# **UNITED STATES**

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 12, 2025

# Ibotta, Inc.

(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction of incorporation or organization)

1400 16th Street, Suite 600 Denver, Colorado (Address of principal executive offices) 001-42018 (Commission File Number) **35-2426358** (I.R.S. Employer Identification Number)

**80202** (Zip Code)

**303-593-1633** (Registrant's telephone number, including area code)

1801 California Street, Suite 400 Denver, Colorado 80202 (Former address of principal executive offices, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction	A.2.
below):	

- $\ \square$  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- □ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- □ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.00001 par value per share	IBTA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

#### Item 2.02 Results of Operations and Financial Condition

On November 12, 2025, Ibotta, Inc. issued a press release announcing financial results for the quarter ended September 30, 2025. A copy of the release is furnished with this report as Exhibit 99.1.

The information contained in Item 2.02 of this Current Report on Form 8-K, including the information contained in Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

#### Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being filed herewith:

Exhibit No.	Description
99.1	Press Release Issued by Ibotta, Inc. dated November 12, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

# **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 hereunto duly authorized.

IBOTTA, INC.

Date: November 12, 2025

By: /s/ Matt Puckett

Matt Puckett Chief Financial Officer

(Principal Financial and Accounting Officer)



# **Ibotta Reports Third Quarter 2025 Financial Results**

Revenue declined by 16% year-over-year to \$83.3 million

Generated net income of \$1.5 million, representing net income as a percent of revenue of 2%, and adjusted EBITDA of \$16.6 million, representing a 20% adjusted EBITDA margin

Generated cash from operating activities of \$21.8 million and free cash flow of \$10.6 million

Announced a strategic partnership with Circana to bring third-party sales lift measurement to digital promotions

Subsequent to quarter-end, announced the launch of LiveLift™, an enhanced solution that helps CPG brands measure and optimize their campaigns while live

**DENVER, November 12, 2025 (Business Wire)** -- Ibotta, Inc. (NYSE: IBTA), which operates the largest item-level digital promotions network in North America, today announced financial results for the third quarter ended September 30, 2025.

"We made significant strides in recent months to further strengthen our performance marketing platform," said lbotta CEO and founder, Bryan Leach. "Recent milestones include a strategic partnership with Circana to bring trusted third-party sales lift measurement to digital promotions and the launch of LiveLift™ for CPG brands. The LiveLift solution improves a brand's ability to measure and optimize campaigns while they are live, enhancing our previous approach to measuring sales lift during a campaign. A growing number of clients are piloting LiveLift, which we believe is the first step in fundamentally shifting how promotions are perceived and ultimately allowing us to capture a larger percentage of CPG marketing spend."

#### Third Quarter 2025 Financial Highlights:

- Total revenue of \$83.3 million, a year-over-year decline of 16%.
- Total redemption revenue of \$72.1 million, a decrease of 15% year-over-year.
- During the quarter, the IPN had 18.2 million redeemers, compared to 15.3 million redeemers in the third quarter of 2024, an increase of 19% year-over-year. The primary driver of year-over-year growth was the launch of Instacart during the fourth quarter of 2024 and the launch of offers to a majority of DoorDash customers in the second quarter of 2025.
- Third-party publisher redemptions of 62.1 million, compared to 65.8 million in the third quarter of 2024, a decline of 6% year-over-year.
- Generated net income of \$1.5 million, representing net income as a percent of revenue of 2%, and adjusted net income of \$16.3 million, representing adjusted net income as a percent of revenue of 20%.

- Delivered adjusted EBITDA of \$16.6 million, representing an adjusted EBITDA margin of 20%.
- Generated cash from operating activities of \$21.8 million and free cash flow of \$10.6 million.

  Repurchased 1.4 million shares for a total of \$38.7 million at an average price per share of \$26.73, exclusive of broker commissions and excise tax.

The following table summarizes the Company's financial results for the three and nine months ended September 30, 2025 and 2024:

