# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2022

Commission File Number: 001-40692

# Riskified Ltd.

(Translation of the registrant's name into English)

Riskified Ltd.
Europe House
Sderot Sha'ul HaMelech 37
Tel Aviv-Yafo, Israel
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.								
Form 20-F x Fo	form 40-F □							
Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): $\Box$								
Indicate by check mark if the registrant is submitting the Form 6-K in paper as per	rmitted by Regulation S-T Rule 101(b)(7): □							

### **EXPLANATORY NOTE**

On February 23, 2022, Riskified Ltd. issued a press release titled "Riskified Caps Off Milestone Year of Expansion for its Leading Machine Learning Platform, Highlighted by 40% Growth in GMV and 35% Growth in Revenue for Full Year 2021." The Company will hold a conference call regarding such results. A copy of the press release is furnished as Exhibit 99.1 hereto.

Other than as indicated below, the information in this Form 6-K (including in Exhibit 99.1) 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.

The U.S. GAAP financial information contained in the (i) consolidated balance sheets, (ii) consolidated statements of operations and (iii) consolidated statements of cash flows included in the press release attached as Exhibit 99.1 to this Report on Form 6-K are hereby incorporated by reference into the Company's Registration Statement on Form S-8 (File No. 333-258461).

### **EXHIBIT INDEX**

The following exhibit is furnished as part of this Form 6-K:

Exhibit No. Description

99.1 <u>Press Release of Riskified Ltd., dated Februrary 23, 2022</u>

# **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.

Date: February 23, 2022

Riskified Ltd. (Registrant)

By: /s/ Eido Gal

Name: Eido Gal

Title: Chief Executive Officer

# Riskified Caps Off Milestone Year of Expansion for its Leading Machine Learning Platform, Highlighted by 40% Growth in GMV and 35% Growth in Revenue for Full Year 2021

Provides initial outlook for FY 2022 Management to host a conference call today, February 23, at 8:30 a.m. Eastern Time

**NEW YORK, February 23, 2022** - Riskified Ltd. (NYSE: RSKD) (the "Company"), a risk management platform enabling frictionless eCommerce, today announced financial results for the three and twelve months ended December 31, 2021. The Company will host an investor call to discuss these results today at 8:30 a.m. Eastern Time.

"Continued organic growth and expansion into new segments of eCommerce volume within our existing customer base, the addition of several new logos, as well as continued enhancement of our highly specialized machine learning platform drove meaningful financial benefits both for Riskified and our merchants over the past year," said Eido Gal, Co-Founder and Chief Executive Officer of Riskified. "Our north star has always been to create outsized value for our customers, and we believe our 99% gross annual dollar retention in 2021 is a clear validation that we have been successful in delivering that value. As we look ahead, we are excited to continue to land and expand with the world's largest online retailers by holistically solving their most complex technological problems."

#### Full Year and Q4 2021 Business Highlights

- Expanding the reach of core chargeback guarantee offering: Riskified delivered multiple new use cases and product improvements throughout 2021, including the recent expansion of chargeback guarantees to support Automated Clearing House ("ACH") payments. Riskified can now guarantee a broader range of payment types in addition to credit cards, debit cards, and PayPal. This expanded functionality assists merchants accepting ACH payments to realize more profitable revenue while also delivering instant settlement times to their customers. Q4 represented the first quarter in which the Company processed meaningful ACH volumes.
- Adding several of the world's pre-eminent online retailers to the platform: Within its emerging verticals, Riskified added Binance, one of the world's leading blockchain ecosystem and cryptocurrency infrastructure providers, as well as a global remittance and payments company with more than \$5 billion in annual revenues, among others. Within its more established verticals, Riskified added Saks OFF 5TH, the premier luxury off-price destination, one of the world's five largest omni-channel retailers, and one of the world's five largest travel retailers, among others.
- Accelerating go-to-market motion via new partner-driven sales efforts: Riskified has a growing number of partners embedding the core chargeback guarantee offering directly into their respective products. This is an exciting new sales channel that should help reach target customers even faster via partners including payment gateways, enterprise focused eCommerce platforms, and one-click checkout products.
- **Executing on the product roadmap:** Riskified expanded its Policy Protect offering to support item-not-received and refund claims. Policy Protect is used to block abusive customers and it is now screening billions of dollars worth of GMV annually. Riskified also expanded its ability to dispute chargebacks on its merchants' behalf, even when those chargebacks are not guaranteed by Riskified.

