UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2020

OR

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File Number: 001-35838

Marin Software Incorporated
(Exact name of registrant as specified in its charter)

Delaware	**20-4647180**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

123 Mission Street, 27th Floor
San Francisco, CA 94105

(Address of principal executive offices)

(415) 399-2580

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.001 per share	**MRIN**	**The Nasdaq Global Market**

Securities registered pursuant to section 12(g) of the Act:
Not applicable

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of Act. Yes ☐ No ☒

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

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

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Based on the closing price of the registrant's Common Stock on The Nasdaq Global Market of $1.42 on the last business day of the registrant's most recently completed second fiscal quarter, which was June 30, 2020, the aggregate market value of its shares held by non-affiliates was approximately $9.3 million. Shares of the registrant's Common Stock held by each executive officer and director were excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 19, 2021, there were approximately 10,936,000 shares of the registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for its 2021 Annual Meeting of Stockholders ("Proxy Statement"), to be filed within 120 days of the Registrant's fiscal year ended December 31, 2020, are incorporated by reference in Part III of this Annual Report on Form 10-K. Except with respect to information specifically incorporated by reference in this Form 10-K, the Proxy Statement is not deemed to be filed as part of this Annual Report on Form 10-K.

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FORM 10-K
For the Fiscal Year Ended December 31, 2020
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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements regarding future events and our future results, including, among other things, statements regarding our business, the capabilities of our technology platform and upgrades to the platform, product capabilities and their benefits for our customers, and expectations as to our future financial operating results and financial condition, that are subject to the safe harbors created under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. All statements contained in this Annual Report on Form 10-K other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words "believe," "may," "potentially," "will," "estimate," "continue," "anticipate," "intend," "could," "should," "would," "project," "plan," "predict," "expect," "seek," "likely," and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations, estimates and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These statements reflect our beliefs and certain assumptions based upon information available to us at the time we file this Annual Report on Form 10-K or the time of the documents incorporated by reference. Such forward-looking statements are only predictions, which may differ materially from actual results or future events. Although we believe that our expectations, estimates and projections reflected in the forward-looking statements are reasonable, we cannot be sure that they will be achieved. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the "Risk Factors" section. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time, including the risk of adverse economic effects of the COVID-19 pandemic. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

As used in this report, the terms "Marin," "Registrant," "we," "us," "our," and the "Company" mean Marin Software Incorporated and its subsidiaries unless the context indicates otherwise. References to "fiscal 2020" and "fiscal 2019" refer to the year ended December 31, 2020 and the year ended December 31, 2019, respectively.

PART I

ITEM 1. BUSINESS

We are a leading provider of digital marketing software for search, social and eCommerce advertising channels, offered as a unified software-as-a-service, or SaaS, advertising management platform for performance-driven advertisers and agencies. Our platform is an analytics, workflow and optimization solution for marketing professionals, allowing them to effectively manage their digital advertising spend. We market and sell our solutions to advertisers directly and through leading advertising agencies, and our customers collectively manage billions of dollars in advertising spend on our platform globally across a wide range of industries. We believe this makes us one of the largest providers of independent advertising cloud solutions. Our software solution is designed to help our customers:

- measure the effectiveness of their advertising campaigns through our proprietary reporting and analytics capabilities;
- manage and execute campaigns through our intuitive user interface and underlying technology that streamlines and automates key functions, such as advertisement creation and bidding, across multiple publishers and channels; and
- optimize campaigns across multiple publishers and channels based on market and business data to achieve desired revenue outcomes using our predictive bid management technology.

Advertisers use our platform to create, target and convert precise audiences based on recent buying signals from users' search, social and eCommerce interactions. Our platform is integrated with leading publishers such as Apple, Amazon, Baidu, Bing, Facebook, Google, Instagram, LinkedIn, Pinterest, Twitter, Verizon Media, Yahoo! Japan and Yandex. Additionally, we have integrations with more than 50 leading web analytics and advertisement-serving solutions and key enterprise applications, enabling our customers to more accurately measure the return on investment of their marketing programs.

Our software platform serves as an integration point for advertising performance, sales and revenue data, allowing advertisers to connect the dots between advertising spend and revenue outcomes. Through an intuitive interface, we enable our customers to simultaneously run large-scale digital advertising campaigns across multiple publishers and channels, making it easy for marketers to create, publish, modify and optimize campaigns.

Our predictive bid management and optimization technology also allows advertisers to forecast outcomes and optimize campaigns across multiple publishers and channels to achieve their business goals. Our optimization technology can help advertisers increase advertisement spend on those campaigns, publishers and channels that are performing well while reducing investment in those that are not. This category of solutions, which we refer to as cross-channel bid and campaign optimization, helps businesses intelligently and efficiently measure, manage, and optimize their digital advertising spend to achieve desired business results.

Headquartered in San Francisco, we were incorporated in the State of Delaware in 2006. The mailing address of our headquarters is 123 Mission Street, 27th Floor, San Francisco, California 94105 and our telephone number at that location is (415) 399-2580.

Offered Solutions

Our cloud-based platform helps our customers to measure, manage and optimize their digital marketing campaigns to improve performance of their online advertising campaigns, realize efficiencies and time savings, and make better business decisions. We offer solutions for direct advertisers of all sizes and the agencies that represent them, including enterprise, mid-market or small businesses. We offer SaaS solutions and managed services for search, social and eCommerce.

Search, Social and eCommerce

Our current product lineup consists of MarinOne and our two legacy products, Marin Search and Marin Social. We have been migrating customers, and we expect to continue to migrate customers in the first half of 2021, from Marin Search and Marin Social to MarinOne.

- *MarinOne*. Our next-generation platform that brings search, social and eCommerce advertising into a single-platform. *MarinOne* helps advertisers maximize a customer journey that spans Google, Facebook, Twitter and Amazon by combining the power of Marin Search and Marin Social with newer channels like LinkedIn, Apple Search Ads and YouTube.
- *Marin Search*. Our original product for large advertisers and agencies, *Marin Search* is designed to provide search advertisers with the power, scale and flexibility required to manage large-scale advertising campaigns.
- *Marin Social.* Helps advertisers manage their Facebook, Instagram and Twitter advertising spend at scale.

Our platforms are comprised of the following modules:

- *Optimization*. Our *Optimization* module helps advertisers manage bids across publishers to meet revenue goals and identify opportunities for campaign improvements, which we believe can improve financial performance and efficiencies. Forecasting capabilities help predict campaign performance, which simplifies the budgeting process for marketing departments.

- *Reporting and Analytics*. Our *Reporting and Analytics* module enables advertisers to report results at a business level and analyze cross-channel performance trends, which we believe can lead to improved visibility and generate significant time savings.

- *Campaign Management*. Our *Campaign Management* module provides the digital advertiser with a unified interface to create, manage and optimize campaigns across a broad range of publishers, creating greater efficiencies and increasing flexibility. Our goal is to complement and enhance the tools offered by these publishers to provide digital advertisers the ability to easily manage their campaigns on a global scale.

- *Connect*. Our *Connect* module enables advertisers to automate and streamline the capture of revenue, cost and audience data from a range of sources such as advertisement servers, analytics systems, CRM platforms, publishers and third-party databases. Through integrations across multiple data sources, our *Connect* module can help advertisers have a holistic picture of their digital advertising campaigns.

In November 2019, we completed the divestiture of the assets and liabilities related to our Perfect Audience business, which focused on display retargeting advertisements, to SharpSpring, Inc. an unrelated third party for net proceeds of $4.3 million, as further described in Note 7 of the accompanying consolidated financial statements.

Technology & Supporting Platform

We designed our cloud-based platform to support large global advertisers. The majority of our software is written in Java. Our hardware consists of industry-standard servers and network infrastructure. Our standard operating system is Linux. Our software platform is character-set, language, currency, and time-zone independent. Our technology platform has the following key benefits:

- *Scalability*. Our platform is designed to handle billions of advertising units across thousands of advertisers, while delivering a responsive browsing and editing experience. If the number of advertisers and resulting computing and storage requirements changes, we can add or remove hardware to our platform to accommodate the demand.

- *Availability*. Our customers are highly dependent on the availability of our platform, which is designed to be available 24x7, 365 days a year. We operate our own hardware and use third-party data centers that offer server redundancy, back-up communications and power and physical security.

- *Security*. Our platform manages a large quantity of customer data. We employ technologies, policies and procedures to protect customer data. The primary third-party data center that we use to host our platform has SSAE No. 18, Type 2 SOC 1, SOC 2 and SOC 3 attestations and is ISO 27001 certified.

We are continuously upgrading our software platform in a manner that we believe will cost-effectively extend the scalability, speed, resiliency and availability of our services and facilitate our ability to add new features to our products.

Strategic Agreements

We have entered into long-term strategic agreements with certain leading search publishers. Under these strategic agreements, we receive consideration based on a percentage of the search advertising spend that our customers manage on our platform.

In December 2018, we entered into such an agreement with Google, under which we receive revenue share payments based on our customers' search advertising spend on Google and certain other eligible search engines. In exchange, we will reinvest a percentage of these revenue share payments to drive our technology platform innovation. This agreement went into effect on October 1, 2018, and is scheduled to terminate on September 30, 2021, although Google may terminate the agreement in certain circumstances. We are in preliminary discussions with Google to extend potentially the term of this agreement, but no assurances can be provided as to whether the term will be extended or as to terms of any extension of the agreement. This agreement and the related revenue recognition considerations are described more fully in Note 3 of the accompanying consolidated financial statements.

Customers

We market and sell our technology solutions to advertisers directly and through advertising agencies that use our platform on behalf of their customers. Advertisers that we serve through our relationships with agencies generally represented approximately one-third to one-quarter of our overall revenues. We also generate revenues from leading publishers through our long-term strategic agreements.

Competition

The digital advertising cloud market is highly competitive, fragmented, and subject to changes in both technology and customer behavior. We face significant competition today and expect competition to intensify in the future. To maintain and improve our competitive position, we must keep pace with the evolving needs of our customers and continue to develop and introduce new modules, features and services in a timely and efficient manner. We currently compete with large, well-established companies, such as Adobe Systems Incorporated, Facebook, Inc., Google Inc. (through its wholly owned subsidiary DoubleClick) and Kenshoo Ltd. We also compete with in-house proprietary tools, tools from publishers and custom solutions, including spreadsheets. We believe the principal competitive factors in our market include the following:

- solution quality, breadth, stability, flexibility and functionality;
- tangible platform benefits;
- level of customer satisfaction and our ability to respond to customer needs rapidly;
- breadth and quality of advertiser and agency relationships;
- ability to innovate and develop new or improved products and features while maintaining platform speed and stability;
- ability to respond to changes in publishers’ application programming interfaces;
- brand awareness and reputation; and
- size of customer base.

Apart from cross-channel platform competitors, we also compete with channel solutions in the social advertising market. Competitors in the social advertising market include companies such as 4C Insights, Inc., Salesforce.com (through its wholly owned subsidiary Social.com) and Smartly.io Inc.

Our ability to remain competitive will largely depend on our ongoing performance in the areas of the quality, functionality and breadth of our solution and the availability and knowledgeability of our customer support.

Sales and Marketing

We sell our solutions directly to advertisers and agencies in a wide range of industries through our global sales team. Our sales cycle can vary substantially by advertiser and agency, but can take between three and nine months. We have eight account directors organized by geography and market segments. The same account directors are responsible for long-term customer satisfaction and retention, renewal, support and driving an increase in the volume of media managed by customers on our platform.

Our marketing team is focused on driving awareness and demand generation across major markets. This team provides thought leadership in the form of white papers, benchmarking reports, bylines, presenting at industry conferences and speaking to the press. In addition, they are responsible for the creation of field enablement assets such as case studies, blog posts and corporate and product collateral.

Research and Development

Our research and development team is responsible for the design, development, and maintenance of our platform. Our research and development process emphasizes frequent, iterative and incremental development cycles. Within our research and development organizations, we have several project teams that focus on platform and feature development for our advertising cloud solutions. Each of these project teams includes engineers, quality engineers and product managers, as needed, responsible for the initial and ongoing development for their projects.

Government Regulation

We are subject to a number of laws and regulations that affect companies conducting business in the advertising and SaaS industries and on the Internet, many of which are still evolving and could be interpreted in ways that could harm our business. The manner in which existing laws and regulations will be applied to the SaaS and advertising industries and the Internet in general and how they will relate to our business in particular, are often unclear. For example, we often cannot be certain how existing laws will apply in the eCommerce and online context, including with respect to such topics as privacy, advertising, pricing, taxation, content regulation, quality of products and services and intellectual property ownership and infringement. In addition, in 2020 U.S. federal and state and foreign governments and regulatory agencies initiated lawsuits or investigations against Google and Facebook related to certain of their anticompetitive business practices and conduct in the digital advertising and social media industries and we cannot be certain as to how such lawsuits and investigations might affect Google or Facebook or otherwise affect the digital advertising industry.

Numerous laws and regulatory schemes have been adopted at the national and state level in the United States, and in some cases internationally, that have a direct impact on our business and operations. For example, on January 1, 2020, the California Consumer Privacy Act went into effect, providing consumers the right to know what personal data companies collect, how it is used, and the right to access, delete and opt of sale of their personal information to third parties. Additionally, in May 2019, the European Union's General Data Protection Regulation, or GDPR, governing data privacy replaced the Data Protection Directive and established new requirements applicable to the handling of personal data and imposes penalties for non-compliance of up to the greater of €20,000,000 or 4% of worldwide revenue.

Human Capital Resources

Our employees are our greatest asset. Our performance depends upon identifying, attracting, developing, motivating and retaining a highly skilled workforce in multiple areas, including engineering, sales and marketing, and customer service. Collectively, our employees have extensive experience and knowledge in digital marketing and we believe that we employ some of the top talent in our industry.

Workforce Demographics

As of December 31, 2020, we had a total of 162 employees, which was down from a total of 292 employees at December 31, 2018 and a total of 229 employees at December 31, 2019. At December 31, 2020, approximately 45% of our employees were located in the United States, with approximately 40% of our employees located in Europe and approximately 15% of our employees located in Asia. At December 31, 2020, approximately one-half of our employees were on our engineering and research and development teams, with the remainder of our employees comprising our sales and marketing, customer service, and general and administrative teams.

During 2020, one of our strategic initiatives was the implementation of a restructuring plan in the third quarter of 2020, which included a global reduction-in-force and other cost saving actions to reduce our operating expenses and address the impact of the COVID-19 pandemic on our business (the "2020 Restructuring Plan"). The 2020 Restructuring Plan resulted in the reduction of our global workforce by approximately 60 employees, approximately half of which were located outside of the United States. We also experienced some senior management turnover in 2020, with the departures of the previous managers of our sales team and our customer service teams during the third quarter of 2020. We believe we have successfully restructured these teams and have promoted a talented and experienced new leader for the restructured teams from within our ranks.

Following our recent restructuring efforts, we believe that we have better aligned our human capital resources with the current and planned needs of our business. We are now focused on retaining and motivating our employees at all levels and in all parts of the organization, and we are committed to maintaining a workplace environment that promotes employee productivity and satisfaction. We do not expect to increase the size of our employee base significantly in the near future.

Compensation, Benefits and Well-being

We believe that we offer fair compensation and benefits that support our employees' overall well-being and are competitive in our industry and in the communities in which we operate. To promote alignment with our short- and long-term objectives, our compensation practices for employees include base pay, annual bonuses and other short-term incentives, and equity grants and other opportunities for long-term incentives. We offer an array of benefits, including comprehensive health and wealth insurance. We provide emotional well-being services through an Employee Assistance Program.

In response to the COVID-19 pandemic, we implemented significant changes in 2020 that we determined were in the best interests of our company, our employees as well as the communities in which we operate. The vast majority of our employees have been working from home since March 2020 and will likely to continue to do so for at least the next few quarters. In addition, we reduced the salaries of all of our employees whose annual base salary was in excess of $100,000 by up to 10% for the period from June 1, 2020 until August 1, 2020, and we reduced the salaries of our senior executives by 20% from June 1, 2020 until August 1, 2020, which reduction was reduced to 10% from August 1, 2020 until December 31, 2020 and to 0% effective as of January 1, 2021. We have been very encouraged by how our employees have responded to the challenges that have stemmed from the COVID-19 pandemic and have generally maintained their productivity under the evolving working conditions.

Communication and Engagement

We believe that our success depends upon on our employees understanding how their work contributes to our overall strategy and plans. To this end, we try to communicate with our workforce through a variety of channels and encourage open and direct communication, including quarterly company-wide CEO update meetings, regular company-wide call on a variety of topics of interest and frequent email corporate communications.

Diversity and Inclusion

We strive to promote and advance diversity and inclusion across the country and we value diverse perspectives and life experiences. We believe that everyone deserves respect and equal treatment, regardless of gender, race, ethnicity, age, disability, sexual orientation gender identity cultural background or religious belief.