Three	months en	ded Se	eptember 30,			Nine months end	otember 30,		
2	025		2024	% Change		2025		2024	% Change
			(in thousands	s, except per sh	nare	figures and percen	tages)		
\$	72,081	\$	84,485	(15)%	\$	218,688	\$	226,425	(3)%
	83,260		98,621	(16)%		253,863		268,874	(6)%
	1,533		17,239	(91)%		4,578		(7,430)	162 %
	0.05		0.51	(90)%		0.15		(0.34)	144 %
	2 %		17 %			2 %		(3)%	
\$	16,611	\$	36,519	(55)%	\$	49,166	\$	84,452	(42)%
	20 %		37 %			19 %		31 %	
\$	16,345	\$	31,409	(48)%	\$	43,346	\$	66,666	(35)%
	0.56		0.94	(40)%		1.40		2.71	(48)%
		\$ 72,081 83,260 1,533 0.05 2 % \$ 16,611 20 % \$ 16,345	\$ 72,081 \$ 83,260 1,533 0.05 2 % \$ 16,611 \$ 20 % \$ 16,345 \$	\$ 72,081 \$ 84,485 83,260 98,621 1,533 17,239 0.05 0.51 2 % 17 % \$\$ 16,611 \$ 36,519 20 % 37 % \$\$ 16,345 \$ 31,409	2025         2024         % Change           (in thousands, except per sl           \$ 72,081         \$ 84,485         (15)%           83,260         98,621         (16)%           1,533         17,239         (91)%           0.05         0.51         (90)%           2 %         17 %           \$ 16,611         \$ 36,519         (55)%           20 %         37 %           \$ 16,345         \$ 31,409         (48)%	2025         2024         % Change           (in thousands, except per share           \$ 72,081         \$ 84,485         (15)%         \$ 83,260         98,621         (16)%         1,533         17,239         (91)%         0.05         0.51         (90)%         17 %         90)%         37 %         \$ 36,519         (55)%         \$ 16,345         \$ 31,409         (48)%         \$	2025         2024         % Change         2025           (in thousands, except per share figures and percent)           \$ 72,081         \$ 84,485         (15)%         \$ 218,688           83,260         98,621         (16)%         253,863           1,533         17,239         (91)%         4,578           0.05         0.51         (90)%         0.15           2 %         17 %         2 %           \$ 16,611         \$ 36,519         (55)%         \$ 49,166           20 %         37 %         19 %           \$ 16,345         \$ 31,409         (48)%         \$ 43,346	2025         2024         % Change         2025           (in thousands, except per share figures and percentages)           \$ 72,081         \$ 84,485         (15)%         \$ 218,688         \$ 83,260         98,621         (16)%         253,863         1,533         17,239         (91)%         4,578         0.05         0.51         (90)%         0.15         2 %         17 %         2 %         2 %         15         2 %         19 %         49,166         \$ 19 %         \$ 19 %         \$ 16,345         \$ 31,409         (48)%         \$ 43,346         \$ \$ 43,346 </td <td>2025         2024         % Change         2025         2024           (in thousands, except per share figures and percentages)           \$ 72,081         \$ 84,485         (15)%         \$ 218,688         226,425           83,260         98,621         (16)%         253,863         268,874           1,533         17,239         (91)%         4,578         (7,430)           0.05         0.51         (90)%         0.15         (0.34)           2 %         17 %         2 %         (3)%           \$ 16,611         \$ 36,519         (55)%         \$ 49,166         \$ 84,452           20 %         37 %         19 %         31 %           \$ 16,345         \$ 31,409         (48)%         \$ 43,346         \$ 66,666</td>	2025         2024         % Change         2025         2024           (in thousands, except per share figures and percentages)           \$ 72,081         \$ 84,485         (15)%         \$ 218,688         226,425           83,260         98,621         (16)%         253,863         268,874           1,533         17,239         (91)%         4,578         (7,430)           0.05         0.51         (90)%         0.15         (0.34)           2 %         17 %         2 %         (3)%           \$ 16,611         \$ 36,519         (55)%         \$ 49,166         \$ 84,452           20 %         37 %         19 %         31 %           \$ 16,345         \$ 31,409         (48)%         \$ 43,346         \$ 66,666

The following table summarizes the Company's revenue related performance metrics for the three and nine months ended September 30, 2025 and 2024:

	Three months en	ded September 30,		Nine months end	led September 30,	
	2025	2024	% Change	2025	2024	% Change
	(in t	housands, except per	redeemer figures	, per redemption figu	res, and percentages)	
Performance Metrics	•		•			
Redemptions:						
Direct-to-consumer redemptions	20,793	31,571	(34)%	64,354	87,819	(27)%
Third-party publisher redemptions	62,055	65,795	(6)%	181,818	161,728	12 %
Total redemptions	82,848	97,366	(15)%	246,172	249,547	(1)%
Redeemers:						
Direct-to-consumer redeemers	1,638	1,909	(14)%	1,629	1,879	(13)%
Third-party publisher redeemers	16,527	13,378	24 %	15,901	11,946	33 %
Total redeemers	18,165	15,287	19 %	17,530	13,825	27 %
Redemptions per redeemer:						
Direct-to-consumer redemptions per redeemer	12.7	16.5	(23)%	39.5	46.7	(15)%
Third-party publisher redemptions per redeemer	3.8	4.9	(24)%	11.4	13.5	(16)%
Total redemptions per redeemer	4.6	6.4	(28)%	14.0	18.0	(22)%
Redemption revenue per redemption:					·	
Direct-to-consumer redemption revenue per redemption	\$ 1.10	\$ 1.05	4 %	\$ 1.13	\$ 1.12	1 %
Third-party publisher redemption revenue per redemption	\$ 0.79	\$ 0.78	2 %	\$ 0.80	\$ 0.79	1 %
Total redemption revenue per redemption	\$ 0.87	\$ 0.87	— %	\$ 0.89	\$ 0.91	(2)%

Note that certain figures shown above may not recalculate due to rounding.

#### Third Quarter 2025 Business Highlights:

- 19% year-over-year growth in quarterly redeemers on the Ibotta Performance Network.
- Matt Puckett joined our executive leadership team as CFO.
- Completed the re-organization of our Sales team, migrating from a territory-based model to an industry-based model, promoting three sales leaders to vertical sales leads, and hiring two external sales leaders with backgrounds in performance media.
- Announced a strategic partnership with Circana to bring third-party sales lift measurement to digital promotions. Circana lift studies for lbotta campaigns are expected to begin to roll out in late 2025 and be available to all brands in 2026.
- Subsequent to quarter-end, announced the launch of LiveLift, an enhanced solution that helps CPG brands measure and optimize their campaigns while live.