#### **Q4 2021 Financial Performance Highlights**

The following table summarizes our consolidated financial results for the three and twelve months ended December 31, 2021 and 2020, in thousands except where indicated:

	Three Months Ended D	ecember 31,	Year Ended December 31,			
	 2021	2020	2021	2020		
	(unaudited)		(audited)			
Gross merchandise volume ("GMV") in millions <sup>(1)</sup>	\$ 27,795 \$	22,587 \$	89,124 \$	63,437		
Increase in GMV year over year	23 %	65 %	40 %	60 %		
Revenue	\$ 69,833 \$	57,049 \$	229,141 \$	169,740		
Increase in revenues year over year	22 %	46 %	35 %	30 %		
Gross profit	\$ 36,758 \$	33,193 \$	122,971 \$	92,824		
Gross profit margin	53 %	58 %	54 %	55 %		
Operating profit (loss)	\$ (22,809) \$	7,418 \$	(55,398) \$	(6,808)		
Net profit (loss)	\$ (23,057) \$	4,348 \$	(178,885) \$	(11,347)		
Adjusted EBITDA <sup>(1)</sup>	\$ (6,951) \$	8,502 \$	(19,451) \$	2,497		

"We are pleased with the team's overall focus and operational execution to end the year on strong footing. We are optimistic that we can carry this momentum into 2022, particularly amidst short-term influences from slower e-commerce activity globally in the wake of the pandemic, and the tail end of PSD2 implementation across the EU," said Aglika Dotcheva, Chief Financial Officer of Riskified. "We expect our growth to reaccelerate in the second half of the year as we move beyond these temporary factors. Looking beyond, our long-term growth prospects remain highly compelling, and we are confident that investments across our core platform, new products, and more geographies will help to maximize our large market opportunity."

#### **Financial Outlook**

For the year ending December 31, 2022, Riskified expects:

- Revenue between \$254 million and \$257 million
- Adjusted EBITDA<sup>(2)</sup> between negative \$69 million and \$66 million

<sup>(1)</sup> GMV is a key performance indicator and Adjusted EBITDA is a non-GAAP metric. See "Key Performance Indicators and Non-GAAP Metrics" for additional information regarding this non-GAAP metric and "Reconciliation of GAAP to Non-GAAP Metrics" for a reconciliation of this non-GAAP metric to the most directly comparable GAAP metric.

<sup>&</sup>lt;sup>(2)</sup>We are not able to provide a reconciliation of Adjusted EBITDA guidance for the fiscal year ending December 31, 2022 to net profit (loss) because certain items that are excluded from Adjusted EBITDA but included in net profit (loss), its most directly comparable GAAP financial measure, cannot be predicted on a forward-looking basis without unreasonable effort or are not in our control. In particular, we are unable to forecast the timing or magnitude of share- based compensation expense and foreign currency transaction gains or losses as applicable without unreasonable efforts, and these items could significantly impact, either individually or in the aggregate, GAAP metrics in the future.

### **Conference Call and Webcast Details**

The Company will host a conference call to discuss its financial results today, February 23, 2022 at 8:30 a.m. Eastern Time. A live webcast of the call can be accessed from Riskified's Investor Relations website at ir.riskified.com. The press release with the financial results as well as the investor presentation materials will be accessible from the Company's website prior to the conference call at ir.riskified.com.

Approximately one hour after completion of the live call, an archived version of the webcast will be available on Riskified's Investor Relations website at ir.riskified.com for a period of at least 30 days. To access the conference call telephonically, callers in the United States may dial 1-877-311-0521 or 1-470-495-9499 for callers outside of the United States and enter conference ID 3264934. A telephonic replay of the conference call will be available until March 2, 2022, beginning two hours after the end of the conference call. To access the replay, callers in the United States may dial 1-855-859-2056 or 1-404-537-3406 and enter the same conference ID listed above for the live call.

#### **Key Performance Indicators and Non-GAAP Metrics**

This press release and the accompanying tables and related presentation materials contain certain key performance indicators and non-GAAP metrics: GMV, Adjusted EBITDA, non-GAAP operating expenses, non-GAAP net profit (loss) and non-GAAP net profit (loss) per share. These non-GAAP metrics should not be construed as an inference that our future results will be unaffected by unusual or other items. Adjusted EBITDA, non-GAAP operating expenses, non-GAAP net profit (loss) and non-GAAP net profit (loss) per share have limitations as analytical tools in that they do not reflect certain cash costs that may recur in the future, including, among other things, cash requirements for costs to replace assets being depreciated and amortized or cash payments for taxes. Management compensates for these limitations by relying on our GAAP results in addition to using these non-GAAP metrics as supplemental measures of our performance. The non-GAAP metrics used herein are not necessarily comparable to similarly titled captions of other companies due to different methods of calculation. Non-GAAP financial metrics should not be considered in isolation, as an alternative to, or superior to information prepared and presented in accordance with GAAP. These metrics are frequently used by analysts, investors and other interested parties to evaluate companies in our industry. By providing these non-GAAP metrics together with a reconciliation to the most comparable U.S. GAAP measure, we believe we are enhancing investors' understanding of our business and our results of operations, as well as assisting investors in evaluating how well we are executing our strategic initiatives.