Intellectual Property

Our intellectual property rights are a key component of our success. We rely on a combination of patent, trademark, copyright, unfair competition and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish, maintain and protect our proprietary rights.

As of December 31, 2020, we had four issued patents and one patent application pending in the United States. We own and use trademarks on or in connection with our products and services, including two registered trademarks in the United States, Canada, the European Union, Australia, China, Japan and Russia; one registered mark in South Korea and Singapore; and unregistered common law marks and pending trademark applications in the United States, Canada and the European Union. We have also registered numerous Internet domain names.

Available Information

The mailing address of our headquarters is 123 Mission Street, 27th Floor, San Francisco, California 94105 and our telephone number at that location is (415) 399-2580. Our website is www.marinsoftware.com. Through a link on the Investor Center section of our website, we make available the following filings as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission, or the SEC: our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended. All such filings are free of charge. The information posted to our website is not incorporated into this Annual Report on Form 10-K. The public may read and copy any materials that we file with the SEC at its website at www.sec.gov.

The contents of the websites referred to above are not incorporated into this filing. Further, our references to the URLs for these websites are intended to be inactive textual references only.

ITEM 1A. RISK FACTORS

SUMMARY OF RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information contained in this Annual Report on Form 10-K, including our consolidated financial statements and the related notes thereto, before making a decision to invest in our common stock. The risks and uncertainties summarized and described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that affect us. If any of the following risks occur, our business, financial condition, operating results and prospects could be materially and adversely affected. In that event, the price of our common stock could decline, and you could lose part or all of your investment.

Risks Related to the COVID-19 Pandemic

- The COVID-19 global pandemic has adversely affected, and is likely to continue to adversely affect, our business and operating results. Among other things, the COVID-19 global pandemic has caused, and could continue to cause, many of our customers to reduce their purchases of our products or to reduce the amount of digital advertising spend that they manage using our products, which could have a material adverse effect on our business.

Risks Related to our Financial Condition and Future Operating Results

- It is difficult to predict our future operating results, in particular because of the ongoing COVID-19 pandemic and its effects on our customers and digital advertising spend.
- We have a history of losses and we may not achieve or sustain profitability in the future.
- We expect to continue to incur losses and experience negative cash flows, and we will need to reduce operating expenses, sell additional securities, sell assets or borrow additional funds to continue as a going concern.
- We may require additional capital to support business growth, and this capital might not be available on acceptable terms, if at all.
- We have incurred indebtedness, which could adversely affect our ability to adjust our business to respond to competitive pressures and to obtain sufficient funds to satisfy our needs.
- Our Revenue Share Agreement with Google is scheduled to terminate on September 30, 2021, which could have a material adverse effect on our future results of operations and financial condition.
- We may experience quarterly fluctuations in our operating results due to a number of factors, which make our future results difficult to predict.

Risks Related to our Business and Market

- If the market for digital advertising slows or declines, our business, growth prospects, and financial condition would be adversely affected.
- We must develop and introduce enhancements and new features that achieve market acceptance or that keep pace with technological developments to remain competitive in our evolving industry.
- If we are unable to maintain our relationships with, and access to, publishers, advertising exchange platforms and other platforms that aggregate the supply of advertising inventory, our business will suffer.
- Our growth depends in part on the success of our relationships with advertising agencies and our strategic relationships with third parties.
- Our market is highly competitive and complex. We may not be able to compete successfully against current and future competitors.
- Our business depends on our customers' continued willingness to manage advertising spend on our platform.

Operational Risks

- Our business depends on retaining and attracting qualified personnel, and turnover may result in operational inefficiencies that could negatively affect our business.
- We incur upfront costs associated with onboarding advertisers to our platform and may not recoup our investment if we do not maintain the advertiser relationship over time.
- Because we generally bill our customers over the term of the contract, near term decline in new or renewed subscriptions may not be reflected immediately in our operating results.
- Any decrease in our customers' use of search advertising or our inability to further penetrate social and eCommerce advertising channels would harm our business.
- Our sales cycle can be long and unpredictable and require considerable time and expense, which may cause our operating results to fluctuate.
- Our ability to generate revenue depends on our collection of significant amounts of data from various sources.
- Material defects or errors in our software platform could harm our reputation, result in significant costs to us and impair our ability to sell our subscription services.
- We primarily derive our revenues from a single software platform and any factor adversely affecting subscriptions to our platform could harm our business and operating results.
- If mobile connected devices, their operating systems or content distribution channels, including those controlled by our competitors, develop in ways that prevent our advertising campaigns from being delivered to their users, our ability to grow our business will be impaired.
- If our security measures are breached or unauthorized access to customer data or our data is otherwise obtained, our solutions may be perceived as not being secure, customers may reduce the use of or stop using our solutions and we may incur significant liabilities.
- We primarily use third-party data centers to deliver our services. Any disruption of service at these facilities could harm our business.
- We may need to continually improve our hosting infrastructure to avoid service interruptions or slower system performance.
- Our solutions must integrate with our customers' enterprise applications and infrastructures. If we cannot efficiently implement our solutions for our customers, we may lose customers.
- If we are unable to maintain or expand our sales and marketing capabilities, we may not be able to generate anticipated revenues.
- Any failure to offer high-quality technical support services may adversely affect our relationships with our customers and harm our financial results.
- Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.

Regulatory and Compliance Risks

- Domestic and foreign government regulation and enforcement of data practices and data tracking technologies is expansive, not clearly defined and rapidly evolving. Such regulation could directly restrict portions of our business or indirectly affect our business by constraining our customers' use of our platform or limiting the growth of our markets.
- If our customers fail to abide by applicable privacy laws or to provide adequate notice and/or obtain consent from end users, we could be subject to litigation or enforcement action or reduced demand for our services. Industry self-regulatory standards may be implemented in the future that could affect demand for our platform and our ability to access data we use to provide our platform.
- Our revenues may be adversely affected if we are required to charge sales taxes in additional jurisdictions or other taxes for our solutions.
- If we experience material weaknesses or deficiencies in the future or otherwise fail to maintain an effective system of internal controls, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect investor confidence in us and, as a result, the value of our common stock.
- We may not be able to utilize a significant portion of our net operating loss or research tax credit carryforwards.

Risks Related to the Ownership of Our Common Stock

- If we cannot meet the continued listing requirement of The Nasdaq Global Market, The Nasdaq Global Market may de-list our common stock, which would have an adverse effect on the trading volume, liquidity and market price of our common stock.
- The market price of our common stock has been, and is likely to continue to be, subject to wide fluctuations and could subject us to litigation.
- If we sell additional shares of our common stock, the percentage ownership of our stockholders will be diluted.

RISK FACTORS

Risks related to the COVID-19 Pandemic

The ongoing COVID-19 global pandemic has adversely affected and is likely to continue to adversely affect our business and operating results.

A novel strain of coronavirus causing the disease COVID-19 emerged in China in December 2019 and began to spread globally, including to the United States, in early 2020. The World Health Organization has declared COVID-19 to be a pandemic. We believe that the ongoing COVID-19 pandemic has had and continues to have an adverse effect on many of our customers and their businesses and their spending on digital advertising and has had an adverse effect on our recent results of operations and is likely to continue to affect our future results of operations, but the full impact of the COVID-19 pandemic is inherently uncertain at the time of this report. The COVID-19 pandemic has resulted in travel restrictions, prohibitions of or restrictions on non-essential activities, disruption and shutdown of businesses and greater uncertainty in global financial markets.

We cannot predict the extent to which the COVID-19 pandemic will affect our business or operating results, which is highly dependent on inherently uncertain future developments, including the severity of outbreaks of COVID-19, the actions taken by governments and private businesses in relation to COVID-19 containment and the availability, deployment and efficacy of vaccines. In geographies in which we or our customers operate, health concerns and political or governmental developments in response to COVID-19 have resulted in, and could continue to result in, economic, social or labor instability or prolonged contractions in the industries in which our customers operate, slow our sales process, result in customers not purchasing or renewing subscriptions to our platform or failing to make payments, and could otherwise have a material adverse effect on our business and our results of operations and financial condition. Because our platform is offered as a subscription-based service, the effect of the pandemic may not be fully reflected in our operating results until future periods, if at all.

Since mid-March 2020, some of our customers have reduced the amount of digital advertising spend that they manage using our products, which has had an adverse effect on the Company's results of operations, and some of our customers have requested extended payment terms, reduced fees or fee waivers, early contract terminations and other forms of contract relief. Also, since mid-March 2020, most of our employees have not been able to work from our offices and have been working from home, which could cause some disruption or delays in our business activities, including our product development efforts. If the COVID-19 global pandemic continues for an extended period of time or evolves into a more severe worldwide health crisis it could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Risks related to our Financial Condition and Future Operating Results

It is difficult to predict our future operating results, in particular because of the ongoing COVID-19 pandemic and its effects on our customers and digital advertising spend.

Our ability to accurately forecast our future operating results is limited and subject to a number of uncertainties, including planning for and modeling future growth. We have encountered, and will continue to encounter, risks and uncertainties frequently experienced by growing companies in rapidly changing industries. If our assumptions regarding these risks and uncertainties, which we use to plan our business, are incorrect or change due to industry or market developments, or if we do not address these risks successfully, our operating results could differ materially from our expectations and our business could suffer. Specifically, the COVID-19 pandemic has spread globally, with the United States as one of the main epicenters of the pandemic, and is significantly affecting both U.S. and worldwide economic activity. We believe that the COVID-19 pandemic has had an adverse effect on many of our customers and their businesses and their spending on digital advertising and has had an adverse effect on our recent results of operations and is likely to continue to affect our future results of operations. The COVID-19 pandemic could result in one or more of the following conditions, among other potential conditions, that could affect us and our customers:

- increased risk in collectability of accounts receivable;
- reduced staff productivity due to working at home for extended periods;
- lost staff productivity due to illness and/or illness in the family;
- increased customer losses/churn;
- increased challenges in acquiring new customers;
- extreme currency exchange-rate fluctuations; and
- challenges with Internet infrastructure due to high loads.

The duration and scope of the COVID-19 pandemic is highly uncertain. We continue to monitor the effect that the COVID-19 outbreak may have, and while it is not possible at this time to estimate the ongoing impact that COVID-19 will have on our business, the continued spread of COVID-19, and the measures taken by the governments of countries affected, will likely have an adverse impact on global economic conditions, which are likely to have an adverse effect on our business and financial condition.

We have a history of losses and we may not achieve or sustain profitability in the future.

We have incurred significant losses in each fiscal year since our incorporation in 2006. We experienced a net loss of $14.1 million and $12.4 million during the years ended 2020 and 2019, respectively. As of December 31, 2020, we had an accumulated deficit of $291.2 million. The losses and accumulated deficit were due largely to the substantial investments we made to grow our business and acquire customers. Our cost of revenues and operating expenses could increase in the future due to investments to grow our business, acquire customers and develop our platform and new functionality. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenues sufficiently to offset these higher expenses. Many of our efforts to generate revenues from our business are new and unproven and exacerbated by the effects of the COVID-19 pandemic, and any failure to increase our revenues or generate revenues from new solutions or to maintain or increase revenues from existing products and customers could prevent us from attaining or increasing profitability. Our revenues have decreased in recent periods, including a decline from $49.0 million in 2019 to $30.0 million in 2020. We do not expect to be profitable in 2021 on the basis of generally accepted accounting principles in the United States, or GAAP, and we cannot be certain that we will be able to attain profitability on a quarterly or annual basis, or if we do, that we will sustain profitability.

We expect to continue to incur losses and experience negative cash flows, and we will need to reduce operating expenses, sell additional securities, sell assets or borrow additional funds to continue as a going concern.

We currently operate at a loss and we anticipate that we will continue to have operating losses in the near term. Our business has not generated enough cash flow to fund our sales and marketing activities, research and development initiatives and other business activities. We anticipate that increasing our market share for our current services through sales and marketing efforts, continuing development of new platform features and delivering efficient service to customers will require additional capital and expenditures and will be made more challenging given the effects of the COVID-19 pandemic. If we continue to burn cash without a corresponding increase to revenue, we will need to reduce operating expenses through successful cost-cutting measures or seek to sell additional securities, sell assets or borrow additional funds to continue as a going concern. There is no guarantee that we will be able to successfully reduce our operating expenses through successful cost–cutting measures. Further, there is no guarantee that we will receive forgiveness of any amount of our loan under the Paycheck Protection Program or that we will be able to issue additional securities or sell assets in future periods or borrow additional funds on commercially reasonable terms, or at all, in order to meet our cash needs. Our ability to raise additional financing is subject to a number of uncertainties, including but not limited to, the market demand for our stock, our financial performance and outlook, the market demand for products and services, negative economic developments, the economic effects of the COVID-19 pandemic and adverse market conditions. During 2020, we commenced a restructuring plan that included a global reduction-in-force and other cost saving actions to reduce our operating expenses and address the impact of the COVID-19 pandemic on our business, or the 2020 Restructuring Plan. The 2020 Restructuring Plan is expected to ultimately result in the reduction of our global workforce by approximately 60 employees, approximately half of which are located outside of the United States. As of December 31, 2020, the majority of the planned reductions were complete. Our ability to continue as a going concern is substantially dependent upon our ability to improve customer retention rates, increase new bookings, and manage our cash flows. Other factors that may significantly affect our ability to continue as a going concern include one or more of the following; our ability to obtain partial forgiveness of our loan under the Paycheck Protection Program, our ability to renew our revenue sharing agreement with Google on acceptable terms, our ability to raise additional financing, and our ability to further reduce our expenses.

We may require additional capital to support business growth, and this capital might not be available on acceptable terms, if at all.

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new features or enhance our existing platform, continue the deployment of MarinOne, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Through December 31, 2020, we sold 3.4 million shares of our common stock under an equity distribution agreement with JMP Securities LLC, or JMP Securities, and received proceeds of approximately $9.4 million, net of offering costs of $0.6 million, at a weighted-average sales price of $2.90. During the year ended December 31, 2020, we sold 2.7 million shares of our common stock under the equity distribution agreement, and received proceeds of approximately $7.5 million, net of offering costs of $0.5 million, at a weighted average sales price of $2.92 per share. The 2.7 million shares of our common stock that we issued under the equity distribution agreement during 2020 increased the number of outstanding shares of our common stock by approximately 40%, resulting in dilution to the percentage ownership of our previously existing stockholders. During February 2021 we sold an additional 1.2 million shares of our common stock under the equity distribution agreement and received proceeds of $3.1 million, net of offering costs of $0.1 million, at a weighted average sales price of $2.68 per share. There are currently no additional amounts available to be sold under this equity distribution agreement, but we intend to explore other options to raise additional financing.

In May 2020, we entered into a loan agreement with Harvest Small Business Finance, LLC, or the Lender, as the lender for a loan in an aggregate principal amount of $3.3 million, or the Loan, pursuant to the Paycheck Protection Program under the Coronavirus Aid, Relief, and Economic Security (CARES) Act. Any additional debt financing secured by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, we may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired.

We have incurred indebtedness, which could adversely affect our ability to adjust our business to respond to competitive pressures and to obtain sufficient funds to satisfy our needs.

In May 2020, we obtained the Loan pursuant to the Paycheck Protection Program pursuant to the CARES Act. The Loan matures two years from the date of first disbursement of the Loan, which occurred on May 7, 2020. The Loan bears interest at a rate of 1% per annum, with all payments deferred through the ten-month anniversary of the date of the note evidencing the Loan, or the Note. Principal and interest are payable monthly commencing on the first day of the next month after the expiration of the initial ten-month deferment period and may be prepaid by us at any time prior to maturity without penalty. The Note specifies various potential defaults, upon the occurrence of which, at the Lender’s option, amounts outstanding under the Note would become immediately due and payable.

The U.S. Department of the Treasury, or the Treasury, and the U.S. Small Business Administration, or the SBA, have announced that they will review all Payroll Protection Program loans that equal or exceed $2.0 million. Guidance from Treasury and SBA has been slow to develop and occasionally unclear. At the same time, the Payroll Protection Program has been amended multiple times with some amendments significantly altering the timeline associated with the Payroll Protection Program spending and Loan forgiveness. While we believe that we acted in good faith and complied with all requirements of the Payroll Protection Program, if Treasury or SBA determined that our Loan application was not made in good faith or that the we did not otherwise meet the eligibility requirements of the Payroll Protection Program, we may not receive forgiveness of the Loan (in whole or in part) and we could be required to return the Loan or a portion thereof. Further, there is no guarantee that we will receive forgiveness for any amount and forgiveness will be subject to review by the Lender of information and documentation that we submit, as required by SBA and the Lender.

We intend to apply for forgiveness of approximately $2.9 million due under the Loan once the Lender opens the application process, with the amount of potential Loan forgiveness being calculated in accordance with the requirements of the PPP based on payroll costs, any mortgage interest payments, any covered rent payments and any covered utilities payments during the 8-week period beginning on the date of first disbursement of the Loan. No assurances can be provided as to the amount or timing of any potential Loan forgiveness. Any required repayment of our existing indebtedness as a result of a default would reduce our cash on hand such that we would not have those funds available for use in our business, which could have a material adverse effect on our business, operating results and financial condition.