#### **Financial Guidance:**

Fourth quarter 2025 outlook summary:

- Revenue of \$80 \$85 million, a year-over-year decrease of 16% at the midpoint.
- Adjusted EBITDA of \$9 \$12 million, representing a margin of 13% at the midpoint.

Guidance for adjusted EBITDA is earnings before interest income, net, provision for income taxes, and depreciation and amortization, and excludes stock-based compensation, restructuring charges, and other (income) expense, net. We have not reconciled adjusted EBITDA to GAAP net income for our guidance because we do not provide guidance on GAAP net income and would not be able to present the various reconciling cash and non-cash items between the GAAP and non-GAAP financial measures since certain items that impact these measures are uncertain or out of our control, or cannot be reasonably predicted, including share-based compensation expense, without unreasonable effort. The actual amounts of such reconciling items could have a significant impact on the Company's GAAP net income.

#### **Use of Non-GAAP Financial Information**

Included within this press release are the non-GAAP financial measures of adjusted EBITDA, adjusted EBITDA margin, adjusted net income, adjusted net income as a percent of revenue, adjusted diluted net income per share and free cash flow that supplement the condensed financial statements of the Company prepared under generally accepted accounting principles (GAAP). The non-GAAP financial information is presented for supplemental informational purposes only and is not intended to be considered in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. Please see the accompanying tables for reconciliations of these non-GAAP financial measures to their nearest GAAP equivalents.

Adjusted EBITDA is earnings before interest income, net, provision for income taxes, and depreciation and amortization, and excludes stock-based compensation, change in fair value of derivative, loss on debt extinguishment, restructuring charges, and other (income) expense, net. Adjusted EBITDA margin is calculated as adjusted EBITDA as a percent of revenue. Adjusted net income excludes stock-based compensation, loss on debt extinguishment, change in fair value of derivative, restructuring charges, and the related income tax effects. The income tax effect of non-GAAP adjustments is the difference between GAAP and non-GAAP income tax expense. Non-GAAP income tax expense is computed on non-GAAP pre-tax income (GAAP pre-tax income adjusted for non-GAAP adjustments). Adjusted diluted net income per share is calculated as adjusted net income divided by diluted weighted average common shares outstanding. Free cash flow is defined as cash provided by operating activities, less additions to property and equipment and capitalization of software development costs.

The Company's management believes that these non-GAAP measures can assist investors in evaluating the Company's operational trends, financial performance, and cash-generating capacity. Management believes these non-GAAP measures allow investors to evaluate the Company's financial performance using some of the same measures as management. Investors are cautioned that there are material limitations associated with the use of non-GAAP financial measures versus their nearest GAAP equivalents. The Company's definitions may differ from the definitions used by other companies and therefore comparability may be limited. In addition,

other companies may not publish these or similar metrics. These non-GAAP measures are not meant to be considered in isola substitute for the comparable GAAP measures, but are included solely for informational and comparative purposes. Non-GAAI measures are subject to limitations and should be read only in conjunction with our consolidated financial statements prepared with GAAP. In light of these limitations, management also reviews the specific items that are excluded from our non-GAAP metrends in these items.	P financial d in accordance

#### Third Quarter 2025 Financial Results Webcast and Conference Call Details

When: Wednesday, November 12, 2025 at 2:30 p.m. MT/ 4:30 p.m. ET

Webcast: ir.ibotta.com

#### **Key Business Terms and Notes**

Ibotta Performance Network (IPN): An Al-enabled technology platform that allows CPG brands to deliver digital promotions to consumers via a network of publishers, in a coordinated fashion and on a fee-per-sale basis.

Redeemers: A consumer who has redeemed at least one digital offer within the time period specified. If a consumer were to redeem on more than one publisher during that period, they would be counted as multiple redeemers. Year-to-date redeemers are calculated as the average of current year quarter-to-date redeemers.

Redemptions: A verified purchase of an item qualifying for an offer by a client on the IPN.

Redemption Revenue: The Company's customers promote their products and services to consumers through cash back offers on the IPN. The Company earns a fee per redemption which is recognized in the period in which the redemption occurred. The Company may also charge fees to set up a redemption campaign which are deferred and recognized over the average duration of historical redemption campaigns.

### About Ibotta ("I bought a...")

lbotta (NYSE: IBTA) is a leading provider of digital promotions for CPG brands, reaching over 200 million consumers through a network of publishers called the Ibotta Performance Network (IPN). The IPN allows marketers to influence what people buy, and where and how often they shop – all while paying only when their campaigns directly result in a sale. American shoppers have earned over \$2.6 billion through the IPN since 2012. The largest tech IPO in history to come out of Colorado, Ibotta is headquartered in Denver, and is continually listed as a top place to work by The Denver Post and Inc. Magazine.