We define GMV as the gross total dollar value of orders received by our merchants and reviewed through our eCommerce risk management platform during the period indicated, including orders that we did not approve.

We define Adjusted EBITDA as net profit (loss) adjusted to remove the effects of the provision for income taxes, interest income, net, other income (expense), net, depreciation and amortization, share-based compensation expense, and payroll taxes related to share-based compensation.

We define non-GAAP operating expenses as GAAP operating expenses adjusted to remove the effects of depreciation and amortization, share-based compensation expense, and payroll taxes related to share-based compensation.

We define non-GAAP net profit (loss) per share as non-GAAP net profit (loss) divided by non-GAAP weighted-average shares, which are defined below.

We define non-GAAP net profit (loss), which is used to compute non-GAAP net profit (loss) per share, as GAAP net profit (loss) adjusted to remove the effects of unique or non-recurring items such as remeasurement losses on our convertible preferred share warrant liabilities and convertible preferred share tranche rights, as well as non-cash expenses such as depreciation and amortization, share-based compensation expense, and payroll taxes related to share-based compensation.

We define non-GAAP weighted-average shares, which is used to compute non-GAAP net profit (loss) per share, as GAAP weighted average shares used to compute net profit (loss) per share, adjusted to reflect the ordinary shares issued in connection with the IPO that are outstanding as of the end of the period as if they were outstanding as of the beginning of the earliest period presented for comparability.

Adjusted EBITDA, non-GAAP operating expenses, non-GAAP net profit (loss) and non-GAAP net profit (loss) per share are non-GAAP metrics that management and our board of directors use as a supplemental measure of our performance because they assist us in comparing our operating performance on a consistent basis, as they remove the impact of items that we believe do not directly reflect our core operations. We also use Adjusted EBITDA for planning purposes, including the preparation of our internal annual operating budget and financial projections, to evaluate the performance and effectiveness of our strategic initiatives and to evaluate our capacity to expand our business.

See the tables below for reconciliations of these non-GAAP financial metrics to the most directly comparable GAAP metrics.

### **Forward Looking Statements**

Certain statements in this press release may constitute "forward-looking" statements and information, within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995 that relate to our current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may," "might," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "seek," "believe," "estimate," "predict," "potential," "continue," "contemplate," "possible" or similar words. These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements regarding our future growth potential, internal modeling assumptions, and business plans and strategy, reflect our current views with respect to future events and are not a guarantee of future performance. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of

factors, including, without limitation, the following: our limited operating history and ability to manage our growth; our history of net losses and anticipated increasing operating expenses; our ability to achieve profitability; our ability to maintain and enhance our brand; our ability to attract new merchants, retain existing merchants and increase the sales of our products to existing enterprises; our dependence on the continued use of credit cards and other payment methods that expose our merchant to the risk of payment fraud; changes in laws and regulations related to the use of credit cards, such as PSD2, which have and may continue to impact our GMV and to change or reduce the use cases for our products; our ability to successfully implement our business plan in light of macroeconomic conditions, such as economic downturn, changes in consumer behavior (including as a result of COVID-19 related restrictions), global supply chain issues and other factors that may impact eCommerce volumes and that may impact the demand for our services or have a material adverse impact on our and our business partners' financial condition and results of operations; our ability to continue to improve our machine learning models or if our machine learning models contain errors or are otherwise ineffective or do not operate property; our ability to predict our future revenue given our lengthy sales cycles; seasonality; our ability to operate in a highly competitive industry; merchant concentration; our ability to achieve desired operating margins; our compliance with a wide variety of U.S. and international laws and regulations; our ability to develop enhancements to our products; our dependence on our executive officers and senior management, and our ability to attract new talent, particularly in Israel; our limited experience in determining the optimal pricing for our products; our ability to obtain additional financing on favorable terms or at all; our reliance on Amazon Web Services; our ability to detect errors, defects or disruptions in our platform; our ability to protect our merchants' and their consumers' personal or other data from a security breach and to comply with laws and regulations relating to consumer data privacy and data protection; our ability to expand into markets outside the United States; our ability to effectively expand our sales force to facilitate revenue growth; the concentration of our voting power as a result of our dual class structure; and other risk factors set forth in the section titled "Risk Factors" in our Prospectus dated and filed with the Securities and Exchange Commission on July 30, 2021, and other documents filed with or furnished to the SEC. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this press release. You should not put undue reliance on any forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Except as required by applicable law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

#### **About Riskified**

Riskified empowers businesses to realize the full potential of eCommerce by making it safe, accessible, and frictionless. We have built a next-generation eCommerce risk management platform that allows online merchants to create trusted relationships with their consumers. Leveraging machine learning that benefits from a global merchant network, our platform identifies the individual behind each online interaction, helping merchants—our customers—eliminate risk and uncertainty from their business. We drive higher sales and reduce fraud and other operating costs for our merchants and strive to provide superior consumer experiences, as compared to our merchants' performance prior to onboarding us. Learn more at riskified.com.