Our Revenue Share Agreement with Google is scheduled to terminate on September 30, 2021, which could have a material adverse effect on our future results of operations and financial condition.

We entered into a revenue share agreement with Google in December 2018, with an effective date of October 1, 2018, or the Google Revenue Share Agreement. Under the Google Revenue Share Agreement, we are eligible to receive both fixed and variable revenue share payments based on a percentage of the search advertising spend that is managed through our platform. For the year ended December 31, 2020, we recognized revenues of $9.1 million, and for the year ended December 31, 2019 we recognized revenues of $12.2 million from the Google Revenue Share Agreement. The Google Revenue Share Agreement is scheduled to terminate on September 30, 2021. We are in preliminary discussions with Google to extend potentially the term of the Google Revenue Share Agreement, but no assurances can be provided as to whether the term will be extended or as to terms of any extension of the agreement. Our results of operations would be adversely affected if the Google Revenue Share Agreement is terminated, either upon its scheduled termination or otherwise, or adversely modified.

Our usage-based pricing model makes it difficult to forecast revenues from our current customers and future prospects.

We primarily have a usage-based pricing model in which most of our fees are calculated as a percentage of customers' advertising spend managed on our platform. This pricing model makes it difficult to accurately forecast revenues because our customers' advertising spend managed by our platform may vary from month to month based on the variety of industries in which our advertisers operate, the seasonality of those industries and fluctuations in our customers' advertising budgets or other factors. The market for digital advertising may be adversely affected by adverse market conditions, including the economic effects of the COVID-19 pandemic, which has caused some advertisers to, and may continue to lead advertisers to, reduce the amount of their digital advertising spend. Our subscription contracts with our direct advertiser customers generally contain a minimum monthly platform fee, which is generally greater than one-half of our estimated monthly revenues from the customer at the time the contract is signed, and, as a result, the minimum monthly platform fee may not be a good indicator of our revenues from that customer. In addition, advertisers that use our platform through our agency customers typically do not have a minimum monthly spend amount or a minimum term during which they must use our platform, and as a result, our ability to forecast revenues from these advertisers is difficult. If we incorrectly forecast revenues for these advertisers and the amount of revenue is less than projections we provide to investors, the price of our common stock could decline substantially. Additionally, if we overestimate usage, we may incur additional expenses in adding infrastructure, without a commensurate increase in revenues, which would harm our gross margins and other operating results.

We may experience quarterly fluctuations in our operating results due to a number of factors which make our future results difficult to predict and could cause our operating results to fall below expectations or our guidance.

Our quarterly operating results may fluctuate due to a variety of factors, many of which are outside of our control. As a result, comparing our operating results on a period-to-period basis may not be meaningful. You should not rely on our past results as indicative of our future performance. If our revenues or operating results fall below the expectations of investors or securities analysts, or below any guidance we may provide to the market, the price of our common stock could decline substantially.

In addition to other risk factors listed in this section, factors that may affect our quarterly operating results include the following:

- the impact of, including but not limited to, the market volatility and economic disruption caused by, COVID-19 or any other worldwide pandemic;
- the level of advertising spend managed through our platform for a particular quarter;
- fluctuations in the contractual rates of our strategic agreements with publishers;
- customer renewal rates, and the pricing and usage of our platform in any renewal term;
- demand for our platform and the size and timing of our sales;
- customers delaying purchasing decisions in anticipation of new releases by us or of new products by our competitors;
- any termination or adverse changes in the Google Revenue Share Agreement, or any changes in any other current or future strategic agreements with publishers;
- delays in projects to upgrade our own software platform infrastructure and any resulting delays in releasing new features;
- network or system outages, platform downtime, software application or operations errors, software bugs, security breaches or other supplier system or supply chain changes or interruptions and any associated credits, warranty claims or other expenses;
- changes in the competitive dynamics of our industry, including consolidation among competitors or customers;
- market acceptance of our current and future solutions;
- changes in spending on digital advertising or information technology and software by our current and/or prospective customers;
- budgeting cycles of our customers;
- departures of employees or restructurings of our teams or personnel;
- our potentially lengthy sales cycle;
- our ability to control costs, including our operating expenses;

- the amount and timing of infrastructure costs and operating expenses related to the maintenance or expansion of our business, operations and infrastructure;
- foreign currency exchange rate fluctuations; and
- general economic and political conditions in our domestic and international markets.

Based upon all of the factors described above, we have a limited ability to forecast our future revenues, costs and expenses, and as a result, our operating results may from time to time fall below our estimates or the expectations of public market analysts and investors.

Risks related to our Business and Market

If the market for digital advertising slows or declines, our business, growth prospects, and financial condition would be adversely affected.

The future growth of our business could be constrained by the level of acceptance and expansion of emerging cloud-based advertising channels, as well as the continued use and growth of existing channels, such as search and social advertising. Even if these channels become widely adopted, advertisers and agencies may not make significant investments in solutions such as ours that help them manage their digital advertising spend across publisher platforms and advertising channels. It is difficult to predict customer adoption rates, customer demand for our platform, the future growth rate and size of the advertising cloud solutions market or the entry of competitive solutions. The market for digital advertising may be adversely affected by adverse market conditions, including the economic effects of the COVID-19 pandemic, which has caused some advertisers to, and may continue to lead advertisers to, reduce the amount of their digital advertising spend. The continued expansion of the market for advertising cloud solutions depends on a number of factors, including the continued growth of the cloud-based advertising market, the growth of social and mobile as advertising channels and the cost, performance and perceived value associated with advertising cloud solutions, as well as the ability of cloud computing companies to address security and privacy concerns. Further, the cloud computing market is less developed in many jurisdictions outside the United States. If we or other cloud computing providers experience security incidents, loss of customer data, disruptions in delivery or other problems, the market for cloud computing as a whole, including our applications, may be negatively affected.

We operate in a rapidly developing and changing industry, which makes it difficult to evaluate our current business and future prospects.

We have encountered and will continue to encounter risks and difficulties frequently experienced by companies in rapidly developing and changing industries, including challenges in forecasting accuracy, hiring and retaining qualified employees, determining appropriate investments of our limited resources, market acceptance of our existing and future solutions, effectively integrating acquired products, competition from established companies with greater financial and technical resources, acquiring and retaining customers, managing customer deployments, making improvements to our existing products and developing new solutions. Additionally, the effects of the COVID-19 pandemic have made these challenges more pronounced. Our current operations infrastructure may require changes in order for us to achieve profitability and scale our operations efficiently. For example, we may need to automate portions of our solution to decrease our costs, ensure our marketing infrastructure is designed to drive highly qualified leads cost effectively and implement changes in our sales model to improve the predictability of our sales and reduce our sales cycle. In addition, from time to time, we may need to make additional investments in product development to address market demands, which may increase our overall expenses and reduce our ability to achieve profitability. If we fail to implement these changes in a timely manner or are unable to implement them due to factors beyond our control, our business may suffer, our revenue may decline and we may not be able to achieve growth or profitability. We cannot be assured that we will be successful in addressing these and other challenges we may face in the future.

We must develop and introduce enhancements and new features that achieve market acceptance or that keep pace with technological developments to remain competitive in our evolving industry.

We operate in a dynamic market characterized by rapidly changing technologies and industry and legal standards. The introduction of new advertising platform solutions by our competitors, the market acceptance of solutions based on new or alternative technologies, or the emergence of new industry standards could render our platform obsolete. Our ability to compete successfully, attract new customers and increase revenues from existing customers depends in large part on our ability to enhance and improve our existing cross-channel, cross-device, enterprise marketing software platform and to continually introduce or acquire new features that are in demand by the market we serve. We also must update our software to reflect changes in publishers' application programming interfaces, or APIs, and terms of use. We are in the process of deploying our new platform, MarinOne, and the success of this project or any other enhancement or new solution depends on several factors, including timely completion, adequate quality testing, effective migration of existing customers with minimal disruption and appropriate introduction and market acceptance. Any new platform or feature that we develop or acquire may not be introduced in a timely manner, may contain defects, may be more costly to compete than we anticipate or may not achieve the broad market acceptance necessary to generate significant revenues. If we are unable to complete the upgrade to our software platform infrastructure effectively or in a timely manner, or to anticipate or timely and successfully develop or acquire new offerings or features or enhance our existing platform to meet customer requirements, our business and operating results will be adversely affected.

If we are unable to maintain our relationships with, and access to, publishers, advertising exchange platforms and other platforms that aggregate the supply of advertising inventory, our business will suffer.

We currently depend on relationships with various publishers, including Amazon, Apple, Baidu, Bing, Facebook, Google, Instagram, Pinterest, Twitter, Verizon Media and Yahoo!. Our subscription services interface with these publishers' platforms through APIs, such as the Google API or Facebook API. We are subject to the respective platforms' standard API terms and conditions, which govern the use and distribution of data from these platforms. Our business significantly depends on having access to these APIs, particularly the Google API, which the substantial majority of our customers use, on commercially reasonable terms and our business would be harmed if any of these publishers, advertising exchanges or aggregators of advertising inventory discontinues or limits access to their platforms, modifies their terms of use or other policies or place additional restrictions on us as API users, or charges API license fees for API access. Moreover, some of these publishers, such as Google, market competitive solutions for their platforms. Because the advertising inventory suppliers control their APIs, they may develop competitive offerings that are not subject to the limits imposed on us through the API terms and conditions. Currently, restrictions in these API agreements limit our ability to implement certain functionality, require us to implement functionality in a particular manner or require us to implement certain required minimum functionality, causing us to devote development resources to implement certain functionality that we would not otherwise include in our subscription services and to incur costs for personnel to provide services to implement functionality that we are prohibited from automating. Publishers, advertising exchanges and advertising inventory aggregators update their API terms of use from time to time and new versions of these terms could impose additional restrictions on us. In addition, publishers, advertising exchanges and advertising inventory aggregators continually update their APIs and may update or modify functionality, which requires us to modify our software to accommodate these changes and to devote technical resources and personnel to these efforts which could otherwise be used to focus on other priorities. Any of these outcomes could cause demand for our products to decrease, our research and development costs to increase, and our results of operations and financial condition to be harmed.

We have also entered into long-term strategic agreements with certain leading search publishers. Under these strategic agreements, we receive consideration based on a percentage of the search advertising spend that our customers manage on our platform. The majority of our strategic agreement revenue is concentrated in one revenue share agreement, executed with Google in December 2018, with an effective date of October 1, 2018, or the Google Revenue Share Agreement. Under the Google Revenue Share Agreement, we receive both fixed and variable revenue share payments based on a percentage of the search advertising spend that is managed through our platform. For the year ended December 31, 2020, we recognized revenues of $9.1 million and for the year ended December 31, 2019 we recognized revenues of $12.2 million from the Google Revenue Share Agreement. The Google Revenue Share Agreement has a three-year term and is scheduled to terminate on September 30, 2021. We are in discussions with Google to extend potentially the term of the Google Revenue Share Agreement, but no assurances can be provided as to whether the term will be extended or as to terms of any extension of the agreement. Our results of operations would be adversely affected if the Google Revenue Share Agreement is terminated, either upon its scheduled termination or otherwise, or adversely modified.

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

Our future growth will depend, in part, on our ability to enter into successful relationships with advertising agencies. Identifying agencies and negotiating and documenting relationships with them requires significant time and resources. These relationships may not result in additional customers or enable us to generate significant revenues. Our contracts for these relationships are typically non-exclusive and do not prohibit the agency from working with our competitors or from offering competing services. Frequently, these agencies do in fact work with our competitors and compete with us. In addition, we often work with, or seek to work with, high-profile brands directly. This may not be possible where, for example, those brands obtain advertising services exclusively or primarily from advertising agencies.

We generally bill agencies for their customers' use of our platform, but in most cases the agency's customer has no direct contractual commitment to make payment to us. Furthermore, some of these agency contracts include provisions whereby the agency is not liable for making payment to us for our subscription services if the agency does not receive a corresponding payment from its client on whose behalf the subscription services were rendered. These provisions may result in longer collections periods or our inability to collect payment for some of our subscription services. If we are unsuccessful in establishing or maintaining our relationships with these agencies on commercially reasonable terms, or if these relationships are not profitable for us, our ability to compete in the marketplace or to grow our revenues could be impaired and our operating results would suffer.

Our future growth will also depend, in part, on our ability to enter-into and retain successful strategic relationships with third-parties. For example, we are seeking to establish relationships with third-parties to develop integrations with complementary technology and content. These relationships may not result in additional customers or enable us to generate significant revenues. For example, we entered into the Google Revenue Share Agreement where we receive both fixed and variable revenue share payments based on a percentage of the search advertising spend that is managed through our platform. Identifying partners and negotiating and documenting relationships with them require significant time and resources. Our contracts for these relationships are typically non-exclusive and do not prohibit the other party from working with our competitors or from offering competing services. If we are unsuccessful in establishing or maintaining our relationships with these third parties, our ability to compete in the marketplace or to grow our revenues could be impaired and our operating results would suffer.

We may not be able to compete successfully against current and future competitors.

The overall market for advertising cloud solutions is rapidly evolving, highly competitive, complex, fragmented, and subject to changing technology and shifting customer needs. We face significant competition in this market and we expect competition to intensify in the future. We currently compete with large, well-established companies, such as Adobe Systems Incorporated and Google Inc., and privately held companies, such as Kenshoo Ltd. We also compete with channel-specific offerings, in-house proprietary tools, tools from publishers and custom solutions, including spreadsheets. Increased competition may result in reduced pricing for our solutions, longer sales cycles or a decrease of our market share, any of which could negatively affect our revenues and future operating results and our ability to grow our business.

A number of competitive factors could cause us to lose potential sales or to sell our solutions at lower prices or at reduced margins, including, among others:

- publishers generally offer their tools for free, or at a reduced price, as their primary compensation is via the sale of advertising on their own or syndicated websites;
- some of our competitors, such as Adobe, Facebook and Google, have greater financial, marketing and technical resources than we do, allowing them to leverage a larger installed customer base, adopt more aggressive pricing policies, and devote greater resources to the development, promotion and sale of their products and services than we can;
- channel-specific competitors, such as Kenshoo Ltd. and Smartly.io, may devote greater resources to the development, promotion and sale of their channel-specific products and services than we can;
- companies may enter our market by expanding their platforms or acquiring a competitor; and
- potential customers may choose to develop or continue to use internal solutions rather than paying for our solutions or may choose to use a competitor's solution that has different or additional technical capabilities.

We cannot assure you that we will be able to compete successfully against current and future competitors. If we cannot compete successfully, our business, results of operations and financial condition could be negatively impacted.

In 2020 U.S. federal and state and foreign governments and regulatory agencies initiated lawsuits or investigations against Google and Facebook related to certain of their anticompetitive business practices and conduct in the digital advertising and social media industries and we cannot be certain as to how such lawsuits and investigations might affect Google or Facebook or otherwise affect the digital advertising industry.

Our business depends on our customers' continued willingness to manage advertising spend on our platform.

In order for us to improve our operating results, it is important that our customers continue to manage their advertising spend on our platform, increase their usage and also purchase additional solutions from us. In the case of our direct advertiser customers, we offer our solutions primarily through subscription contracts and generally bill customers over the related subscription period, which is generally one year or longer. During the term of their contracts, our direct advertiser customers generally have no obligation to maintain or increase their advertising spend on our platform beyond a specified minimum monthly platform fee, which is typically set at the time the contract is signed and is generally greater than half of the monthly amount we anticipate the customer will spend. Our direct advertiser customers generally have no renewal obligation after the initial or then-current renewal subscription period expires, and even if customers renew contracts, they may decrease the level of their digital advertising spend managed through our platform, resulting in lower revenues from that customer. Advertisers that we serve through our arrangements with our advertising agencies generally do not have any contractual commitment to use our platform. Our customers' usage may decline or fluctuate as a result of a number of factors, including, but not limited to, their satisfaction with our platform and our customer support, the frequency and severity of outages, the pricing of our, or competing, solutions, the effects of global economic conditions and reductions in spending levels or changes in our customers' strategies regarding digital advertising. We may not be able to accurately predict future usage trends. If our customers renew on less favorable terms or reduce their advertising spend on our platform, our revenues may grow more slowly than expected or decline.

Unfavorable conditions in the market for digital advertising or the global economy or reductions in digital advertising spend could negatively affect our operating results.

Potential revenue growth and profitability of our business depends on digital advertising spend by advertisers in the markets we serve. Our operating results may vary based on changes in the market for digital advertising or the global economy. To the extent that weak economic conditions cause our customers and potential customers to freeze or reduce their advertising budgets, particularly digital advertising, demand for our solution may be negatively affected.