#### **Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Any statements relating to expectations concerning matters that are not historical facts may constitute forward-looking statements. Forward-looking statements may include, without limitation, statements by our CEO and Founder about our ability to transition our product and go-to-market, the impact of our new products, like LiveLift, the timing and availability of Circana lift studies for lbotta campaigns, and the Company's financial guidance, such as revenue and adjusted EBITDA. When words such as "believe," "expect," "anticipate," "will", "outlook" or similar expressions are used, the Company is making forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it cannot give readers any assurance that such expectations will prove correct. These forward-looking statements involve risks, uncertainties and assumptions, including those related to the Company's relatively limited operating history, which makes it difficult to evaluate the Company's business and prospects, the demands and expectations of clients and the ability to attract and retain clients. The actual results may differ materially from those anticipated in the forward-looking statements as a result of numerous factors, many of which are beyond the control of the Company. These and other factors are disclosed in the Company's reports filed from time to time with the Securities and Exchange Commission, available at www.sec.gov. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company does not intend to update any forward-looking statement contained in this press release to reflect events or circumstances arising after the date hereof, except as required by law.

# Ibotta, Inc. CONDENSED STATEMENTS OF OPERATIONS (In thousands, except share and per share amounts) (unaudited)

	Three months ended September 30,				Nine months ended September 30,				
		2025		2024		2025		2024	
Revenue	\$	83,260	\$	98,621	\$	253,863	\$	268,874	
Cost of revenue <sup>(1)</sup>		17,142		12,172		52,159		34,970	
Gross profit		66,118		86,449		201,704		233,904	
Operating expenses <sup>(1)</sup> :								<u>,                                     </u>	
Sales and marketing <sup>(2)</sup>		26,629		27,761		85,296		105,908	
Research and development		14,022		16,285		46,836		47,452	
General and administrative		22,465		20,631		66,115		62,493	
Depreciation and amortization		636		1,065		2,656		3,096	
Total operating expenses		63,752		65,742		200,903		218,949	
Income from operations		2,366		20,707		801		14,955	
Interest income, net		2,510		4,436		8,831		5,303	
Loss on debt extinguishment		_		_		_		(9,630)	
Other income (expense), net		376		(16)		(29)		(3,132)	
Income before provision for income taxes		5,252		25,127		9,603		7,496	
Provision for income taxes		(3,719)		(7,888)		(5,025)		(14,926)	
Net income (loss)	\$	1,533	\$	17,239	\$	4,578	\$	(7,430)	
Net income (loss) per share:			-						
Basic	\$	0.05	\$	0.56	\$	0.16	\$	(0.34)	
Diluted	\$	0.05	\$	0.51	\$	0.15	\$	(0.34)	
Weighted average common shares outstanding:									
Basic		27,995,708		30,663,263		29,074,842		21,909,949	
Diluted		29,376,837		33,567,489		30,999,527		21,909,949	

(1) Amounts include stock-based compensation expense as follows (in thousands):

	Three months ended September 30,					Nine months ended September 30,			
		2025		2024		2025		2024	
Cost of revenue	\$	622	\$	476	\$	1,904	\$	999	
Sales and marketing <sup>(2)</sup>		4,133		4,347		14,135		34,777	
Research and development		2,381		2,447		8,028		7,036	
General and administrative		5,486		6,405		15,949		20,525	
Total stock-based compensation expense	\$	12,622	\$	13,675	\$	40,016	\$	63,337	

<sup>(2)</sup> Stock-based compensation expense included in sales and marketing includes common stock warrant expense of \$2.3 million and \$2.2 million recognized during the three months ended September 30, 2025 and 2024, respectively, and \$6.6 million and \$27.1 million recognized during the nine months ended September 30, 2025 and 2024, respectively.