Investor Relations: Chris Mammone | The Blueshirt Group for Riskified | ir@riskified.com

**Corporate Communications:** Rowena Kelley | press@riskified.com

# RISKIFIED LTD. CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)

Current assets:         \$ 418,143         \$ 103,69           Cash and cash equivalents         6,984         3,048           Short-term deposits         85,132         14,009           Accounts receivable, net         35,477         37,194           Prepaid expenses and other current assets         19,336         5,639           Total current assets         565,074         163,499           Property and equipment, net         16,968         4,640           Deferred contract acquisition costs         11,630         6,933           Ottal assets, noncurrent         6,962         5,439           Total assets, noncurrent         6,962         5,439           Total assets, soncurrent Isabilities.         8         20,22         5           Current Isabilities.         2         8         1,507           Accounts payable         2         2         8         1,507           Accrued compensation and benefits         24,748         15,548         15,548           Guarantee obligations         12,112         12,445         19,220         10,582           Accrued expenses and other current liabilities         62,414         51,921         10,582           Ober Isabilities, onocurrent         9,359         12,335		As of December 31,			r 31,
Current assers:         4 18,143         \$ 103,090           Cash and cash equivalents         6,984         3,048           Short-term deposits         35,132         14,009           Accounts receivable, net         35,77         37,194           Prepaid expenses and other current assets         19,338         6,639           Total current assets         15,596         4,640           Deferred contract acquisition costs         11,630         6,983           Other sasets, noncurrent         5,000         5,000         5,439           Total assets         5,000         5,000         5,439           Total particle Preferred Shares, and Shareholders' Equity (Deficit)         2,228         5,500           Current liabilities         2,247         5,500           Accounts payable         \$ 2,28         1,507           Accounts payable         \$ 2,28         1,507           Accounts payable         \$ 2,24         1,504           Guarantee obligations         12,002         1,505           Accude despenses and other current liabilities         12,002         1,505           Convertible preferred shares, no par value and NIS 0,0008 par value per share as of December 31, 2021         3,002         1,803           Total liabilities			2021		2020
Cash and cash equivalents         418,143         \$ 103,600           Restricted cash         6,934         3,048           Short-tern deposits         85,132         14,000           Accounts receivable, net         35,477         37,194           Prepaid expenses and other current assets         19,338         5,639           Total current assets         565,074         163,499           Property and equipment, net         16,968         4,640           Deferred contract acquisition costs         11,630         6,983           Other assets, noncurrent         6,962         5,489           Total carrent liabilities.         5,600,632         \$ 180,561           Current liabilities.         20,000         \$ 180,561           Accounts payable         \$ 228         \$ 1,507           Accrued compensation and benefits         24,748         1,548           Guarantee obligations         12,102         10,582           Accrued expenses and other current liabilities         13,306         11,839           Total labilities         6,244         5,1921           Convertible preferred shares, no par value and NIS 0,0008 par value per share as of December 31, 2021 and 2020, respectively: 200 and 23,295,997 shares authorized as of December 31, 2021 and 2020, respectively: 200 and 22,978,116 shares issued and o	Assets				
Restricted cash         6,984         3,048           Short-term deposits         85,132         14,009           Accounts receivable, net         35,477         37,194           Prepaid expenses and other current assets         19,338         5,639           Total current assets         565,074         163,499           Property and equipment, net         16,968         4,640           Other assets, noncurrent         6,962         5,439           Total assets         5 600,631         180,507           Itabilities. Convertible Preferred Shares, and Shareholders' Equity (Deficit)         20         1,507           Accounts payable         \$ 228         \$ 1,507           Accounts payable         \$ 24,748         1,507           Account compensation and benefits         24,748         15,548           Guarantee obligations         12,122         10,582           Provision for chargebacks, net         12,020         10,582           Accude expenses and other current liabilities         6,241         15,921           Other liabilities, noncurrent         9,359         12,335           Total liabilities         6,244         15,925           Convertible preferred shares, no par value and NIS 0,0008 par value per share as of December 31, 2021 and 2020, respect	Current assets:				
Short-term deposits	Cash and cash equivalents	\$		\$	103,609
Accounts receivable, net         35,477         37,194           Prepaid expenses and other current assets         19,338         5,639           Total current assets         565,074         163,499           Property and equipment, net         16,668         4,640           Deferred contract acquisition costs         11,630         6,933           Other assets, noncurrent         6,006         5,349           Total assets         600,032         180,507           Current liabilities.         22,478         15,548           Current liabilities         24,748         15,548           Guarantee obligations         12,020         10,552           Accounts payable         22,478         15,548           Guarantee obligations for chargebacks, net         12,002         10,552           Accounted expenses and other current liabilities         62,414         51,921           Total current liabilities         73,306         11,830           Total uniforment         9,339         12,335           Total liabilities         71,773         64,306           Convertible preferred shares, no par value and NIS 0,000 par value per share as of December 31, 2021         71,773         64,306           Convertible preferred shares, no par value and 29,878,116 shares issued a	Restricted cash		6,984		3,048