Historically, economic downturns have resulted in overall reductions in advertising spend. If economic conditions deteriorate or the rise of geopolitical instability and military hostilities or global health emergencies and pandemics such as COVID-19 causes economic uncertainty, our customers and potential customers may elect to decrease their advertising budgets or defer or reconsider software and service purchases, which would limit our ability to grow our business and negatively affect our operating results.

Operational Risks

Our business depends on retaining and attracting qualified personnel, and turnover may result in operational inefficiencies that could negatively affect our business.

Our success depends upon the continued service of our talented management, operational and key technical employees, as well as our ability to continue to attract additional highly qualified talent. We have experienced turnover, including, in December 2019, the departure of our former chief financial officer and the promotion of Robert Bertz to chief financial officer. Also, the previous managers of our sales team and our customer service teams left the Company during the quarter ended September 30, 2020. In addition, during the quarter ended September 30, 2020, we commenced a global reduction-in-force and other restructuring actions to reduce our operating expenses and address the impact of the COVID-19 pandemic on our business. The 2020 Restructuring Plan is expected to ultimately result in the reduction of our global workforce by approximately 60 employees, approximately half of which are located outside of the United States. As of December 31, 2020, the majority of the planned reductions were complete. These changes, and any future changes, in our operations and management team could be disruptive to our operations. Our restructuring actions and any future restructuring actions or employee attrition could have an adverse effect on our business as a result of operational and administrative inefficiencies and added costs, decreases in employee morale and the failure to meet operational targets due to the loss of employees. If key employees leave, we may not be able to fully integrate new personnel or replicate the prior working relationships, which could adversely affect our results of operations, stock price and customer relationships, and could make recruiting for future management and other positions more difficult. In addition, we must successfully integrate any new senior management and other new personnel within our organization in order to achieve our operating objectives, and changes in other key positions may temporarily affect our financial performance and results of operations as new employees become familiar with our business.

We do not maintain key person life insurance policies on any of our employees. Each of our executive officers, key technical personnel and other employees could terminate his or her relationship with us at any time. Our business also requires skilled technical, sales and other personnel, who are in high demand and are often subject to competing offers. If we expand into additional geographic markets, we will require personnel with expertise in these new areas. Competition for qualified employees is intense in our industry and particularly in San Francisco, California. In addition, we may consider expanding our board of directors to add new experience and expertise to our board and to comply with pending board diversity requirements. Board candidates may be difficult and expensive to recruit and retain and we may incur penalties if we fail to comply with board diversity requirements by applicable deadlines. An inability to retain, attract, relocate and motivate employees and directors required for our business could delay or prevent the achievement of our business objectives and could materially harm our business and our customer relationships.

We incur upfront costs associated with onboarding advertisers to our platform and may not recoup our investment if we do not maintain the advertiser relationship over time.

Our operating results may be negatively affected if we are unable to recoup our upfront costs for onboarding new advertisers to our platform. Upfront costs when adding new advertisers generally include sales commissions for our sales force, expenses associated with entering customer data into our platform and other implementation-related costs. Because our customers, including direct advertisers and agencies, are billed over the term of the contract, if new customers sign contracts with short initial subscription periods and do not renew their subscriptions, or otherwise do not continue to use our platform to a level that generates revenues in excess of our upfront expenses, our operating results could be negatively impacted. In cases in which the implementation process is particularly complex, the revenues resulting from the customer under our contract may not cover the upfront investment; therefore, if a significant number of these customers do not renew their contracts, it could negatively affect our operating results. In addition, because we capitalize certain upfront costs to obtain and fulfill contracts under authoritative accounting guidance, we could be required to record impairment expense for these upfront costs that are not covered by the underlying revenues.

Because we generally bill our customers over the term of the contract, near term decline in new or renewed subscriptions may not be reflected immediately in our operating results.

Most of our revenues in each quarter are derived from contracts entered into with our customers during previous quarters. Consequently, a decline in new or renewed subscriptions in any one quarter may not be fully reflected in our revenues for that quarter. Such declines, however, would negatively affect our revenues in future periods and the effect of significant downturns in sales and market acceptance of our solutions, and potential changes in our rate of renewals or renewal terms, may not be fully reflected in our results of operations until future periods. In addition, we may be unable to adjust our cost structure rapidly, or at all, to take account of reduced revenues. Our subscription model also makes it difficult for us to rapidly increase our total revenues through additional sales in any period, as revenues from new customers must be earned over the applicable subscription term based on the value of their monthly advertising spend.

We have been dependent on our customers' use of search advertising. Any decrease in the use of search advertising or our inability to further penetrate social and eCommerce advertising channels would harm our business, growth prospects, operating results and financial condition.

Historically, our customers have primarily used our solutions for managing their search advertising, including mobile search advertising, and the substantial majority of our revenue is derived from advertisers that use our platform to manage their search advertising. We expect that search advertising will continue to be the primary channel used by our customers for the foreseeable future. Should our customers lose confidence in the value or effectiveness of search advertising, or if search advertising growth moderates or declines, the demand for our solutions may decline, and it may negatively impact our revenues. In addition, our failure to achieve market acceptance of our solution for the management of social and eCommerce advertising spend would harm our growth prospects, operating results and financial condition.

Our sales cycle can be long and unpredictable and require considerable time and expense, which may cause our operating results to fluctuate.

The sales cycle for our solutions, from initial contact with a potential lead to contract execution and implementation, varies widely by customer, but can take between three and nine months. Some of our customers undertake a significant evaluation process that frequently involves not only our solutions but also those of our competitors, which has in the past resulted in extended sales cycles. Our sales efforts involve educating our customers about the use, technical capabilities and benefits of our platform. In addition, under certain circumstances, we sometimes offer an initial term, typically of a few months in duration, to new customers who may terminate their subscription at any time during this initial period before the fixed term contract commences. We have no assurance that the substantial time and money spent on our sales efforts will produce any sales. If our sales efforts result in a new customer subscription, the customer may terminate its subscription during the initial period, after we have incurred the expenses associated with entering the customer's data in our platform and related training and support. If sales expected from a customer are not realized in the time period expected or not realized at all, or if a customer terminates during the initial period, our business, operating results and financial condition could be adversely affected.

Historically, a significant portion of field sales and professional services were conducted in person. Currently, as a result of the work and travel restrictions related to the ongoing COVID-19 pandemic, substantially all of our sales and professional services activities are being conducted remotely. As of the date of this report, we do not yet know the extent of the negative impact on our ability to attract, serve, retain or upsell customers.

Our ability to generate revenue depends on our collection of significant amounts of data from various sources.

Our ability to optimize the delivery of Internet advertisements for our customers depends on our ability to successfully leverage data, including data that we collect from our customers as well as data provided by publishers and from third parties. Using cookies and similar tracking technologies, we collect information about the interaction of users with our advertisers' and publishers' websites. Our ability to successfully leverage such data is dependent upon our continued ability to access and utilize such data. Our ability to access and use such data could be restricted by a number of factors, including consumer choice, restrictions imposed by advertisers and publishers, changes in technology, and new developments in laws, regulations, and industry standards.

If consumer resistance to the collection and sharing of the data used to deliver targeted advertising, increased visibility of consent / Do Not Track mechanisms as a result of industry regulatory and/or legal developments, and/or the development and deployment of new technologies result in a material impact on our ability to collect data, this will materially impair the results of our operations.

Material defects or errors in our software platform could harm our reputation, result in significant costs to us and impair our ability to sell our subscription services.

The software applications underlying our subscription services are inherently complex and may contain material defects or errors, which may cause disruptions in availability, misallocation of advertising spend or other performance problems. Any such errors, defects, disruptions in service or other performance problems with our software platform, including those resulting from new versions or updates to our software platform or from changes or interruptions to third party applications or systems that we interconnect with, could negatively impact our customers' businesses or the success of their advertising campaigns and cause harm to our reputation. If we have any errors, defects, disruptions in service or other performance problems with our software platform, customers could elect not to renew or reduce their usage or delay or withhold payment to us, which could result in an increase in our provision for doubtful accounts or an increase in the length of collection cycles for accounts receivable. Errors, defects, disruptions in service or other performance problems could also result in customers making warranty or other claims against us, our giving credits to our customers toward future advertising spend or costly litigation. Changes or interruptions to third party applications or systems that we interconnect with could cause us to incur significant time and expense to remedy such issues or develop integrations with other third-party suppliers. As a result, material defects or errors in our platform could have a material adverse impact on our business and financial performance.

The costs incurred in correcting any material defects or errors in our software platform may be substantial and could adversely affect our operating results. After the release of new versions of our software, defects or errors may be identified from time to time by our internal team and by our customers. We implement bug fixes and upgrades as part of our regularly scheduled system maintenance. If we do not complete this maintenance according to schedule or if customers are otherwise dissatisfied with the frequency and/or duration of our maintenance services, customers could elect not to renew, or delay or withhold payment to us, or cause us to issue credits, make refunds or pay penalties.

We primarily derive our revenues from a single software platform and any factor adversely affecting subscriptions to our platform could harm our business and operating results.

We primarily derive our revenues from sales of a single software platform. As such, any factor adversely affecting subscriptions to our platform, including product release cycles, market acceptance, product competition, performance and reliability, reputation, price competition, and economic and market conditions, could harm our business and operating results.

If mobile connected devices, their operating systems or content distribution channels, including those controlled by our competitors, develop in ways that prevent our advertising campaigns from being delivered to their users, our ability to grow our business will be impaired.

Our success in the mobile channel depends upon the ability of our technology platform to integrate with mobile inventory suppliers and provide advertising for most mobile connected devices, as well as the major operating systems that run on them and the applications that are downloaded onto them. For example, the release of iOS 14 brought with it a number of new changes, including the need for app users to opt-in before their identifier for advertisers, or IDFA, can be accessed by an app (which is currently expected to come into effect in 2021). Apple’s IDFA is a string of numbers and letters assigned to Apple devices which advertisers use to identify app users to deliver personalized and targeted advertising. Although Marin doesn't rely heavily on IDFA, low opt-in rates to grant IDFA access may result in advertisers rethinking their conversion tracking strategy. Any reduced ability of advertisers to accurately target and measure their advertising campaigns may cause spend fluctuations.

Further, the design of mobile devices and operating systems is controlled by third parties with whom we do not have any formal relationships. These parties frequently introduce new devices, and from time to time they may introduce new operating systems or modify existing ones. Network carriers may also impact the ability to access specified content on mobile devices. If our solution were unable to work on these devices or operating systems, either because of technological constraints or because an operating system or app developer, device maker or carrier wished to impair our ability to purchase inventory and provide advertisements, our ability to generate revenue could be significantly harmed.

If our security measures are breached or unauthorized access to customer data or our data is otherwise obtained, our solutions may be perceived as not being secure, customers may reduce the use of or stop using our solutions and we may incur significant liabilities.

In the ordinary course of our business, we maintain sensitive data on our networks, including our intellectual property and proprietary or confidential business information relating to our business and that of our customers and business partners. The secure maintenance of this information is critical to our business and reputation. We believe that companies have been increasingly subject to a wide variety of security incidents, cyber-attacks and other attempts to gain unauthorized access. These threats can come from a variety of sources, ranging in sophistication from an individual hacker to a state-sponsored attack. Cyber threats may be generic, or they may be custom-crafted against our information systems. Cyber-attacks have become more prevalent and much harder to detect and defend against. Our network and storage applications may be subject to unauthorized access by hackers or breached due to operator error, malfeasance or other system disruptions. It is often difficult to anticipate or immediately detect such incidents and the damage caused by such incidents. These data breaches and any unauthorized access or disclosure of our information or intellectual property could result in the loss of information, litigation, indemnity obligations and other liability. While we have security measures in place, our systems and networks are subject to ongoing threats and therefore these security measures may be breached as a result of third-party action, including cyber-attacks or other intentional misconduct by computer hackers, employee error, malfeasance or otherwise. This could result in one or more third parties obtaining unauthorized access to our customers’ data or our data, including intellectual property and other confidential business information. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Third parties may also attempt to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our customers’ data or our data, including intellectual property and other confidential business information. If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed, we could lose potential sales and existing customers or we could incur other liabilities, which could adversely affect our business.

We primarily use third-party data centers to deliver our services. Any disruption of service at these facilities could harm our business.

We manage a significant portion of our services and serve substantially all of our customers from only a single third-party data center facility. While we control the actual computer, network and storage systems upon which our platform runs, and deploy them to the data center facility, we do not control the operation of the facility. The owner of the facility has no obligation to renew the agreement with us on commercially reasonable terms, or at all. If we are unable to renew the agreement on commercially reasonable terms, we may be required to transfer to a new facility or facilities, and we may incur significant costs and possible service interruption in connection with doing so.

The facility is vulnerable to damage or service interruption resulting from human error, intentional bad acts, earthquakes, hurricanes, floods, fires, war, terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures and similar events. Moreover, while we have a disaster recovery plan in place, we do not maintain a “hot failover” instance of our software platform permitting us to immediately switch over in the event of damage or service interruption at our data center. The occurrence of a natural disaster or an act of terrorism, any outages or vandalism or other misconduct, or a decision to close the facility without adequate notice or other unanticipated problems could result in lengthy interruptions in our services.

Any changes in service levels at the facility or any errors, defects, disruptions or other performance problems at or related to the facility that affect our services could harm our reputation and may damage our customers’ businesses. Interruptions in our services might reduce our revenues, subject us to potential liability, or result in reduced usage of our platform. In addition, some of our customer contracts require us to issue credits for downtime in excess of certain levels and in some instances give our customers the ability to terminate their subscriptions.

We also depend on third-party Internet-hosting providers and continuous and uninterrupted access to the Internet through third-party bandwidth providers to operate our business. If we lose the services of one or more of our Internet-hosting or bandwidth providers for any reason or if their services are disrupted, for example due to viruses or “denial-of-service” or other attacks on their systems, or due to human error, intentional bad acts, power loss, hardware failures, telecommunications failures, fires, wars, terrorist attacks, floods, earthquakes, hurricanes, tornadoes or similar events, we could experience disruption in our ability to offer our solutions or we could be required to retain the services of replacement providers, which could increase our operating costs and harm our business and reputation.

Depending upon the level of our customers’ usage of our software platform, we may need to continually improve our hosting infrastructure to avoid service interruptions or slower system performance.

We seek to maintain sufficient excess capacity in our infrastructure to meet the needs of all of our customers. We also seek to maintain excess capacity to facilitate the rapid provision of new customer deployments and the expansion of existing customer deployments. For example, if we secure a large customer or a group of customers that require significant amounts of bandwidth or storage, we may need to increase bandwidth, storage, power or other elements of our application architecture and our infrastructure, and our existing systems may not be able to scale in a manner satisfactory to our existing or prospective customers.

The amount of infrastructure needed to support our customers is based on our estimates of anticipated usage. If we were to experience unforeseen increases in usage, we could be required to increase our infrastructure investments resulting in increased costs or reduced gross margins, and if we do not accurately predict our infrastructure capacity requirements, our customers could experience service outages that may subject us to financial penalties and liabilities and result in customer losses. If our hosting infrastructure capacity fails to keep pace with sales, customers may experience service interruptions or slower system performance, which could harm our reputation and adversely affect our revenue growth. As customers use our software platform for more complicated tasks, we will need to devote resources to improve our application architecture and our infrastructure in order to maintain the performance of our software platform. We may need to incur additional costs to upgrade or expand our computer systems and architecture if our systems cannot handle current or higher volumes of usage. In addition, increasing our systems and infrastructure in advance of new customers would cause us to have increased cost of revenues, which can adversely affect our gross margins until we increase revenues that are spread over the increased costs.

Our solutions must integrate with our customers' enterprise applications and infrastructures. If we cannot efficiently implement our solutions for customers, we may lose customers.

Our customers have a variety of different data formats, enterprise applications and infrastructure and our platform must support our customers' data formats and integrate with complex enterprise applications and infrastructures. If our platform does not currently support a customer's required data format or appropriately integrate with a customer's applications and infrastructure, then we may choose to configure our platform to do so, which would increase our expenses. Additionally, we do not control our customers' implementation schedules. As a result, as we have experienced in the past, if our customers do not allocate internal resources necessary to meet their implementation responsibilities or if we face unanticipated implementation difficulties, the implementation may be delayed. Further, in the past, our implementation capacity has at times constrained our ability to successfully implement our solutions for our customers in a timely manner, particularly during periods of high demand. If the customer implementation process is not executed successfully or if execution is delayed, we could incur significant costs, customers could become dissatisfied and decide not to increase usage of our platform, not to use our platform beyond an initial period prior to their term commitment and revenue recognition could be delayed. In addition, competitors with more efficient operating models with lower implementation costs could penetrate our customer relationships.