# Ibotta, Inc. CONDENSED BALANCE SHEETS (In thousands)

Assets           Curent assetts         \$ 23,296 \$ 3,49,282           Restricted cash         \$ 23,296 \$ 4,082           Restricted cash (accounts receivable, net)         \$ 21,622 \$ 20,883           Prepaid expenses and other current assets         19,878 \$ 1,181           Total current assets         45,640 \$ 1,818           Property and equipment, net         20,383 \$ 1,818           Captilized software development costs, net         22,384 \$ 16,201           Equity investment         56,483 \$ 73,211           Operating lease assets         10,041 \$ 1           Opter day assets, net         56,943 \$ 676,422           Obter long-term assets         85,943 \$ 676,422           Total assets         85,943 \$ 70,000           Total assets         85,943 \$ 70,000           Liabilities and Stockholders' Equity         \$ 56,943 \$ 70,000           Current liabilities         98,701 \$ 9,000           Due to third-party publishers         98,701 \$ 9,000           Due to third-party publishers         98,701 \$ 9,000           Accounts payable         9,855 \$ 74,000           Ober current liabilities         20,505 \$ 74,000           Total current liabilities         20,505 \$ 74,000           Total current liabilities         20,505 \$ 74,000		2	mber 30, 025	December 31, 2024
Curnet lassets         \$ 223,296         \$ 349,282           Restricted cash         6.8         4.08           Accounts receivable, net         19,284         11,168           Prepaid expenses and other current assets         19,284         11,168           Total current assets         155,460         581,741           Properly and equipment, net         15,575         1,951           Equitalized software development costs, net         22,344         16,201           Equitalized software development costs, net         55,496         73,211           Deferred tax assets, net         55,496         73,211           Operating lease assets         10,041         -           Operating lease assets         962         794           Operating lease assets         962         794           Total assets         962         794           Current labilities         967         794           Labilities and Stockholders' Equit         967         967           Current labilities         96,705         79,802           De de tot in-Caparty publishers         96,705         74,006           Due to thir-Caparty publishers         96,705         6,005           Other current liabilities         16,724	Assets	(una	uuiteuj	
Accounts recivable, net         58         408           Accounts recivable, net         212,822         220,883           Prepaid expenses and other current assets         19,264         11,168           Total current assets         455,460         581,741           Properly and equipment, net         19,578         1,951           Capitalized software development costs, net         22,364         16,201           Equity investment         56,481         73,211           Deferred tax assets, net         56,491         73,211           Operating lease assets         10,041         —           Other long-term assets         9,041         —           Total assets         \$569,494         \$678,421           College of the party publishers         \$15,311         \$1,710           Current liabilities         \$15,311         \$1,710           Deferred revenue         4,965         \$1,740           Accoud expenses         69,555         74,006           Other current liabilities         1,525         6,088           Total current liabilities         25,342         —           Long-term liabilities         25,342         —           Long-term liabilities         25,342         —				
Accounts recivable, net         58         408           Accounts recivable, net         212,822         220,883           Prepaid expenses and other current assets         19,264         11,168           Total current assets         455,460         581,741           Properly and equipment, net         19,578         1,951           Capitalized software development costs, net         22,364         16,201           Equity investment         56,481         73,211           Deferred tax assets, net         56,491         73,211           Operating lease assets         10,041         —           Other long-term assets         9,041         —           Total assets         \$569,494         \$678,421           College of the party publishers         \$15,311         \$1,710           Current liabilities         \$15,311         \$1,710           Deferred revenue         4,965         \$1,740           Accoud expenses         69,555         74,006           Other current liabilities         1,525         6,088           Total current liabilities         25,342         —           Long-term liabilities         25,342         —           Long-term liabilities         25,342         —	Cash and cash equivalents	\$	223,296 \$	349,282
Prepaid expenses and other current assets         19.264         11.168           Total current assets         455,460         581,741           Property and equipment, net         23,964         16,201           Equily investment         24,561         4,561           Deferred tax assets, net         56,498         73,211           Operating lease assets         10,041         —           Other long-term assets         96         78           Total assets         \$569,434         \$678,429           Total assets         \$569,434         \$678,429           User Intellities and Stockholders' Equity         \$15,111         \$7,160           Current liabilities         \$15,511         \$7,160           Due to third-party publishers         \$8,701         \$9,892           Defered revenue         4,690         4,992           User redemption liability         \$6,955         74,006           Accrued expenses         \$1,511         \$6,085           Total current liabilities         \$2,524         \$6,085           Total current liabilities         \$2,524         \$6,085           Total current liabilities         \$2,534         \$2,214           Long-termination liabilities         \$2,524         \$6,085 <td>·</td> <td>·</td> <td>58</td> <td>408</td>	·	·	58	408
Total current assets         455,460         581,741           Property and equipment, net         19,578         1,951           Capitalized software development costs, net         22,364         16,201           Equity investment         4,531         4,531           Deferred tax assets, net         56,498         73,211           Operating lease assets         10,041         —           Other long-term assets         962         794           Total assets         569,432         678,429           Labilities and Stockholders' Equity         569,432         7,160           Current liabilities         8,711         7,160           Due to third-party publishers         98,701         93,982           Deferred revenue         4,690         4,964           User redemption liability         9,555         74,006           Accrued expenses         16,724         17,965           Other current liabilities         206,525         204,165           Total current liabilities         25,342         —           Total current liabilities         25,342         —           Operating lease liabilities, long-term         25,342         20,165           Total liabilities         239,825         221,146	Accounts receivable, net		212,822	220,883