Prepaid expenses and other current assets	Short-term deposits		85,132		
Total current assets	Accounts receivable, net		,		
Property and equipment, net   16,968   4,640     Deferred contract acquisition costs   11,630   6,983     Other assets, noncurrent   5,000,000   1,000,000     Accounts payable   24,448   15,548     Guarantee obligations   12,020   1,000,000     Account payable   12,020   1,000,000     Account payable   12,020   1,000,000     Account payable   12,020   1,000,000     Account payable   12,000   1,000,000	Prepaid expenses and other current assets		19,338		5,639
Deferred contract acquisition costs         11,630         6,983           Other assets, noncurrent         \$ 6,062         5,439           Total assets         \$ 6,062         \$ 18,056           Liabilities. Convertible Preferred Shares, and Shareholders' Equity (Deficit)           Current liabilities:           Accrued compensation and benefits         24,748         15,507           Accrued compensation and benefits         24,748         15,507           Accrued tompensation and benefits         24,748         15,507           Accrued expenses and other current liabilities         12,112         12,445           Provision for chargebacks, net         12,020         10,582           Accrued expenses and other current liabilities         62,414         51,921           Other liabilities, noncurrent         9,359         12,335           Total liabilities, noncurrent         9,359         12,335           Convertible preferred shares, no par value and NIS 0,0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 32,95,907 shares authorized as of December 31, 2021 and 2020, respectively; gagnegate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,31	Total current assets		565,074		163,499
Other assets, noncurrent         6,962         5,439           Total assets         600,054         180,501           Liabilities, Convertible Preferred Shares, and Shareholders' Equity (Deficit)         800,061         180,501           Current liabilities.         82,288         \$ 1,507           Accounts payable         \$ 24,748         15,548           Guarantee obligations         12,112         12,445           Provision for chargebacks, net         12,002         10,582           Accrued expenses and other current liabilities         13,306         11,839           Total current liabilities, noncurrent         9,359         12,335           Total liabilities         71,773         64,306           Convertible preferred shares, no par value and NIS 0,0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; 90,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 90,000,000 and encorage and encorage and encorage and encorage and 2020, respectively; 90,000,000 and 2020, respectively; 80,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 80,055,520 and zero shares issued and o	Property and equipment, net		16,968		4,640
Total assets   \$ 600,634   \$ 180,561     Liabilities, Convertible Preferred Shares, and Shareholders' Equity (Deficit)   Current liabilities:	Deferred contract acquisition costs		11,630		6,983
Current liabilities   Convertible Preferred Shares, and Shareholders' Equity (Deficit)	Other assets, noncurrent		6,962		5,439
Current liabilities:   Accounts payable   \$ 228 \$ 1,507     Accrued compensation and benefits   24,748   15,548     Guarantee obligations   12,112   12,445     Provision for chargebacks, net   12,020   10,582     Accrued expenses and other current liabilities   13,306   11,839     Total current liabilities   62,414   51,921     Other liabilities, noncurrent   9,359   12,385     Total liabilities, noncurrent   9,359   12,385     Total liabilities   71,773   64,306     Convertible preferred shares, no par value and NIS 0,0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; zero and 29,978,116 shares issued and outstanding as of December 31, 2021 and 2020, respectively; zero and 29,978,116 shares issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; 30,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,5	Total assets	\$	600,634	\$	180,561
Accounts payable         \$         228         \$         1,507           Accrued compensation and benefits         24,748         15,548         Guarantee obligations         12,112         12,445         15,548           Provision for chargebacks, net         12,002         10,582         13,306         11,839           Total current liabilities         62,414         51,921         51,921           Other liabilities, noncurrent         9,359         12,385           Total liabilities         71,773         64,306           Convertible preferred shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; gagnegate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; 97,509,553 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 75,099,553 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 32,500,500,000 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 80,55,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 80,55,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 80,505,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 80,505,520 and zero shares	Liabilities, Convertible Preferred Shares, and Shareholders' Equity (Deficit)				
Accrued compensation and benefits 24,748 15,548 Guarantee obligations 12,112 12,445 Provision for chargebacks, net 12,102 10,582 Accrued expenses and other current liabilities 113,306 11,839 Total current liabilities 62,414 51,921 Other liabilities, noncurrent 99,359 12,385 Total liabilities, noncurrent 99,359 12,385 Total liabilities 71,773 64,306 Convertible preferred shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 80,000,000 and pare value per share as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 80,000,000 and zero shares authorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively (deficit) 75,249 24,366 Accumulated other comprehensive profit (loss) 176 — Accumulated deficit (246,564) (67,679)	Current liabilities:				