Additionally, large customers may request or require specific features or functions unique to their particular business processes, which increase our upfront investment in sales and deployment efforts and the revenues resulting from the customers under our typical contract length may not cover the upfront investments. If prospective large customers require specific features or functions that we do not offer, then the market for our solution will be more limited and our business could suffer. In addition, supporting large customers could require us to devote significant development services and support personnel and strain our personnel resources and infrastructure. If we are unable to address the needs of these customers in a timely fashion or further develop and enhance our solution, these customers may not renew their subscriptions, seek to terminate their relationship with us, renew on less favorable terms, or reduce their advertising spend on our platform. If any of these were to occur, our revenues may decline and our operating results could be adversely affected.

If we are unable to maintain or expand our sales and marketing capabilities, we may not be able to generate anticipated revenues.

Increasing our customer base and achieving broader market acceptance of our software platform will depend to an extent on our ability to maintain or expand our sales and marketing operations and activities. We are substantially dependent on our sales force to obtain new customers and our marketing organization to generate a sufficient pipeline of qualified sales leads. We may need to restructure or expand our sales team in order to maintain or increase revenues from new and existing customers and to further penetrate our existing markets. Our solutions require a sophisticated sales force with specific sales skills and technical knowledge. Competition for qualified sales personnel is intense, and we may not be able to retain our existing sales personnel or attract, integrate, train or retain sufficient highly qualified sales personnel. In 2020, we commenced the 2020 Restructuring Plan to reduce our operating expenses and address the impact of the COVID-19 pandemic on our business, which resulted in changes to the leadership, structure and composition of our sales and marketing teams. These changes, and any future changes, in our sales and marketing teams could be disruptive to our operations. In addition, we may need to invest in lead generation activities to develop our pipeline of qualified opportunities for our sales force, which could increase our marketing expenses. If our lead generation activities do not increase our pipeline or if our sales force is unable to close opportunities at a high rate, then we may not generate an increase in revenues.

Any failure to offer high-quality technical support services may adversely affect our relationships with our customers and harm our financial results.

Our customers depend on our support organization to resolve any technical issues relating to our solutions. However, due to the COVID-19 pandemic, most of our employees worldwide are currently working remotely, including our customer support organization. We implemented the 2020 Restructuring Plan to reduce our operating expenses and address the impact of the COVID-19 pandemic on our business, which resulted in changes to the leadership, structure and composition of our customer support teams. These changes, and any future changes, in our customer support teams could be disruptive to our operations. In addition, our sales process is highly dependent on the quality of our solutions, our business reputation and on strong recommendations from our existing customers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could harm our reputation, adversely affect our ability to sell our solutions to existing and prospective customers, and harm our business, operating results and financial condition.

We offer technical support services with our solutions and may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services. We also may be unable to modify the format of our support services to compete with changes in support services provided by competitors. It is difficult to predict customer demand for technical support services and if customer demand increases significantly, we may be unable to provide satisfactory support services to our customers. Additionally, increased customer demand for these services, without corresponding revenues, could increase costs and adversely affect our operating results.

Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.

Our success and ability to compete depends in part upon our intellectual property. We primarily rely on a combination of copyright, trade secret and trademark laws, as well as confidentiality procedures and contractual restrictions with our employees, customers, partners and others to establish and protect our intellectual property rights. However, the steps we take to protect our intellectual property rights may be inadequate or we may be unable to secure intellectual property protection for all of our solutions. In particular, we have three issued U.S. patents.

If we are unable to protect our intellectual property, our competitors could use our intellectual property to market products and services similar to ours and our ability to compete effectively would be impaired. Moreover, others may independently develop technologies that are competitive to ours or infringe our intellectual property. The enforcement of our intellectual property rights depends on our legal actions against these infringers being successful, but we cannot be sure these actions will be successful, even when our rights have been infringed. In addition, defending our intellectual property rights might entail significant expense and diversion of management resources. Any of our intellectual property rights may be challenged by others or invalidated through administrative processes or litigation. Any patents issued in the future may not provide us with competitive advantages or may be successfully challenged by third parties.

Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective protection of our intellectual property may not be available to us in every country in which our solutions are available. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and mechanisms for enforcement of intellectual property rights may be inadequate. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property.

We might be required to spend significant resources to monitor and protect our intellectual property rights, and our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Litigation to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management, whether or not it is resolved in our favor, and could ultimately result in the impairment or loss of portions of our intellectual property.

We could incur substantial costs as a result of any claim of infringement of another party's intellectual property rights.

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights. Companies in the Internet and technology industries are increasingly bringing and becoming subject to suits alleging infringement of proprietary rights, particularly patent rights, and our competitors may hold patents or have pending patent applications, which could be related to our business. These risks have been amplified by the increase in third parties, which we refer to as non-practicing entities, whose sole primary business is to assert such claims. We have received in the past, and expect to receive in the future, notices that claim we or our customers using our solutions have misappropriated or misused other parties' intellectual property rights. If we are sued by a third party that claims that our technology infringes its rights, the litigation could be expensive and could divert our management resources. We do not currently have an extensive patent portfolio of our own, which may limit the defenses available to us in any such litigation.

In addition, in most instances, we have agreed to indemnify our customers against certain claims that our subscription services infringe the intellectual property rights of third parties. Our business could be adversely affected by any significant disputes between us and our customers as to the applicability or scope of our indemnification obligations to them. The results of any intellectual property litigation to which we might become a party, or for which we are required to provide indemnification, may require us to do one or more of the following:

- cease offering or using technologies that incorporate the challenged intellectual property;
- make substantial payments for legal fees, settlement payments or other costs or damages;
- obtain a license, which may not be available on reasonable terms, to sell or use the relevant technology; or
- redesign technology to avoid infringement.

If we are required to make substantial payments or undertake any of the other actions noted above as a result of any intellectual property infringement claims against us or any obligation to indemnify our customers for such claims, such payments or costs could have a material adverse effect upon our business and financial results.

Our use of open source technology could impose limitations on our ability to commercialize our software platform.

We use open source software in our platform. Some open source software licenses require users who distribute open source software as part of their software to publicly disclose all or part of the source code to such software and/or make available any derivative works of the open source code on unfavorable terms or at no cost. The terms of various open source licenses have not been interpreted by the U.S. courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to market our software platform. While we monitor our use of open source software and try to ensure that none is used in a manner that would require us to disclose our source code or that would otherwise breach the terms of an open source agreement, such use could inadvertently occur and we may be required to release our proprietary source code, pay damages for breach of contract, re-engineer our applications, discontinue sales in the event re-engineering cannot be accomplished on a timely basis or take other remedial action that may divert resources away from our development efforts, any of which could cause us to breach customer contracts, harm our reputation, result in customer losses or claims, increase our costs or otherwise adversely affect our business and operating results.

Because our long-term success depends, in part, on our ability to expand our sales to customers outside the United States, our business will be susceptible to risks associated with international operations.

We currently have personnel and/or customers in China, England, France, Ireland, Japan and Singapore, as well as the United States. Due to our international exposure, our business is susceptible to risks associated with international operations. However, we have a limited operating history outside the United States, and our ability to manage our business and conduct our operations internationally requires considerable management attention and resources and is subject to particular challenges of supporting a rapidly growing business in an environment of diverse cultures, languages, customs, tax laws, legal systems, alternate dispute systems and regulatory systems. In 2020, we commenced a restructuring of our international corporate structure to address pending changes in international tax laws and regulations, and completion of such restructuring may cause us to incur some additional expense. The risks and challenges associated with international expansion include:

- the need to support and integrate with local publishers and partners;
- continued localization of our platform, including translation into foreign languages and associated expenses;
- competition with companies that have greater experience in the local markets than we do or who have pre-existing relationships with potential customers in those markets;
- compliance with multiple, potentially conflicting and changing governmental laws and regulations, including employment, tax, privacy and data protection laws and regulations and legal and operational changes resulting from the departure of the United Kingdom from the European Union;
- compliance with anti-bribery laws, including compliance with the Foreign Corrupt Practices Act;
- difficulties in invoicing and collecting in foreign currencies and associated foreign currency exposure;
- difficulties in staffing and managing foreign operations and the increased travel, infrastructure and legal compliance costs associated with international operations;
- different or lesser protection of our intellectual property rights;
- difficulties in enforcing contracts and collecting accounts receivable, longer payment cycles and other collection difficulties;
- restrictions on repatriation of earnings;
- exposure to more affected areas of the COVID-19 pandemic; and
- regional economic and political conditions.

We have limited experience in marketing, selling and supporting our subscription services internationally, which increases the risk that any potential future expansion efforts that we may undertake will not be successful.

Fluctuations in the exchange rate of foreign currencies could result in currency transactions losses.

We currently have foreign sales denominated in Australian Dollars, British Pound Sterling, Chinese Yuan, Euros, Japanese Yen and Singaporean Dollars. In addition, we incur a portion of our operating expenses in the currencies of the countries where we have offices. We face exposure to adverse movements in currency exchange rates, which may cause our revenues and operating results to differ materially from expectations. In addition, the continued uncertainty around the full impact of Brexit and the exact trade arrangements upon exit has adversely impacted global markets, including currencies, and resulted in a decline and volatility in the value of the British Pound Sterling and the Euro, as compared to the U.S. Dollar and other currencies. Volatility in exchange rates and global financial markets is expected to continue due to a number of factors, including uncertainty surrounding Brexit trade arrangements and the recent political and economic uncertainty globally. If the U.S. Dollar strengthens relative to foreign currencies as it has been since the second quarter of 2018, our non-U.S. revenues would be adversely affected. Conversely, a decline in the U.S. Dollar relative to foreign currencies would increase our non-U.S. revenues when translated into U.S. Dollars. Our operating results could be negatively impacted depending on the amount of expense denominated in foreign currencies. As exchange rates vary, revenues, cost of revenues, operating expenses and other operating results, when translated, may differ materially from expectations. In addition, our revenues and operating results are subject to fluctuation if our mix of U.S. and foreign currency-denominated transactions or expenses changes in the future because we do not currently hedge our foreign currency exposure. Even if we were to implement hedging strategies to mitigate foreign currency risk, these strategies might not eliminate our exposure to foreign exchange rate fluctuations and would involve costs and risks of their own, such as ongoing management time and expertise, external costs to implement the strategies and potential accounting implications.

Managing a global organization has placed, and may continue to place, significant demands on our management and infrastructure. If we fail to manage our operations effectively, we may be unable to execute our business plan, maintain high levels of service or address competitive challenges adequately.

Managing a global and geographically dispersed workforce and operation has required substantial management effort, the allocation of valuable management resources and significant additional investment in our infrastructure. We will be required to continue to improve our operational, financial and management controls and operations reporting procedures, and we may not be able to do so effectively. Moreover, we may from time to time decide to undertake cost savings initiatives, such as the 2020 Restructuring Plan which we began implementing in July 2020, disposing of, and/or otherwise discontinuing certain products, in an effort to focus our resources on key strategic initiatives and streamline our business. Further, supporting our customers and operations, and driving future growth, we must continually improve and maintain our technology, systems and network infrastructure. As such, we may be unable to manage our expenses effectively in the future, which may negatively impact our gross margins or operating expenses in any particular quarter. If we fail to manage our anticipated growth or change in a manner that does not preserve the key aspects of our corporate culture, the quality of our solutions may suffer, which could negatively affect our brand and reputation and harm our ability to retain and attract customers.

Future acquisitions or divestitures, strategic investments, partnerships or alliances could be difficult to integrate or complete, divert the attention of key management personnel, disrupt our business, dilute shareholder value and adversely affect our results of operations and financial condition.

We acquired and divested businesses in the past and may seek to acquire or divest businesses, products or technologies in the future. However, we have limited experience in acquiring and integrating businesses, products and technologies. If we identify an appropriate acquisition candidate, we may not be successful in negotiating the terms and/or financing of the acquisition, and our due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product or technology, including issues related to intellectual property, product quality or architecture, regulatory compliance practices, revenue recognition or other accounting practices or employee or client issues.

Any acquisition or investment may require us to use significant amounts of cash, issue potentially dilutive equity securities or incur debt. In addition, acquisitions involve numerous risks, any of which could harm our business, including:

- regulatory and commercial risks relating to advertising technologies we may acquire;
- difficulties in integrating the operations, technologies, services and personnel of acquired businesses, especially if those businesses operate outside of our core competency or in foreign countries;
- cultural challenges associated with integrating employees from the acquired company into our organization;
- reputation and perception risks associated with the acquired product or technology by the general public;
- ineffectiveness or incompatibility of acquired technologies or services;
- potential loss of key employees of acquired businesses;
- inability to maintain the key business relationships and the reputations of acquired businesses;
- diversion of management’s attention from other business concerns;

- litigation for activities of the acquired company, including claims from terminated employees, clients, former shareholders or other third parties;
- failure to identify all of the problems, liabilities or other shortcomings or challenges of an acquired company, technology, or solution, including issues related to intellectual property, solution quality or architecture, regulatory compliance practices, revenue recognition or other accounting practices or employee or client issues;
- in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries; costs necessary to establish and maintain effective internal controls for acquired businesses;
- failure to successfully further develop the acquired technology in order to recoup our investment; and
- increased fixed costs.

If we are unable to successfully integrate any future business, product or technology we acquire, our business and results of operations may suffer.

In addition, a significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets, which must be assessed for impairment at least annually. If our acquisitions do not yield expected returns, we may be required to take charges to our operating results based on this impairment assessment process, which could adversely affect our results of operations.

Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our operating results. For instance, in connection with our prior acquisitions, we issued shares of our common stock. We may consider divestitures of certain non-core businesses, products, technologies or other assets from time to time. We may not be successful in identifying buyers for any such assets or in negotiating the terms of any such sale. Any such sale could disrupt our business and adversely affect our results of operations.

In November 2019, we completed the divestiture of assets and liabilities related to our Perfect Audience business to SharpSpring, Inc., an unrelated third party, for net proceeds of $4.3 million.

Regulatory and Compliance Risks

Domestic and foreign government regulation and enforcement of data practices and data tracking technologies is expansive, not clearly defined and rapidly evolving. Such regulation could directly restrict portions of our business or indirectly affect our business by constraining our customers' use of our platform or limiting the growth of our markets.

Federal, state, municipal and/or foreign governments and agencies have adopted and could in the future adopt, modify, apply or enforce laws, policies, and regulations covering user privacy, data security, technologies such as cookies that are used to collect, store and/or process data, the taxation of products and services, unfair and deceptive practices, and/or the collection, use, processing, transfer, storage and/or disclosure of data associated with a unique individual. The categories of data regulated under these laws vary widely and are often ill-defined and subject to new applications or interpretation by regulators. Our subscription services enable our customers to display digital advertisements to targeted population segments, as well as collect, manage and store data regarding the measurement and valuation of their digital advertising and marketing campaigns, which may include data that is directly or indirectly obtained or derived through the activities of online or mobile visitors. The uncertainty and inconsistency among these laws, coupled with a lack of guidance as to how these laws will be applied to current and emerging Internet and mobile analytics technologies, creates a risk that regulators, lawmakers or other third parties, such as potential plaintiffs, may assert claims, pursue investigations or audits, or engage in civil or criminal enforcement. These actions could limit the market for our subscription services or impose burdensome requirements on our services and/or customers' use of our services, thereby rendering our business unprofitable.

The General Data Protection Regulation, or the GDPR, is applicable in all European Union member states and prescribes data protection requirements in the European Union and substantial fines for non-compliance. We make use of model contractual clauses approved by the European Commission in relation to the transfer of personal data from the European Union to the United States. The European Commission's model contractual clauses are subject to changes and legal challenges in the European Union, however, and it is unclear whether these will continue serve as appropriate means for us to transfer personal data from the European Union to the United States. Some features of our subscription services use cookies, which trigger the data protection requirements of certain foreign jurisdictions, such as the GDPR and the EU ePrivacy Directive. In addition, our services collect data about visitors' interactions with our advertiser clients that may be subject to regulation under current or future laws or regulations. If our privacy or data security measures fail to comply with these current or future laws and regulations in any of the jurisdictions in which we collect information, we may be subject to litigation, regulatory investigations, civil or criminal enforcement, audits or other liabilities in such jurisdictions, or our advertisers may terminate their relationships with us. In addition, foreign court judgments or regulatory actions could impact our ability to transfer, process and/or receive transnational data that is critical to our operations, including data relating to users, clients, or partners outside the United States. Such judgments or actions could affect the manner in which we provide our services or adversely affect our financial results if foreign clients and partners are not able to lawfully transfer data to us.

This area of the law is currently under intense government scrutiny and many governments, including the U.S. government, are considering a variety of proposed regulations that would restrict or impact the conditions under which data obtained from or through the activities of visitors could be collected, processed or stored. In addition, regulators such as the Federal Trade Commission and the California Attorney General are continually proposing new regulations and interpreting and applying existing regulations in new ways. For example, the California Consumer Privacy Act, or the CCPA, took effect January 1, 2020, which provides new data privacy rights for consumers and new disclosure and operational requirements for companies. The CCPA gives California residents expanded rights to access and delete their personal information, opt out of certain personal information sharing and receive detailed information about how their personal information is used. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. In connection with the United Kingdom leaving the European Union, new or amended data privacy laws may be adopted in the United Kingdom. The burdens imposed by the GDPR and CCPA, and changes to existing laws or new laws regulating the solicitation, collection or processing of personal and consumer information, truth-in-advertising and consumer protection could affect our customers' utilization of digital advertising and marketing, potentially reducing demand for our subscription services, or impose restrictions that make it more difficult or expensive for us to provide our services.

