rowan Trollope
Rowan Trollope
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

**PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Barry Zwarenstein, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Five9, Inc. for the quarter ended June 30, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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: July 27, 2021

By: /s/ Barry Zwarenstein
Barry Zwarenstein
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

I, Rowan Trollope, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Five9, Inc. (the “Company”) on Form 10-Q for the fiscal quarter ended June 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of the Company.

Date:	July 27, 2021	By:	/s/ Rowan Trollope
			Rowan Trollope
			Chief Executive Officer

I, Barry Zwarenstein, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Five9, Inc. (the “Company”) on Form 10-Q for the fiscal quarter ended June 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of the Company.

Date:	July 27, 2021	By:	/s/ Barry Zwarenstein
			Barry Zwarenstein
			Chief Financial Officer

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Five9, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.