12,112   12,445     12,020   10,582     Accrued expenses and other current liabilities   13,306   11,839     Total current liabilities   62,414   51,921     Other liabilities, noncurrent   9,359   12,385     Total liabilities   71,773   64,306     Convertible preferred shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; zero and 29,878,116 shares issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares authorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively 64,064,064,064,064,064,064,064,064,064,0	Accounts payable	\$	228	\$	1,507
Provision for chargebacks, net         12,020         15,582           Accrued expenses and other current liabilities         13,306         11,839           Total current liabilities         62,414         51,921           Other liabilities, noncurrent         9,359         12,385           Total liabilities         71,773         64,306           Convertible preferred shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 23,295,097 shares authorized as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; 90,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares suthorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December	Accrued compensation and benefits		24,748		15,548
Accrued expenses and other current liabilities  Total current liabilities  Other liabilities, noncurrent  Other liabilities, noncurrent  Total liabilities, noncurrent  Total liabilities, noncurrent  Total liabilities  Total shareholders' equity (deficit)	Guarantee obligations		12,112		12,445
Total current liabilities  Other liabilities, noncurrent  Other liabilities, noncurrent  Total liabilities, noncurrent  Total liabilities  Total shareholders' equity (deficit)	Provision for chargebacks, net		12,020		10,582
Other liabilities, noncurrent 9,359 12,385 Total liabilities 7,1773 64,306 Convertible preferred shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares authorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and 2	Accrued expenses and other current liabilities		13,306		11,839
Total liabilities 71,773 64,306  Convertible preferred shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; zero and 29,878,116 shares issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively  Shareholders' equity (deficit):  Class A ordinary shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively  Class B ordinary shares, no par value; 232,500,000 and zero shares authorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively  Additional paid-in capital 775,249 24,366  Accumulated other comprehensive profit (loss) 176 —  Accumulated deficit (246,564) (67,679)  Total shareholders' equity (deficit) 528,861 (43,309)	Total current liabilities		62,414		51,921
Convertible preferred shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; zero and 23,295,097 shares authorized as of December 31, 2021 and 2020, respectively; zero and 29,878,116 shares issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively (deficit):  Class A ordinary shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares authorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively and 2020, re	Other liabilities, noncurrent		9,359		12,385
2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; zero and 29,878,116 shares issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of December 31, 2021 and 2020, respectively 902, respectively 902, respectively 902, respectively 902, respectively; 902,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 902,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares authorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively 9020, re	Total liabilities		71,773		64,306
Class A ordinary shares, no par value and NIS 0.0008 par value per share as of December 31, 2021 and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively  Class B ordinary shares, no par value; 232,500,000 and zero shares authorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively  Additional paid-in capital  Accumulated other comprehensive profit (loss)  Total shareholders' equity (deficit)  Total shareholders' equity (deficit)	2021 and 2020, respectively; zero and 33,295,097 shares authorized as of December 31, 2021 and 2020, respectively; zero and 29,878,116 shares issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and \$165,558 as of		_		159,564
and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of December 31, 2021 and 2020, respectively — 4  Class B ordinary shares, no par value; 232,500,000 and zero shares authorized as of December 31, 2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively — ——————————————————————————————————	Shareholders' equity (deficit):				
2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of December 31, 2021 and 2020, respectively  Additional paid-in capital 775,249 24,366  Accumulated other comprehensive profit (loss) 176 —  Accumulated deficit (246,564) (67,679)  Total shareholders' equity (deficit) 528,861 (43,309)	and 2020, respectively; 900,000,000 and 91,704,900 shares authorized as of December 31, 2021 and 2020, respectively; 75,909,531 and 14,310,552 shares issued and outstanding as of		_		4
Accumulated other comprehensive profit (loss)  Accumulated deficit  Total shareholders' equity (deficit)  176  (246,564)  (67,679)  528,861  (43,309)	2021 and 2020, respectively; 88,055,520 and zero shares issued and outstanding as of		_		_
Accumulated other comprehensive profit (loss)176—Accumulated deficit(246,564)(67,679)Total shareholders' equity (deficit)528,861(43,309)	Additional paid-in capital		775,249		24,366
Total shareholders' equity (deficit) 528,861 (43,309)	Accumulated other comprehensive profit (loss)		176		_
	Accumulated deficit		(246,564)		(67,679)
	Total shareholders' equity (deficit)		528,861		(43,309)
	Total liabilities, convertible preferred shares, and shareholders' equity (deficit)	\$	600,634	\$	180,561