If legislation dampens the growth in web and mobile usage or access to the Internet, our results of operations could be harmed.

Legislation enacted in the future could dampen the growth in web and mobile usage and decrease its acceptance as a medium of communications and commerce or result in increased adoption of new modes of communication and commerce that may not be serviced by our products. In addition, government agencies or private organizations may begin to impose taxes, fees or other charges for accessing the Internet, which could result in slower growth or a decrease in eCommerce, use of social media and/or use of mobile devices. Any of these outcomes could cause demand for our platform to decrease, our costs to increase, and our results of operations and financial condition to be harmed.

If our customers fail to abide by applicable privacy laws or to provide adequate notice and/or obtain consent from end users, we could be subject to litigation or enforcement action or reduced demand for our services. Industry self-regulatory standards may be implemented in the future that could affect demand for our platform and our ability to access data we use to provide our platform.

Our customers utilize our services to support and measure their direct interactions with visitors, and although we provide notice and choice mechanisms on our websites for our subscription services, we also must rely on our customers to implement and administer notice and choice mechanisms required under applicable laws. If we or our customers fail to abide by these laws, it could result in litigation or regulatory or enforcement action against our customers or against us directly.

In addition, self-regulatory organizations (such as the Digital Advertising Network or Network Advertising Initiative) to which our customers, partners and suppliers may belong, may impose opt-in or opt-out requirements on our customers, which may in the future require our customers to provide various mechanisms for users to opt-in or opt-out of the collection of any data, including anonymous data, with respect to such users' web or mobile activities. The online and/or mobile industries may adopt technical or industry standards, or federal, state, local or foreign laws may be enacted that allow users to opt-in or opt-out of data that is necessary to our business. In particular, some government regulators and standard-setting organizations have suggested a "Do Not Track" standard that allows users to express a preference, independent of cookie settings in their browser, not to have website browsing recorded. All the major Internet browsers have implemented some version of a "Do Not Track" setting. Furthermore, publishers may implement alternative tracking technologies that make it more difficult to access the data necessary to our business or make it more difficult for us to compete with the publisher's own advertising management solutions. If any of these events were to occur in the future, it could have a material effect on our ability to provide services and for our customers to collect the data that is necessary to use our services.

Our revenues may be adversely affected if we are required to charge sales taxes in additional jurisdictions or other taxes for our solutions.

We collect or have imposed upon us sales or other taxes related to the solutions we sell in certain states and other jurisdictions. An increasing number of states have considered or adopted laws that attempt to impose tax collection obligations on out-of-state companies. Additionally, the U.S. Supreme Court recently ruled in *South Dakota v. Wayfair, Inc. et al*, or Wayfair, that online sellers can be required to collect sales and use tax despite not having a physical presence in the buyer's state. In response to Wayfair, or otherwise, states or local governments may adopt, or begin to enforce, laws requiring us to calculate, collect, and remit taxes on sales in their jurisdictions. A successful assertion by any state, country or other jurisdiction in which we do business that we should be collecting sales or other taxes on the sale of our products and services could, among other things, create significant administrative burdens for us, result in substantial tax liabilities for past sales, discourage clients from purchasing solutions from us or otherwise substantially harm our business and results of operations.

If we experience material weaknesses or deficiencies in the future or otherwise fail to maintain an effective system of internal controls, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect investor confidence in us and, as a result, the value of our common stock.

In the past, we have identified a material weakness in our internal control over financial reporting. While we have remediated such material weakness, there can be no assurance that we will not identify additional control deficiencies or material weaknesses in the future. If we identify material weaknesses or deficiencies in the future, if we are unable to comply with the requirements of Section 404(b) of the Sarbanes-Oxley Act, or Section 404, in a timely manner, if we are unable to assert that our internal control over financial reporting is effective or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock could be negatively affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, or other regulatory authorities, which could require additional financial and management resources.

We are a smaller reporting company and we cannot be certain if the reduced disclosure requirements applicable to smaller reporting companies will make our common stock less attractive to investors.

We are a smaller reporting company and as a result we can provide simplified executive compensation disclosures in our filings; are exempt from the provisions of Section 404 requiring that independent registered public accounting firms provide an attestation report on the effectiveness of internal control over financial reporting; and we have certain other decreased disclosure obligations in their SEC filings, including, among other things, only being required to provide two years of audited financial statements in annual reports. Decreased disclosures in our SEC filings due to our status as a smaller reporting company may make it harder for investors to analyze our results of operations and financial prospects. We cannot predict if investors will find our common stock less attractive because we will rely on the exemptions available to smaller reporting companies. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

We may not be able to utilize a significant portion of our net operating loss or research tax credit carryforwards, which could adversely affect our profitability.

As of December 31, 2020, we had federal and state net operating loss carryforwards due to prior period losses, which if not utilized will begin to expire in 2027 and 2022 for federal and state purposes, respectively. Our federal net operating loss generated in 2018 and after can be carried forward indefinitely. We also have federal research tax credit carryforwards, which if not utilized will begin to expire in 2026. These net operating loss and research tax credit carryforwards could expire unused and be unavailable to offset future income tax liabilities, which could adversely affect our profitability.

In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, our ability to utilize net operating loss carryforwards or other tax attributes, such as research tax credits, in any taxable year may be limited if we experience an “ownership change.” A Section 382 “ownership change” generally occurs if one or more stockholders or groups of stockholders who own at least 5% of our stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws.

Future issuances of our stock could cause an “ownership change.” It is possible that any future ownership change could have a material effect on the use of our net operating loss carryforwards or other tax attributes, which could adversely affect our profitability.

We may be required to record a significant charge to earnings if our amortizable long-lived assets become impaired.

We are required under GAAP to review our amortizable long-lived assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or any other significant adverse change that would indicate that the carrying amount of an asset or group of assets may not be recoverable. The events and circumstances we consider include the business climate, legal factors, operating performance indicators and competition. In the future we may be required to record a significant charge to earnings in our consolidated financial statements for the period in which any impairment of our long-lived assets is determined. This could adversely impact our results of operations and harm our business.

We previously recorded a goodwill balance as a result of acquisitions in prior years. In November 2019, we performed an impairment assessment of goodwill in conjunction with the divestiture of the assets and liabilities of our Perfect Audience business to SharpSpring, Inc., an unrelated third party. We performed this assessment utilizing the simplified method, and it resulted in an impairment of goodwill of $1.9 million at that time, reducing the goodwill balance to zero.

Risks Related to the Ownership of Our Common Stock

If we cannot meet the continued listing requirements of The Nasdaq Global Market, The Nasdaq Global Market may de-list our common stock, which would have an adverse effect on the trading volume, liquidity and market price of our common stock.

Our common stock is listed on The Nasdaq Global Market, or Nasdaq. Although we currently meet Nasdaq's listing standards, which generally require that we meet certain requirements relating to stockholders' equity, market capitalization, stock price, the aggregate market value of publicly held shares, and distribution requirements, we cannot assure you that we will be able to continue to meet Nasdaq's listing requirements. One of Nasdaq's listing requirements is that our shares maintain a minimum bid price of at least $1.00. If a company's shares trade for 30 consecutive business days below the $1.00 minimum closing bid price requirement, Nasdaq will send a deficiency notice to the company, advising that it has been afforded a "compliance period" of 180 calendar days to regain compliance with the applicable requirements. As of February 19, 2021, the closing price of our common stock on Nasdaq was $2.63. The closing price of common stock on Nasdaq was below $1.00 for a total of four days in 2020, but not for more than a maximum of three consecutive trading days in 2020. If we fail to satisfy Nasdaq's continued listing requirements, Nasdaq may take steps to de-list our common stock. If Nasdaq delists our securities for trading on the Nasdaq, we could face significant adverse consequences, including:

- a limited availability of market quotations for our common stock;
- reduced liquidity with respect to our common stock;
- reduced trading volume in and market price of our common stock;
- a limited amount of news and analyst coverage for our company; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

Such a de-listing would likely have an adverse effect on the price of our common stock and would impair your ability to sell or purchase our common stock when you wish to do so. In the event of a de-listing, we may take actions to restore our compliance with Nasdaq's listing requirements, but we can provide no assurance that any such action taken by us would allow our common stock to become listed again, stabilize the market price or improve the liquidity or trading volume of our common stock, prevent our common capitalization and stockholder's equity from dropping below the Nasdaq minimum requirements, or prevent other future non-compliance with Nasdaq's continued listing requirements.

The market price of our common stock has been, and is likely to continue to be, subject to wide fluctuations and could subject us to litigation.

Since our initial public offering, the closing sales price of our common stock on the New York Stock Exchange (from March 22, 2013 through June 19, 2018) and The Nasdaq Global Market (from June 20, 2018 to December 31, 2020) has been volatile. From January 1, 2019 through December 31, 2020, the closing sales price of our common stock on The Nasdaq Global Market ranged from $0.87 to $7.18 per share. From January 1, 2021 through February 19, 2021, the closing sales price of our common stock on The Nasdaq Global Market ranged from $1.99 to $3.06 per share. Factors affecting the market price of our common stock include:

- variations in, or forward-looking guidance regarding, our revenues, gross margin, operating results, free cash flow, loss per share, revenue retention rates, annualized advertising spend on our platform, adjusted EBITDA and how these results compare to analyst and investor expectations;
- announcements of technological innovations, new products or services, strategic alliances, acquisitions or significant agreements or other developments by us or related to our competitors, including any announcements of regulatory actions, lawsuits or other developments, such as the recently announced U.S. and state government lawsuits against Google and Facebook;

- disruptions in our cloud-based operations or services or disruptions of other prominent cloud-based operations or services;
- disruptions to financial markets and market conditions as a result of the ongoing COVID-19 pandemic;
- the economy as a whole, market conditions in our industry, and the industries of our customers;
- the timing, volume and pricing of any sales of shares by us under our at-the-market offering program or otherwise; and
- any other factors discussed herein.

Because our stock price has been volatile, investing in our common stock is risky.

In addition, the stock market in general has experienced substantial price and volume volatility that is often seemingly unrelated to the operating results of any particular companies. In particular, the stock market has recently experienced heightened volatility in connection with the global pandemic of COVID-19. Moreover, if the market for technology stocks, especially software and cloud computing-related stocks, or the stock market in general experiences uneven investor confidence, the market price of our common stock could decline for reasons unrelated to our business, operating results or financial condition. The market price for our stock might also decline in reaction to events that affect other companies within, or outside, our industry, even if these events do not directly affect us. Some companies that have experienced volatility in the trading price of their stock have been subject of securities litigation. If we are the subject of such litigation, it could result in substantial costs and a diversion of management's attention and resources.

We do not intend to pay dividends for the foreseeable future.

We have never declared nor paid cash dividends on our capital stock. We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not expect to declare or pay any dividends in the foreseeable future. Consequently, stockholders must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment.

If we sell additional shares of our common stock, or securities convertible into our common stock in the future, the percentage ownership of our stockholders will be diluted.

Sales of a substantial number of shares of our common stock in the public market, or the perception that these sales might occur could depress the market price of our common stock and may make it more difficult for you to sell your common stock at a time and price that you deem appropriate. We are unable to predict the effect that sales may have on the prevailing market price of our common stock. Any sales of securities by existing stockholders or by us could adversely affect the trading price of our common stock.

On March 14, 2019, we filed a shelf registration statement on Form S-3 for the potential offering, issuance and sale by us of up to $50.0 million of our common stock, preferred stock, debt securities, warrants to purchase our common stock, preferred stock and debt securities, subscription rights to purchase our common stock, preferred stock and debt securities, and units consisting of all or some of these securities. Our shelf registration statement was declared effective by the SEC on May 10, 2019. Pursuant to an equity distribution agreement between us and JMP Securities, common stock with an aggregate offering price of up to $13.0 million could be issued and sold pursuant to an "at-the-market" offering for sales of our common stock. As of December 31, 2020, 3.4 million shares of our common stock have been sold pursuant to the equity distribution agreement since it was established, for net proceeds of approximately $9.4 million. During the year ended December 31, 2020, we sold 2.7 million shares of our common stock under the equity distribution agreement for net proceeds of approximately $7.5 million. The 2.7 million shares of our common stock that we issued under the equity distribution agreement during 2020 increased the number of outstanding shares of our common stock by approximately 40%. During February 2021 we sold an additional 1.2 million shares of our common stock under the equity distribution agreement and received proceeds of $3.1 million, net of offering costs of $0.1 million, at a weighted average sales price of $2.68 per share. There are currently no additional amounts available to be sold under this equity distribution agreement, but we intend to explore other options to raise additional financing.

Because management has broad discretion as to the use of the net proceeds from our recent or any potential future sales of securities, you may not agree with how we use them, and such proceeds may not be applied successfully.

Our management will have broad discretion over the use of proceeds from our recent or any potential future sales of our securities. We currently intend to use the net proceeds from our "at-the-market" offering to fund research and development of our technology and for working capital and general corporate purposes. However, our management will have broad discretion in the application of the net proceeds from such offering and any future offerings and could spend the proceeds in ways that do not necessarily improve our operating results or enhance the value of our common stock, or that you otherwise do not agree with. The failure of our management to apply these funds effectively could, among other things, result in unfavorable returns and uncertainty about our prospects, each of which could cause the price of our common stock to decline.

Delaware law and provisions in our restated certificate of incorporation and restated bylaws could make a merger, tender offer, or proxy contest difficult, and limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees, thereby depressing the trading price of our common stock.

Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay, or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our restated certificate of incorporation and restated bylaws contain provisions that may make the acquisition of our Company more difficult, including the following:

- our Board is classified into three classes of directors with staggered three-year terms and directors can only be removed from office for cause;
- only our Board has the right to fill a vacancy created by the expansion of our Board or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our Board;
- only our chairman of the Board, our lead independent director, our chief executive officer, our president, or a majority of our Board is authorized to call a special meeting of stockholders;
- certain litigation against us can only be brought in Delaware;
- our restated certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established, and shares of which may be issued, without the approval of the holders of common stock; and
- advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders.

In addition, our restated certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the exclusive forum for: (1) any derivative action or proceeding brought on our behalf; (2) any action asserting a breach of fiduciary duty; (3) any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our restated certificate of incorporation, or our restated bylaws; (4) any action to interpret, apply, enforce or determine the validity of our restated certificate of incorporation or our restated bylaws, or (5) any action asserting a claim against us that is governed by the internal affairs doctrine. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, or other employees, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results, and financial condition.

General Risk Factor

Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board, the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters are located in San Francisco, California, where we occupy facilities totaling approximately 43,000 square feet under a lease which expires in July 2022. We use these facilities for administration, sales and marketing, research and development, engineering, customer support and professional services. We sublease approximately 14,300 square feet of this property to an unrelated third party through a separate agreement which expires in July 2022.

We also lease office space in various North American, European and Asian countries, which we use principally for sales and marketing, research and development, administration, customer support and to deliver professional services locally. We operate a data center at a third-party facility located in the United States.

We believe our facilities are in good condition and adequate for our current needs and for the foreseeable future. See Note 13 to the accompanying consolidated financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Contractual Obligations and Commitments" for information regarding our lease obligations.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. We are not presently a party to any legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, financial condition or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information for Our Common Stock

Our common stock trades on The Nasdaq Global Market, or Nasdaq, under the symbol "MRIN."

Holders of Our Common Stock

As of February 19, 2021, there were 47 stockholders of record. The actual number of stockholders is greater than the number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. The number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

Dividend Policy

We currently intend to retain any future earnings and do not expect to pay any cash dividends on our common stock for the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors and will be dependent on a number of factors, including our earnings, capital requirements and overall financial conditions.

Securities Authorized for Issuance under Equity Compensation Plans

The information required by this item will be set forth under the heading "Equity Compensation Plan Information" in the definitive Proxy Statement for our 2021 Annual Meeting of Stockholders (the "Proxy Statement") which is incorporated into this report by reference.

Unregistered Sales of Equity Securities

We made no sales of unregistered securities during the quarter ended December 31, 2020.

Recent Issuer Purchases of Equity Securities

We made no purchases of equity securities during the quarter ended December 31, 2020.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

The following tables present selected historical financial data for our business. You should read this information together with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements, related notes and other financial information included elsewhere in this Annual Report on Form 10-K. The selected consolidated financial data in this section are not intended to replace the consolidated financial statements and are qualified in their entirety by the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

We derived the consolidated statements of operations data for the years ended December 31, 2020 and 2019, and the consolidated balance sheet data as of December 31, 2020 and 2019 from our audited consolidated financial statements included elsewhere in this report. We derived the consolidated statements of operations data for the years ended December 31, 2018, 2017 and 2016 and the consolidated balance sheet data as of December 31, 2018, 2017 and 2016 from our audited financial statements not included in this report. Our historical results are not necessarily indicative of the results to be expected in the future. The selected consolidated financial data includes the impact of our acquisitions and divestitures.