Total current assets         455,460         581,741           Property and equipment, net         19,578         1,951           Capitalized software development costs, net         22,364         16,201           Equity investment         4,531         4,531           Deferred tax assets, net         56,498         73,211           Operating lease assets         10,041         —           Other long-term assets         962         794           Total assets         56,943         \$ 678,429           Total assets         \$ 569,434         \$ 7,100           Total sasets         \$ 569,434         \$ 7,100           Total sasets         \$ 569,434         \$ 7,800           Loughtities         \$ 569,434         \$ 7,800           Counts payable         \$ 7,800         \$ 7,800           Due to third-party publishers         98,701         99,892           Deferred revenue         4,800         4,964           User redemption liabilities         16,724         17,965           Other current liabilities         206,525         74,006           Total current liabilities         205,525         204,165           Total current liabilities, long-term         25,342         —           <	Prepaid expenses and other current assets		19,284	11,168
Capitalized software development costs, net         22,364         16,201           Equity investment         4,531         4,531           Deferred tax assets, net         56,498         73,211           Operating lease assets         10,041         ————————————————————————————————————	·		455,460	581,741
Equity investment         4,531         4,531           Deferred tax assets, net         56,498         73,211           Operating lease assets         10,041         —           Other long-term assets         962         794           Total assets         \$569,434         \$678,429           Use in tabilities:           Use third-party publishers         \$15,311         \$7,160           Due to third-party publishers         98,701         93,982           Deferred revenue         4,690         4,984           User redemption liability         69,555         74,006           Accrued expenses         16,724         17,965           Acturent liabilities         206,526         204,165           Total current liabilities         206,526         204,165           Unrecognized tax benefits, long-term         25,342         —           Unrecognized tax benefits, long-term         239,252         221,146           Total liabilities         239,252         221,146           Stockholders' equity         —         —           Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —	Property and equipment, net		19,578	1,951
Equity investment         4,531         4,531           Deferred tax assets, net         56,498         73,211           Operating lease assets         10,041         —           Other long-term assets         962         794           Total assets         \$569,434         \$678,429           Use in the libilities and Stockholders' Equity           Use the libilities in the libilities in the libilities in the libilities in the libility of			22,364	16,201
Operating lease assets         10,041         ————————————————————————————————————	Equity investment		4,531	4,531
Other long-term assets         96         794           Total assets         \$ 569.434         \$ 678.429           Liabilities         \$ 569.434         \$ 678.429           Current liabilities           Accounts payable         \$ 15,311         \$ 7,160           Due to third-party publishers         98,701         93,982           Deferred revenue         4,800         4,984           User redemption liability         69,555         74,006           Accrued expenses         16,724         17,965           Other current liabilities         20,552         204,165           Total current liabilities         20,552         204,165           Long-term liabilities         20,552         204,165           Operating lease liabilities, long-term         25,542         —         —           Unrecognized tax benefits, long-term         25,542         —         —           Total liabilities         239,852         221,146           Stockholders' equity:         —         —         —           Preferred stock         —         —         —           Class A common stock         —         —         —           Class A common stock         —         —         — </td <td>Deferred tax assets, net</td> <td></td> <td>56,498</td> <td>73,211</td>	Deferred tax assets, net		56,498	73,211
Total assets         \$ 569,434         \$ 678,429           Liabilities and Stockholders' Equity           Current liabilities           Accounts payable         \$ 15,311         \$ 7,160           Due to third-party publishers         98,701         93,982           Deferred revenue         4,690         4,964           User redemption liability         69,555         74,006           Vaccued expenses         16,724         17,965           Other current liabilities         206,526         204,165           Total current liabilities         206,526         204,165           Long-term liabilities         25,342         —           Operating lease liabilities, long-term         7,957         16,981           Unrecognized tax benefits, long-term         7,957         16,981           Total liabilities         239,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —         —           Class A common stock         —         —         —           Class B common stock         —         —         —           Class B common stock         —         —         —           <	Operating lease assets		10,041	_
Liabilities and Stockholders' Equity           Current liabilities:         **** <td>Other long-term assets</td> <td></td> <td>962</td> <td>794</td>	Other long-term assets		962	794
Current liabilities:         \$ 15,311         \$ 7,160           Due to third-party publishers         98,701         93,962           Deferred revenue         4,690         4,964           User redemption liability         69,555         74,006           Accrued expenses         16,724         17,965           Other current liabilities         206,526         204,165           Long-term liabilities, long-term liabilities, long-term liabilities, long-term         25,342         —           Unrecognized tax benefits, long-term         25,342         —           Unrecognized tax benefits, long-term         239,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —         —           Additional paid-in capital         677,505         69,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         —         —         —	Total assets	\$	569,434 \$	678,429
Accounts payable         \$ 15,311         \$ 7,160           Due to third-party publishers         98,701         93,982           Deferred revenue         4,690         4,964           User redemption liability         69,555         74,006           Accrued expenses         16,724         17,965           Other current liabilities         206,526         204,165           Long-term liabilities         206,526         204,165           Long-term liabilities         25,342         —           Operating lease liabilities, long-term         7,957         16,981           Total liabilities         239,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —         —           Class A common stock         —         —         —           Class B common stock         —         —         —           Class B common stock         —         —         —           Treasury stock         629,050         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Liabilities and Stockholders' Equity			