# RISKIFIED LTD. CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except share and per share data)

	Three Months Ended December 31,			Year Ended December 31,			
		2021		2020	2021		2020
Revenue	\$	69,833	\$	57,049	\$ 229,141	\$	169,740
Cost of revenue		33,075		23,856	106,170		76,916
Gross profit		36,758		33,193	122,971		92,824
Operating expenses:							
Research and development		16,917		9,890	55,301		36,642
Sales and marketing		23,169		9,964	70,165		41,137
General and administrative		19,481		5,921	52,903		21,853
Total operating expenses		59,567		25,775	 178,369		99,632
Operating profit (loss)		(22,809)		7,418	(55,398)		(6,808)
Interest income (expense), net		377		30	591		145
Other income (expense), net		368		(2,366)	(122,520)		(3,609)
Profit (loss) before income taxes		(22,064)		5,082	(177,327)		(10,272)
Provision for (benefit from) income taxes		993		734	1,558		1,075
Net profit (loss)	\$	(23,057)	\$	4,348	\$ (178,885)	\$	(11,347)
Undistributed earnings attributable to participating securities		_		(4,348)	_		_
Net profit (loss) attributable to Class A and B ordinary shareholders, basic and diluted	\$	(23,057)	\$	_	\$ (178,885)	\$	(11,347)
Net profit (loss) per share attributable to Class A and B ordinary shareholders:			_				
Basic	\$	(0.14)	\$	_	\$ (2.34)	\$	(0.81)
Diluted	\$	(0.14)	\$	_	\$ (2.34)	\$	(0.81)
Weighted-average shares used in computing net profit (loss) per share attributable to Class A and B ordinary shareholders:							
Basic		163,658,760		14,267,984	76,459,625		14,022,788
Diluted		163,658,760	_	18,257,716	76,459,625		14,022,788

# RISKIFIED LTD. CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

		Year Ended December 31,		
	-	2021	2020	
Cash flows from operating activities:				
Net profit (loss)	\$	(178,885) \$	(11,347)	
Adjustments to reconcile net profit (loss) to net cash provided by (used in) operating activities:				
Unrealized loss (gain) on foreign currency		382	186	
Provision for (benefit from) account receivable allowances		268	12	
Depreciation and amortization		2,436	1,360	
Amortization of deferred contract costs		4,122	2,175	
Remeasurement of convertible preferred share warrant liabilities		101,413	3,850	
Remeasurement of convertible preferred share tranche rights		21,260	1,959	
Share-based compensation expense		33,358	7,945	
Other		656	(9)	
Changes in operating assets and liabilities:				
Accounts receivable		1,440	(12,568)	
Deferred contract acquisition costs		(7,744)	(6,462)	
Prepaid expenses and other assets		(15,079)	(3,235)	
Accounts payable		(832)	(3,707)	
Accrued compensation and benefits		8,398	6,500	
Guarantee obligations		(333)	3,308	
Provision for chargebacks, net		1,438	4,126	
Accrued expenses and other liabilities		7,424	2,787	
Net cash provided by (used in) operating activities		(20,278)	(3,120)	
Cash flows from investing activities:				
Purchases of short-term deposits		(110,000)	(14,000)	
Maturities of short-term deposits		39,063	_	
Purchases of property and equipment		(12,254)	(1,507)	
Capitalized software development costs		(1,250)	(1,454)	
Net cash provided by (used in) investing activities		(84,441)	(16,961)	
Cash flows from financing activities:				
Proceeds from issuance of convertible preferred shares and warrants, net of issuance costs		26,781	53,559	
Proceeds from exercise of share options		2,948	642	
Proceeds from initial public offering, net of underwriting discounts and commissions		392,273	_	
Proceeds from cash exercise of series E-1 warrants		6,489	_	
Payments of deferred offering costs		(5,302)	(176)	
Net cash provided by (used in) financing activities		423,189	54,025	
Net increase (decrease) in cash, cash equivalents, and restricted cash		318,470	33,944	
Cash, cash equivalents, and restricted cash—beginning of period		106,657	72,713	
Cash, cash equivalents, and restricted cash—end of period	\$	425,127 \$	106,657	
			•	

# **Reconciliation of GAAP to Non-GAAP Metrics**

The following tables reconcile non-GAAP metrics to the most directly comparable GAAP metric and are presented in thousands except for share and per share amounts.