	Years Ended December 31,				
	2020	2019	2018	2017	2016
	(in thousands, except per share data)				
Revenues, net	$ 29,983	$ 49,036	$ 58,631	$ 74,991	$ 99,878
Cost of revenues (1) (2) (3)	17,946	22,843	27,154	32,520	35,203
Gross profit	12,037	26,193	31,477	42,471	64,675
Operating expenses:					
Sales and marketing (1) (2) (3)	6,958	15,836	23,425	26,936	32,889
Research and development (1) (2) (3)	12,815	17,845	22,450	26,564	27,841
General and administrative (1) (2) (3)	8,559	10,446	13,113	16,444	19,890
Impairment of goodwill	—	1,910	14,740	2,797	—
Total operating expenses	28,332	46,037	73,728	72,741	80,620
Loss from operations	(16,295)	(19,844)	(42,251)	(30,270)	(15,945)
Gain on divestiture	—	5,064	—	—	—
Other income (expenses), net	1,533	2,252	1,593	(214)	869
Loss before (benefit from) provision for income taxes	(14,762)	(12,528)	(40,658)	(30,484)	(15,076)
(Benefit from) provision for income taxes	(711)	(120)	586	1,007	1,404
Net loss available to common stockholders	$ (14,051)	$ (12,408)	$ (41,244)	$ (31,491)	$ (16,480)
Net loss per share available to common stockholders, basic and diluted (4)	$ (1.91)	$ (1.95)	$ (7.13)	$ (5.59)	$ (3.01)
Weighted-average shares used to compute net loss per share available to common stockholders, basic and diluted (4)	7,344	6,373	5,783	5,638	5,474

(1) Stock-based compensation expense included in the consolidated statements of operations data above was allocated as follows:

	Years Ended December 31,				
	2020	2019	2018	2017	2016
	(in thousands)				
Cost of revenues	$ 251	$ 533	$ 739	$ 822	$ 1,314
Sales and marketing	353	681	957	827	1,281
Research and development	607	1,025	1,398	1,996	4,989
General and administrative	283	425	877	1,059	2,711
	$ 1,494	$ 2,664	$ 3,971	$ 4,704	$ 10,295

(2) Amortization of intangible assets included in the consolidated statements of operations data above was allocated as follows:

	Years Ended December 31,				
	2020	2019	2018	2017	2016
			(in thousands)		
Cost of revenues	$ 47	$ 875	$ 938	$ 971	$ 1,027
Sales and marketing	—	64	658	877	934
Research and development	48	875	938	969	1,027
General and administrative	—	—	3	33	92
	$ 95	$ 1,814	$ 2,537	$ 2,850	$ 3,080

(3) Restructuring-related expenses included in the consolidated statements of operations data above were allocated as follows:

	Years Ended December 31,				
	2020	2019	2018	2017	2016
			(in thousands)		
Cost of revenues	$ 529	$ 96	$ 176	$ —	$ 184
Sales and marketing	304	401	827	—	348
Research and development	215	—	115	—	44
General and administrative	128	—	158	—	20
	$ 1,176	$ 497	$ 1,276	$ —	$ 596

(4) See Note 15 of the consolidated financial statements for an explanation of the calculations of basic and diluted net loss per share available to common stockholders.

	As of December 31,				
	2020	2019	2018	2017	2016
			(in thousands)		
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 14,280	$ 11,134	$ 10,210	$ 27,544	$ 34,420
Property and equipment, net	5,477	8,524	11,815	15,559	20,581
Total assets	37,009	42,293	46,792	83,369	107,093
Total stockholders’ equity	15,815	21,060	29,371	62,783	87,598

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition, results of operations and cash flows should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere in this Annual Report on Form 10-K for the fiscal year ended December 31, 2020. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those forward-looking statements below. Factors that could cause or contribute to those differences include, but are not limited to, those identified below and those discussed in the section entitled "Risk Factors" included elsewhere in this Annual Report on Form 10-K. This Annual Report on Form 10-K contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements are often identified by the use of words such as "believe," "may," "potentially," "will," "estimate," "continue," "anticipate," "intend," "could," "should," "would," "project," "plan," "predict," "expect," "seek" and similar expressions or variations. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified herein, and those discussed in the section titled "Risk Factors", set forth in Part I, Item 1A of this Annual Report on Form 10-K. Except as required by law, we disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. References to "2020" and "2019" refer to the year ended December 31, 2020 and the year ended December 31, 2019, respectively.

Overview

We are a leading provider of digital marketing solutions for search, social, and eCommerce advertising channels, offered as a unified software-as-a-service, or SaaS, advertising management platform for performance-driven advertisers and agencies. Our platform is an analytics, workflow and optimization solution for marketing professionals, enabling them to effectively manage their digital advertising spend. We market and sell our solutions to advertisers directly and through leading advertising agencies, and our customers collectively manage billions of dollars in advertising spend on our platform globally across a wide range of industries. We believe this makes us one of the largest providers of independent advertising cloud solutions. Our software solution is designed to help our customers:

- measure the effectiveness of their advertising campaigns through our proprietary reporting and analytics capabilities;
- manage and execute campaigns through our intuitive user interface and underlying technology that streamlines and automates key functions, such as advertisement creation and bidding, across multiple publishers and channels; and
- optimize campaigns across multiple publishers and channels based on market and business data to achieve desired revenue outcomes using our predictive bid management technology.

Our current product lineup consists of MarinOne and our two legacy products, Marin Search and Marin Social. We have been migrating customers, and we expect to continue to migrate customers in the first half of 2021, from Marin Search and Marin Social to MarinOne.

- *MarinOne*. Our next-generation solution brings search, social and eCommerce advertising into a single-platform that helps advertisers maximize a customer journey that spans Google, Facebook, Twitter and Amazon by combining the power of Marin Search and Marin Social with new channels like LinkedIn, Apple Search Ads and YouTube.
- *Marin Search*. Our original solution for large advertisers and agencies, *Marin Search* is designed to provide search advertisers with the power, scale and flexibility required to manage large-scale advertising campaigns.
- *Marin Social*. Helps advertisers manage their Facebook, Instagram and Twitter advertising spend at scale.

Advertisers use our platform to create, target and convert precise audiences based on recent buying signals from users' search, social and eCommerce interactions. Our platform is integrated with leading publishers such as Amazon, Apple, Baidu, Bing, Facebook, Google, Instagram, Pinterest, Twitter, Verizon Media, Yahoo! Japan and Yandex. Additionally, we have integrations with more than 50 leading web analytics and advertisement-serving solutions and key enterprise applications, enabling our customers to more accurately measure the return on investment of their marketing programs.

Our software platform serves as an integration point for advertising performance, sales and revenue data, allowing advertisers to connect the dots between advertising spend and revenue outcomes. Through an intuitive interface, we enable our customers to simultaneously run large-scale digital advertising campaigns across multiple publishers and channels, making it easy for marketers to create, publish, modify and optimize campaigns.

Our predictive bid management and optimization technology also allows advertisers to forecast outcomes and optimize campaigns across multiple publishers and channels to achieve their business goals. Our optimization technology can help advertisers increase advertisement spend on those campaigns, publishers and channels that are performing well while reducing investment in those that are not. This category of solutions, which we refer to as cross-channel bid and campaign optimization, helps businesses intelligently and efficiently measure, manage, and optimize their digital advertising spend to achieve desired business results.

In December 2019, the novel coronavirus causing the disease COVID-19 was reported in China and in March 2020 the World Health Organization declared it a pandemic. We believe that the COVID-19 pandemic has had and continues to have an adverse impact on many of our customers and their businesses and their spending on digital advertising and has had an adverse impact on our recent results of operations and is likely to continue to affect our future results of operations. The extent of the impact of the COVID-19 pandemic on our operational and financial performance will depend on certain developments, including containment of COVID-19, the availability, deployment and efficacy of vaccines, impact on our customers and our sales cycles, and impact on our employees, all of which are uncertain and cannot be predicted. At this time, the extent to which the COVID-19 pandemic may impact our financial condition or results of operations is uncertain. Since mid-March 2020, some of our customers have reduced the amount of digital advertising spend that they manage using our product which has had an adverse effect on our results of operations and some of our customers have requested extended payment terms, reduced fees or fee waivers, early contract terminations and other forms of contract relief. Also, since mid-March 2020 most of our employees have not been able to work from our offices and have been working from home, which could cause some disruptions or delays in our business activities, including our product development efforts.

During the third quarter of 2020, the Company commenced the implementation of a restructuring and reduction-in-force plan to reduce the Company's operating costs and address the impact of the COVID-19 pandemic, which is ultimately expected to result in the reduction of the Company's global workforce by approximately 60 employees, approximately half of which are located outside of the United States ("2020 Restructuring Plan"). As of December 31, 2020, the majority of the planned workforce reductions were complete with the remainder expected to be completed over the next few quarters.

In November 2019, we divested the assets and liabilities related to our Perfect Audience business, which focused on display retargeting advertisements, to an unrelated third party for net proceeds of $4.3 million. We believe this transaction will allow us to focus on our enterprise brands across search, social and eCommerce advertising. This transaction is described more fully in Note 7 of the accompanying consolidated financial statements.

Components of Results of Operations

Revenues, Net

We generate revenues principally from subscription contracts under which we provide advertisers with access to our search, social and eCommerce advertising management platform, either directly or through the advertiser's relationship with an agency with whom we have a contract. Our subscription contracts are generally one year or less in length. Under subscription contracts with most of our direct advertisers and some independent agencies, we generally charge fees based on the amount of advertising spend that these customers manage through our platform or a contractual minimum monthly platform fee, whichever is greater. Certain of these customers are charged only a fixed monthly platform fee. Most of our subscription contracts with our network agency customers do not include a committed minimum monthly platform fee, and we charge fees based upon the amount of advertising spend that these customers manage through our platform. Due to the nature of the platform and the services performed under the subscription agreements, revenues are typically recognized in the amount billable to the advertiser.

Our long-term strategic agreements have historically included multiple-year terms and are invoiced quarterly. Our largest agreement with Google was entered into in December 2018 with an effective date of October 1, 2018 (the "Google Revenue Share Agreement") and includes both a fixed baseline amount and a variable portion based on a percentage of relevant advertising search spend above the baseline threshold that runs through our technology platform. The Google Revenue Share Agreement has a three-year term; however, until March 2020, when we and Google executed the first amendment to the original agreement (the "First Amendment"), Google could terminate the Google Revenue Share Agreement after two years, with no penalty if we did not meet certain financial metrics. Accordingly, the Company accounted for the Google Revenue Share Agreement as a two-year agreement with one optional renewal year. The revenue impact of the third year is being accounted for prospectively from the date of the First Amendment. Our other long-term strategic agreements are generally variable in nature, based on a percentage of relevant search advertising spend that runs through our technology platform.

The majority of our revenues are derived from advertisers based in the United States. Advertisers from outside of the United States represented 25% of total revenues for both 2020 and 2019. The Google Revenue Share Agreement accounted for approximately 31% of our revenues in 2020 and approximately 25% in 2019.

Refer to Note 3 of the accompanying consolidated financial statements for further discussion of our revenue recognition considerations.

Cost of Revenues

Cost of revenues primarily includes personnel costs, consisting of salaries, benefits, bonuses and stock-based compensation expense for employees associated with our cloud infrastructure and global services for implementation and ongoing customer service. Other costs of revenues include fees paid to contractors who supplement our support and data center personnel, expenses related to third-party data centers, depreciation of data center equipment, amortization of internally developed software, amortization of intangible assets and allocated overhead. Incremental cost of revenues associated with our long-term strategic agreements, including our largest agreement with Google, are generally not significant.

Sales and Marketing

Sales and marketing expenses consist primarily of personnel costs, including salaries, benefits, stock-based compensation expense and bonuses, as well as sales commissions and other costs including travel and entertainment, marketing and promotional events, lead generation activities, public relations, marketing activities, professional fees, amortization of intangible assets and allocated overhead. All of these costs are expensed as incurred, except sales commissions and the related payroll taxes, which are capitalized and amortized over the expected period of benefit in accordance with the relevant authoritative accounting guidance (refer to Note 3 of the accompanying consolidated financial statements). Our commission plans provide that commission payments to our sales representatives are paid based on the key components of the applicable customer contract, including the minimum or fixed monthly platform fee during the initial contract term.

Research and Development

Research and development expenses consist primarily of personnel costs for our product development and engineering employees and executives, including salaries, benefits, stock-based compensation expense and bonuses. Also included are non-personnel costs such as professional fees payable to third-party development resources, amortization of intangible assets and allocated overhead.

Our research and development efforts are focused on enhancing our software architecture, adding new features and functionality to our platform and improving the efficiency with which we deliver these services to our customers, including the development of MarinOne.

General and Administrative

General and administrative expenses consist primarily of personnel costs, including salaries, benefits, stock-based compensation expense and bonuses for our administrative, legal, human resources, finance and accounting employees and executives. Also included are non-personnel costs, such as audit fees, tax services and legal fees, as well as professional fees, insurance and other corporate expenses, including allocated overhead.

Impairment of Goodwill

In November 2019, we performed an impairment assessment of goodwill utilizing the simplified method which resulted in an impairment of goodwill of $1.9 million at that time, reducing the goodwill balance to zero

Gain on Divestiture

The gain on divestiture related to the divestiture of the assets and liabilities of our Perfect Audience business to unrelated third party SharpSpring, Inc. in November 2019. It represents the difference between net proceeds received and the net liabilities of Perfect Audience that were transferred to SharpSpring, Inc.

Other Income, Net

Other income, net, primarily consists of sublease income and foreign currency transaction gains and losses, as well as interest income earned on our cash equivalents offset by the interest expense related to our outstanding note payable and finance lease liabilities.

Benefit from Income Taxes

The benefit from income taxes consists of federal, state and foreign income taxes. Due to recent losses, we maintain a valuation allowance against our U.S. deferred tax assets as of December 31, 2020. We consider all available evidence, both positive and negative, in assessing the extent to which a valuation allowance should be applied against our deferred tax assets.

Results of Operations

The following table is a summary of our consolidated statements of operations for the specified periods and results of operations as a percentage of revenues for those periods. The period-to-period comparisons of results are not necessarily indicative of results for future periods. Percentage of revenues figures are rounded and therefore may not subtotal exactly.

A discussion regarding our consolidated statements of operations and results of operations as a percentage of revenue for 2020 compared to 2019 is presented below. A discussion regarding our financial condition and results of operations for 2019 compared to 2018 can be found under Item 7 in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on March 23, 2020, which is available free of charge on the SEC's website at www.sec.gov.

	Years Ended December 31,			
	2020		2019	
	Amount	% of Revenue	Amount	% of Revenue
	(dollars in thousands)			
Revenues, net	$ 29,983	100 %	$ 49,036	100 %
Cost of revenues (1) (2) (3)	17,946	60	22,843	47
Gross profit	12,037	40	26,193	53
Operating expenses:				
Sales and marketing (1) (2) (3)	6,958	23	15,836	32
Research and development (1) (2) (3)	12,815	43	17,845	36
General and administrative (1) (2) (3)	8,559	29	10,446	21
Impairment of goodwill	—	—	1,910	4
Total operating expenses	28,332	94	46,037	94
Loss from operations	(16,295)	(54)	(19,844)	(40)
Gain on divestiture	—	—	5,064	10
Other income, net	1,533	5	2,252	5
Loss before benefit from income taxes	(14,762)	(49)	(12,528)	(26)
Benefit from income taxes	(711)	(2)	(120)	—
Net loss	$ (14,051)	(47) %	$ (12,408)	(25) %

(1) Stock-based compensation expense included in the consolidated statements of operations data above was as follows:

	Years Ended December 31,	
	2020	2019
	(in thousands)	
Cost of revenues	$ 251	$ 533
Sales and marketing	353	681
Research and development	607	1,025
General and administrative	283	425
	$ 1,494	$ 2,664

(2) Amortization of intangible assets included in the consolidated statements of operations data above was as follows:

	Years Ended December 31,	
	2020	2019
	(in thousands)	
Cost of revenues	$ 47	$ 875
Sales and marketing	—	64
Research and development	48	875
General and administrative	—	—
	$ 95	$ 1,814

(3) Restructuring-related expenses included in the consolidated statements of operations data above were as follows:

	Years Ended December 31,	
	2020	2019
	(in thousands)	
Cost of revenues	$ 529	$ 96
Sales and marketing	304	401
Research and development	215	—
General and administrative	128	—
	$ 1,176	$ 497

The following table sets forth our consolidated revenues by geographic area, as well as the related percentages of total revenues, for the specified periods.