Due to third-party publishers         98,701         93,982           Deferred revenue         4,600         4,964           User redemption liability         69,555         74,006           Accrued expenses         16,724         17,965           Other current liabilities         206,526         204,165           Total current liabilities         206,526         204,165           Long-term liabilities         25,342         —           Unrecognized tax benefits, long-term         25,342         —           Total liabilities         339,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —         —           Additional paid-in capital         677,505         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,600         457,283	Current liabilities:			
Deferred revenue         4,690         4,964           User redemption liability         69,555         74,006           Accrued expenses         16,724         17,965           Other current liabilities         1,545         6,088           Total current liabilities         206,526         204,165           Long-term liabilities.         25,342         —           Operating lease liabilities, long-term         7,957         16,981           Total liabilities         239,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —         —           Additional paid-in capital         677,505         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Accounts payable	\$	15,311 \$	7,160
User redemption liability         69,555         74,006           Accrued expenses         16,724         17,965           Other current liabilities         206,526         204,165           Long-term liabilities:         25,342         —           Operating lease liabilities, long-term         7,957         16,981           Total liabilities         239,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —         —           Additional paid-in capital         677,505         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Due to third-party publishers		98,701	93,982
Accrued expenses       16,724       17,965         Other current liabilities       1,545       6,088         Total current liabilities       206,526       204,165         Long-term liabilities:       25,342       —         Operating lease liabilities, long-term       25,342       —         Unrecognized tax benefits, long-term       7,957       16,981         Total liabilities       239,825       221,146         Stockholders' equity:       Preferred stock       —       —         Class A common stock       —       —         Class B common stock       —       —         Additional paid-in capital       677,505       629,050         Treasury stock       (212,028)       (31,321)         Accumulated deficit       (135,868)       (140,446)         Total stockholders' equity       329,609       457,283	Deferred revenue		4,690	4,964
Other current liabilities         1,545         6,088           Total current liabilities         206,526         204,165           Long-term liabilities:         25,342         —           Operating lease liabilities, long-term         7,957         16,981           Unrecognized tax benefits, long-term         239,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —         —           Additional paid-in capital         677,505         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	User redemption liability		69,555	74,006
Total current liabilities         206,526         204,165           Long-term liabilities:	Accrued expenses		16,724	17,965
Long-term liabilities:       25,342       —         Operating lease liabilities, long-term       7,957       16,981         Unrecognized tax benefits, long-term       239,825       221,146         Stockholders' equity:       Total liabilities       —       —         Stockholders' equity:       —	Other current liabilities		1,545	6,088
Operating lease liabilities, long-term         25,342         —           Unrecognized tax benefits, long-term         7,957         16,981           Total liabilities         239,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —         —           Additional paid-in capital         677,505         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Total current liabilities		206,526	204,165
Unrecognized tax benefits, long-term         7,957         16,981           Total liabilities         239,825         221,146           Stockholders' equity:             Preferred stock             Class A common stock             Class B common stock             Additional paid-in capital         677,505         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Long-term liabilities:			
Total liabilities         239,825         221,146           Stockholders' equity:         —         —           Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —         —           Additional paid-in capital         677,505         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Operating lease liabilities, long-term		25,342	_
Stockholders' equity:       —       —       —         Preferred stock       —       —       —         Class A common stock       —       —       —         Class B common stock       —       —       —         Additional paid-in capital       677,505       629,050       629,050         Treasury stock       (212,028)       (31,321)         Accumulated deficit       (135,868)       (140,446)         Total stockholders' equity       329,609       457,283	Unrecognized tax benefits, long-term		7,957	16,981
Preferred stock         —         —           Class A common stock         —         —           Class B common stock         —         —           Additional paid-in capital         677,505         629,050           Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Total liabilities		239,825	221,146
Class A common stock       —       —         Class B common stock       —       —         Additional paid-in capital       677,505       629,050         Treasury stock       (212,028)       (31,321)         Accumulated deficit       (135,868)       (140,446)         Total stockholders' equity       329,609       457,283	Stockholders' equity:			
Class B common stock       —       —         Additional paid-in capital       677,505       629,050         Treasury stock       (212,028)       (31,321)         Accumulated deficit       (135,868)       (140,446)         Total stockholders' equity       329,609       457,283	Preferred stock		_	_
Additional paid-in capital       677,505       629,050         Treasury stock       (212,028)       (31,321)         Accumulated deficit       (135,868)       (140,446)         Total stockholders' equity       329,609       457,283	Class A common stock		_	_
Treasury stock         (212,028)         (31,321)           Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Class B common stock		_	_
Accumulated deficit         (135,868)         (140,446)           Total stockholders' equity         329,609         457,283	Additional paid-in capital		677,505	629,050
Total stockholders' equity 329,609 457,283	Treasury stock		(212,028)	(31,321)
	Accumulated deficit		(135,868)	(140,446)
Total liabilities and stockholders' equity \$ 569,434 \$ 678,429	Total stockholders' equity		329,609	457,283
	Total liabilities and stockholders' equity	\$	569,434 \$	678,429