	Three Months Ended D	ecember 31,	Year Ended December 31,			
	 2021	2020	2021		2020	
	 (unaudited)	_	(u	naudited)	)	
Net profit (loss)	\$ (23,057) \$	4,348	\$ (178,88	5) \$	(11,347)	
Provision for (benefit from) income taxes	993	734	1,55	8	1,075	
Interest (income) expense, net	(377)	(30)	(59	1)	(145)	
Other (income) expense, net	(368)	2,366	122,52	0	3,609	
Depreciation and amortization	649	445	2,43	6	1,360	
Share-based compensation expense	15,056	639	33,35	8	7,945	
Payroll taxes related to share-based compensation	153	_	15	3	_	
Adjusted EBITDA	\$ (6,951) \$	8,502	\$ (19,45)	1) \$	2,497	

	Three Months Ended December 31,				Year Ended December 31,			
		2021	20	20		2021		2020
	(unaudited)			(unaudited)				
GAAP operating expenses	\$	59,567	\$	25,775	\$	178,369	\$	99,632
Depreciation and amortization		(495)		(433)		(1,847)		(1,320)
Share-based compensation expense		(14,976)		(632)		(33,142)		(7,907)
Payroll taxes related to share-based compensation		(153)		_		(153)		_
Non-GAAP operating expenses	\$	43,943	\$	24,710	\$	143,227	\$	90,405

		Three Months Ended December 31,				Year Ended December 31,			
		2021		2020		2021		2020	
		(unaud				(unau		i)	
Net profit (loss)	\$	(23,057)	\$	4,348	\$	(178,885)	\$	(11,347)	
Remeasurement of convertible preferred share warrant liabilities		_		1,866		101,413		3,850	
Remeasurement of convertible preferred share tranche rights		_		993		21,260		1,959	
Depreciation and amortization		649		445		2,436		1,360	
Share-based compensation expense		15,056		639		33,358		7,945	
Payroll taxes related to share-based compensation		153		_		153		_	
Non-GAAP net profit (loss)	\$	(7,199)	\$	8,291	\$	(20,265)	\$	3,767	
Net profit (loss) per share attributable to Class A and B ordinary shareholders, basic	\$	(0.14)	\$	_	\$	(2.34)	\$	(0.81)	
Net profit (loss) per share attributable to Class A and B ordinary shareholders, diluted	\$	(0.14)	\$	_	\$	(2.34)	\$	(0.81)	
Non-GAAP net profit (loss) per share attributable to Class A and B ordinary shareholders, basic	\$	(0.04)	\$	0.05	\$	(0.13)	\$	0.02	
Non-GAAP net profit (loss) per share attributable to Class A and B ordinary shareholders, diluted $$	\$	(0.04)	\$	0.05	\$	(0.13)	\$	0.02	
Weighted-average shares used in computing net profit (loss) per share attributable to Class A and B ordinary shareholders, basic		163,658,760		14,267,984		76,459,625		14,022,788	
Add: Non-GAAP weighting adjustment for Class A and B ordinary shares issued in connection with IPO		_		146,648,106		85,578,209		146,648,106	
Weighted-average shares used in computing non-GAAP net profit (loss) per share attributable to Class A and B ordinary shareholders, basic <sup>(1)</sup>		163,658,760		160,916,090		162,037,834		160,670,894	
Weighted-average shares used in computing net profit (loss) per share attributable to Class A and B ordinary shareholders, diluted		163,658,760		18,257,716		76,459,625		14,022,788	
Add: Non-GAAP weighting adjustment for Class A and B ordinary shares issued in connection with IPO		_		146,648,106		85,578,209		146,648,106	
Add: Dilutive Class A and B ordinary share equivalents		_		_		_		2,007,733	
Weighted-average shares used in computing non-GAAP net profit (loss) per share attributable to Class A and B ordinary shareholders, diluted <sup>(1)</sup>		163,658,760		164,905,822		162,037,834		162,678,627	
	_				_				

<sup>(1)</sup> Weighted-average shares used in computing non-GAAP net profit (loss) per share reflect the Class A and B ordinary shares issued in connection with the IPO that are outstanding as of the end of the period as if they were outstanding as of the beginning of the earliest period presented for comparability.