# Ibotta, Inc. CONDENSED STATEMENTS OF CASH FLOWS (In thousands) (unaudited)

	N	line months ended \$	September 30,
		2025	2024
Operating activities			
Net income (loss)	\$	4,578 \$	(7,430)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization		5,853	6,160
Impairment of capitalized software development costs		256	437
Stock-based compensation expense		33,462	36,253
Common stock warrant expense		6,554	27,084
Credit loss expense		1,916	1,217
Loss on extinguishment of debt		_	9,630
Amortization of debt discount and issuance costs		114	1,036
Change in fair value of convertible notes derivative liability		_	3,085
Other		14	36
Changes in assets and liabilities:			
Accounts receivable		6,145	(2,561)
Other current and long-term assets		(1,723)	(977)
Accounts payable		1,468	188
Due to third-party publishers		4,719	23,182
Accrued expenses		(3,034)	(5,926)
Deferred revenue		(274)	2,128
User redemption liability		(4,451)	(4,499)
Other current and long-term liabilities		11,872	4,887
Net cash provided by operating activities		67,469	93,930
Investing activities			
Additions to property and equipment		(12,768)	(655)
Additions to capitalized software development costs		(10,360)	(7,001)
Net cash used in investing activities		(23,128)	(7,656)
Financing activities			
Proceeds from exercise of stock options		8,312	7,649
Debt issuance costs		(2)	_
Proceeds from initial public offering, net		_	206,692
Deferred offering costs		_	(5,972)
Purchase of treasury stock		(178,180)	(15,611)
Taxes paid related to net share settlement of equity awards		(2,843)	(246)
Proceeds from employee stock purchase plan		2,036	_
Other financing activities	_	<u> </u>	(103)
Net cash (used in) provided by financing activities		(170,677)	192,409
Net change in cash, cash equivalents, and restricted cash		(126,336)	278,683
Cash, cash equivalents, and restricted cash, beginning of period		349,690	62,591
Cash, cash equivalents, and restricted cash, end of period	\$	223,354 \$	341,274
	=		· · · · · · · · · · · · · · · · · · ·

The following table disaggregates the Company's direct-to-consumer and third-party publishers revenue by redemption and ad & other revenue:

# Supplemental Revenue Detail

	Three months ended September 30,			Nine months end				ptember 30,		
	2025 2		2024	% Change		2025		2024	% Change	
				(i	n thousands, ex	cept p	ercentages)			
Direct-to-consumer revenue										
Redemption revenue	\$	22,811	\$	33,144	(31)%	\$	72,635	\$	98,426	(26)%
Ad & other revenue		11,179		14,136	(21)%		35,175		42,449	(17)%
Total direct-to-consumer revenue		33,990		47,280	(28)%		107,810		140,875	(23)%
Third-party publishers revenue										
Redemption revenue		49,270		51,341	(4)%		146,053		127,999	14 %
Ad & other revenue		_		_	— %		_		_	— %
Total third-party publishers revenue		49,270		51,341	(4)%		146,053		127,999	14 %
Total										
Redemption revenue		72,081		84,485	(15)%		218,688		226,425	(3)%
Ad & other revenue		11,179		14,136	(21)%		35,175		42,449	(17)%
Total revenue	\$	83,260	\$	98,621	(16)%	\$	253,863	\$	268,874	(6)%

The following tables show the Company's non-GAAP financial metrics reconciled to the comparable GAAP financial metrics included in this release:

# Reconciliation of Adjusted EBITDA

	Т	Three months ended September 30,				Nine months ended September			
		2025		2024		2025		2024	
Net income (loss)	\$	1,533	\$	17,239	\$	4,578	\$	(7,430)	
Add (deduct):									
Interest income, net		(2,510)		(4,436)		(8,831)		(5,303)	
Depreciation and amortization		1,243		2,137		5,853		6,160	
Stock-based compensation		12,622		13,675		40,016		63,337	
Change in fair value of derivative		_		_		_		3,085	
Loss on debt extinguishment		_		_		_		9,630	
Restructuring charges		380		_		2,496		_	
Provision for income taxes		3,719		7,888		5,025		14,926	
Other (income) expense, net		(376)		16		29		47	
Adjusted EBITDA	\$	16,611	\$	36,519	\$	49,166	\$	84,452	
Revenue	\$	83,260	\$	98,621	\$	253,863	\$	268,874	
Net income as a percent of revenue		2 %		17 %		2 %		(3)%	
Adjusted EBITDA margin		20 %		37 %		19 %		31 %	

#### **Reconciliation of Adjusted Net Income**

	Three months ended September 30,				Nine months ended September 30,			
		2025		2024		2025		2024
Net income (loss)	\$	1,533	\$	17,239	\$	4,578	\$	(7,430)
Stock-based compensation		12,622		13,675		40,016		63,337
Change in fair value of derivative		_		_		_		3,085
Loss on debt extinguishment		_		_		_		9,630
Restructuring charges		380		_		2,496		_
Adjustment for income taxes		1,810		495		(3,744)		(1,956)
Adjusted net income	\$	16,345	\$	31,409	\$	43,346	\$	66,666
Revenue	\$	83,260	\$	98,621	\$	253,863	\$	268,874
Adjusted net income as a percent of revenue		20 %		32 %		17 %	-	25 %
Weighted average common shares outstanding, diluted		29,376,837		33,567,489		30,999,527		21,909,949
Net income (loss) per share, diluted	\$	0.05	\$	0.51	\$	0.15	\$	(0.34)
Adjusted weighted average common shares outstanding, diluted		29,376,837		33,567,489		30,999,527		24,598,956
Adjusted net income per share, diluted	\$	0.56	\$	0.94	\$	1.40	\$	2.71

# Reconciliation of Free Cash Flow

	Three months ended September 30,				Nine months ended September 30,			
		2025		2024		2025		2024
Net cash provided by operating activities	\$	21,754	\$	39,544	\$	67,469	\$	93,930
Additions to property and equipment		(7,248)		(302)		(12,768)		(655)
Additions to capitalized software development costs		(3,912)		(2,565)		(10,360)		(7,001)
Free cash flow	\$	10,594	\$	36,677	\$	44,341	\$	86,274

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