	Years Ended December 31,			
	2020		2019	
	Amount	% of Revenue	Amount	% of Revenue
	(dollars in thousands)			
Revenues, net by geography				
United States of America	$ 22,409	75 %	$ 36,718	75 %
United Kingdom	3,905	13	5,489	11
Other	3,669	12	6,829	14
Total revenues, net	$ 29,983	100 %	$ 49,036	100 %

Adjusted EBITDA

Adjusted EBITDA is a financial measure not calculated in accordance with generally accepted accounting principles in the United States, or GAAP. We define Adjusted EBITDA as net loss, adjusted for stock-based compensation expense, depreciation, the amortization of internally developed software, intangible assets, the capitalization of internally developed software, the impairment of goodwill and long-lived assets, interest expense, net, the benefit from or provision for income taxes, other income or expenses, net and the non-recurring costs or gains associated with acquisitions, divestitures and restructurings. Adjusted EBITDA should not be considered as an alternative to net loss, operating loss or any other measure of financial performance calculated and presented in accordance with GAAP. We prepare Adjusted EBITDA to eliminate the impact of items that we do not consider indicative of our core operating performance. Investors are encouraged to evaluate these adjustments and the reasons we consider them appropriate.

We believe Adjusted EBITDA is useful to investors in evaluating our operating performance for the following reasons:

- Adjusted EBITDA is widely used by investors and securities analysts to measure a company’s operating performance without regard to items such as stock-based compensation expense, depreciation and amortization, capitalized software development costs, interest expense, net, benefit from or provision for income taxes, other income or expenses, net and costs or gains associated with acquisitions, divestitures and restructurings, that can vary substantially from company to company depending upon their financing, capital structures and the method by which assets were acquired;
- Our management uses Adjusted EBITDA in conjunction with GAAP financial measures for planning purposes, including the preparation of our annual operating budget, as a measure of operating performance and the effectiveness of our business strategies and in communications with our Board of Directors concerning our financial performance; and
- Adjusted EBITDA provides consistency and comparability with our past financial performance, facilitates period-to-period comparisons of operations and also facilitates comparisons with other peer companies, many of which use similar non-GAAP financial measures to supplement their GAAP results.

We understand that although Adjusted EBITDA is widely used by investors and securities analysts in their evaluations of companies, it has limitations as an analytical tool, and investors should not consider it in isolation or as a substitute for analysis of our results of operations as reported under GAAP. These limitations include:

- Depreciation and amortization are non-cash charges, and the assets being depreciated or amortized will often have to be replaced in the future; however, Adjusted EBITDA does not reflect any cash requirements for these replacements;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs or contractual commitments;
- Adjusted EBITDA does not reflect cash requirements for income taxes and the cash impact of other income or expense; and
- Other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

The following table presents a reconciliation of net loss, the most comparable GAAP measure, to Adjusted EBITDA for each of the periods indicated:

	Years Ended December 31, 2020	Years Ended December 31, 2019
	(in thousands)	
Net loss	$ (14,051)	$ (12,408)
Depreciation	1,924	1,934
Amortization of internally developed software	2,984	3,904
Amortization of intangible assets	95	1,814
Benefit from income taxes	(711)	(120)
Impairment of goodwill	—	1,910
Stock-based compensation expense	1,494	2,664
Capitalization of internally developed software costs	(1,869)	(2,056)
Restructuring related expenses	1,176	497
Gain on divestiture	—	(5,064)
Other income, net	(1,533)	(2,252)
Adjusted EBITDA	$ (10,491)	$ (9,177)

Comparison of the Years Ended December 31, 2020 and 2019

Revenues, Net

	Years Ended December 31, 2020	Years Ended December 31, 2019	Change $	Change %
	(dollars in thousands)			
Revenues, net	$ 29,983	$ 49,036	$ (19,053)	(39) %

Revenues, net in 2020 decreased by $19.1 million, or 39%, as compared to 2019. During 2020, we experienced ongoing customer turnover that was only partially offset by new customer bookings. Since mid-March 2020, some of our customers have reduced the amount of digital advertising spend that they manage using our product due to the impact of the COVID-19 pandemic. Additionally, in November 2019, we divested our Perfect Audience business which contributed $2.5 million of revenues, net in 2019. Revenues, net in 2020 and 2019 are inclusive of $9.1 million and $12.2 million, respectively, from the Google Revenue Share Agreement, as described in Note 3 to the consolidated financial statements.

Revenues, net in 2020 and 2019 from our customers located in the United States represented 75% of total revenues in both years. The Google Revenue Share Agreement accounted for 31% and 25% of total revenues, net for 2020 and 2019, respectively.

Cost of Revenues and Gross Margin

	Years Ended December 31,		Change	
	2020	2019	$	%
	(dollars in thousands)			
Cost of revenues	$ 17,946	$ 22,843	$ (4,897)	(21) %
Gross profit	12,037	26,193	(14,156)	(54)
Gross margin	40 %	53 %		

Cost of revenues in 2020 decreased by $4.9 million, or 21%, as compared to 2019. The decrease was primarily driven by a reduction in the number of global services and cloud infrastructure personnel, which led to a decrease of $1.9 million in compensation and benefits expense, including stock-based compensation expense, as compared to 2019. This reduction in headcount also contributed to a decrease in allocated facilities and information technology costs of $0.5 million in 2020. We experienced a decrease of $0.9 million in hosting costs in 2020 due to a decline in usage of our hosting platform, and a decrease in the amortization of intangible assets of $0.8 million as our remaining intangible assets became fully amortized in the first quarter of 2020. Additionally, amortization of internally developed software costs decreased by $0.9 million in 2020, due primarily to the timing of the capitalization of certain internal projects as compared to 2019. Partially offsetting these decreases was an increase of $0.4 million in restructuring costs in 2020 related to our 2020 Restructuring Plan.

We expect cost of revenues to decrease in the near term in absolute dollars as savings from the 2020 Restructuring Plan are realized and we continue our efforts to realign our cost structure with our revenues.

Our gross margin decreased to 40% during 2020, as compared to 53% during 2019. This was primarily due to our revenues, net, declining at a faster rate than the corresponding decrease in costs, in part due to the timing of revenue recognition from the Google Revenue Share Agreement.

Sales and Marketing

	Years Ended December 31,		Change	
	2020	2019	$	%
	(dollars in thousands)			
Sales and marketing	$ 6,958	$ 15,836	$ (8,878)	(56) %
Percent of revenues, net	23 %	32 %		

Sales and marketing expenses in 2020 decreased by $8.9 million, or 56%, as compared to 2019. This decrease was primarily due to a reduction in the global sales support and marketing headcount, including reductions that were part of our restructuring activities during 2020, contributing to net decreases of $5.9 million in personnel-related costs, and $1.5 million in allocated facilities and information technology costs as compared to 2019. Additionally, our marketing costs decreased by $1.1 million, as we eliminated or shifted the timing of certain of our marketing activities.

We expect sales and marketing expenses to decrease in the near term in absolute dollars as savings from the 2020 Restructuring Plan are realized and we continue our efforts to realign our cost structure with our revenues.

Research and Development

	Years Ended December 31,		Change	
	2020	2019	$	%
	(dollars in thousands)			
Research and development	$ 12,815	$ 17,845	$ (5,030)	(28) %
Percent of revenues, net	43 %	36 %		

Research and development expenses in 2020 decreased by $5.0 million, or 28%, as compared to 2019. The decrease was primarily due to a reduction in the number of full-time research and development personnel, resulting in a decrease of $3.5 million in compensation expense and $0.6 million in allocated facilities and information technology costs as compared to 2019. Additionally, amortization of intangible assets decreased by $0.8 million as our remaining intangible assets became fully amortized in the first quarter of 2020.

We expect research and development expenses to decrease in the near term in absolute dollars as savings from the 2020 Restructuring Plan are realized and we continue our efforts to realign our cost structure with our revenues.

General and Administrative

	Years Ended December 31,		Change	
	2020	2019	$	%
	(dollars in thousands)			
General and administrative	$ 8,559	$ 10,446	$ (1,887)	(18) %
Percent of revenues, net	29 %	21 %		

General and administrative expenses in 2020 decreased by $1.9 million, or 18%, as compared to 2019. Compensation and benefits expense decreased by $1.7 million in 2020, primarily due to a reduction in headcount. Also contributing to the decrease were lower professional fees of $0.5 million as we reduced the number of contractors and the scope of our activities with consultants and other advisors.

We expect our general and administrative expenses to decrease in the near term in absolute dollars as savings from the 2020 Restructuring Plan are realized and we continue our efforts to realign our cost structure with our revenues.

Impairment of Goodwill

	Years Ended December 31,		Change	
	2020	2019	$	%
	(dollars in thousands)			
Impairment of goodwill	$ —	$ 1,910	$ (1,910)	(100) %
Percent of revenues, net	— %	4 %		

We recorded a goodwill impairment charge of $1.9 million in the fourth quarter of 2019, reducing the goodwill balance to zero at that time. Refer to Note 2 and Note 6 of the accompanying consolidated financial statements for additional information on this goodwill impairment charge.

Gain on Divestiture

	Years Ended December 31,		Change	
	2020	2019	$	%
	(dollars in thousands)			
Gain on divestiture	$ —	$ 5,064	$ (5,064)	100 %

In November 2019, we completed the divestiture of the assets and liabilities related to our Perfect Audience business to SharpSpring, Inc. an unrelated third party. As part of this transaction, we received net proceeds of approximately $4.3 million and transferred net liabilities of approximately $0.8 million to the acquirer, resulting in a gain of $5.1 million. Refer to Note 7 of the accompanying consolidated financial statements for additional information on this gain on divestiture.

Other Income, Net

	Years Ended December 31,		Change	
	2020	2019	$	%
	(dollars in thousands)			
Other income, net	$ 1,533	$ 2,252	$ (719)	(32) %

Other income, net, primarily consists of sublease income recorded under agreements for portions of our San Francisco and Portland office spaces, with terms through July 2022 and May 2020, respectively, as well as foreign currency transaction gains and losses and interest income and expense. In 2020, we generated sublease income of $1.7 million, as compared to $2.3 million in 2019. Foreign currency transaction losses and interest expense were each less than $0.1 million in both 2020 and 2019.

(Benefit from) Provision for Income Taxes

	Years Ended December 31,		Change	
	2020	2019	$	%
	(dollars in thousands)			
Benefit from income taxes	$ (711)	$ (120)	$ (591)	493 %

The benefit from income taxes in 2020 totaled $0.7 million, as compared to a benefit for income taxes of $0.1 million in 2019. The primary reason for this increase was the current foreign income tax provision which was driven by changes to the reserve for uncertain tax positions.

Quarterly Results of Operations

The following table sets forth our unaudited quarterly consolidated statements of operations data for each of the eight quarters in the period ended December 31, 2020. We have prepared the quarterly data on a basis consistent with our audited annual financial statements, including, in the opinion of management, all normal recurring adjustments necessary for the fair statement of the financial information contained in these statements. The historical results are not necessarily indicative of future results and should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K.

	Three Months Ended							
	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
	(in thousands)							
Revenues, net	$ 7,252	$ 6,796	$ 7,275	$ 8,660	$ 11,384	$ 11,728	$ 12,476	$ 13,448
Cost of revenues (1) (2) (3)	3,693	4,323	4,585	5,345	5,536	5,567	5,929	5,811
Gross profit	3,559	2,473	2,690	3,315	5,848	6,161	6,547	7,637
Operating expenses								
Sales and marketing (1) (2) (3)	1,275	1,491	1,880	2,312	3,383	3,732	4,087	4,634
Research and development (1) (2) (3)	2,934	3,106	3,338	3,437	4,418	3,872	4,660	4,895
General and administrative (1) (2) (3)	2,436	2,131	2,011	1,981	2,317	2,631	2,277	3,221
Impairment of goodwill	—	—	—	—	1,910	—	—	—
Total operating expenses	6,645	6,728	7,229	7,730	12,028	10,235	11,024	12,750
Loss from operations	(3,086)	(4,255)	(4,539)	(4,415)	(6,180)	(4,074)	(4,477)	(5,113)
Gain on divestiture	—	—	—	—	5,064	—	—	—
Other income, net	416	111	537	469	540	640	532	540
Loss before (benefit from) provision for income taxes	(2,670)	(4,144)	(4,002)	(3,946)	(576)	(3,434)	(3,945)	(4,573)
(Benefit from) provision for income taxes	(143)	(72)	(521)	25	(50)	(161)	58	33
Net loss	$ (2,527)	$ (4,072)	$ (3,481)	$ (3,971)	$ (526)	$ (3,273)	$ (4,003)	$ (4,606)
Net loss per share available to common stockholders, basic and diluted	$ (0.29)	$ (0.58)	$ (0.50)	$ (0.58)	$ (0.08)	$ (0.49)	$ (0.65)	$ (0.77)

(1) Stock-based compensation expense included in the consolidated statements of operations data above was as follows:

	Three Months Ended							
	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
	(in thousands)							
Cost of revenues	$ 47	$ (19)	$ 129	$ 94	$ 139	$ 127	$ 142	$ 125
Sales and marketing	70	24	149	110	141	155	205	180
Research and development	100	123	217	167	209	266	269	281
General and administrative	69	67	72	75	75	105	146	99
Total stock-based compensation expense	$ 286	$ 195	$ 567	$ 446	$ 564	$ 653	$ 762	$ 685

(2) Amortization of intangible assets included in the consolidated statements of operations data above was as follows:

	Three Months Ended							
	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
	(in thousands)							
Cost of revenues	$ —	$ —	$ —	$ 47	$ 173	$ 234	$ 234	$ 234
Sales and marketing	—	—	—	—	—	—	—	64
Research and development	—	—	—	48	173	234	234	234
General and administrative	—	—	—	—	—	—	—	—
Total amortization of intangible assets	$ —	$ —	$ —	$ 95	$ 346	$ 468	$ 468	$ 532

(3) Restructuring-related expenses included in the consolidated statements of operations data above were as follows:

	Three Months Ended							
	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
	(in thousands)							
Cost of revenues	$ 7	$ 529	$ —	$ (7)	$ 90	$ —	$ —	$ 6
Sales and marketing	40	214	—	50	178	—	66	157
Research and development	30	185	—	—	—	—	—	—
General and administrative	5	123	—	—	—	—	—	—
Total restructuring related expenses	$ 82	$ 1,051	—	$ 43	$ 268	$ —	$ 66	$ 163

The following table sets forth our consolidated results of operations for the specified periods as a percentage of our revenues for those periods. Percentage of revenue figures are rounded and therefore may not subtotal exactly.

	Three Months Ended							
	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
	(as a % of revenues, net)							
Revenues, net	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %
Cost of revenues	51	64	63	62	49	47	48	43
Gross profit	49	36	37	38	51	53	52	57
Operating expenses								
Sales and marketing	18	22	26	27	30	32	33	34
Research and development	40	46	46	40	39	33	37	36
General and administrative	34	31	28	23	20	22	18	24
Impairment of goodwill	-	—	—	—	17	—	—	—
Total operating expenses	92	99	99	89	106	87	88	95
Loss from operations	(43)	(63)	(62)	(51)	(54)	(35)	(36)	(38)
Gain on divestiture	-	—	—	—	44	—	—	—
Other income, net	6	2	7	5	5	5	4	4
Loss before (benefit from) provision for income taxes	(37)	(61)	(55)	(46)	(5)	(29)	(32)	(34)
(Benefit from) provision for income taxes	(2)	(1)	(7)	—	—	(1)	—	—
Net loss	(35) %	(60) %	(48) %	(46) %	(5) %	(28) %	(32) %	(34) %

Liquidity and Capital Resources

Since our incorporation in March 2006, we have relied primarily on sales of our capital stock to fund our operating activities. From incorporation until our initial public offering, or the IPO, we raised $105.7 million, net of related issuance costs, in funding through private placements of our preferred stock. In March and April 2013, we raised net proceeds of $109.3 million in our IPO. In 2019 and 2020 we raised total net proceeds of $9.4 million from an at-the-market offering program administered by JMP Securities and in 2020 we received proceeds of $3.3 million from a loan through the Paycheck Protection Program. From time to time, we have also utilized equipment lines and entered into finance lease arrangements to fund capital purchases. As of December 31, 2020, our principal source of liquidity was our unrestricted cash and cash equivalents of $14.3 million. Our primary operating cash requirements include the payment of compensation and other employee-related expenses, as well as costs for our facilities and information technology infrastructure.

We maintain a $0.4 million irrevocable letter of credit to secure the non-cancelable lease for our corporate headquarters in San Francisco and a $0.1 million irrevocable letter of credit to secure the non-cancelable lease for our office in Paris. These balances are reflected as restricted cash on the consolidated balance sheets of the accompanying consolidated financial statements. We maintain cash balances in our foreign subsidiaries. As of December 31, 2020, we had $14.3 million of unrestricted cash and cash equivalents in aggregate, of which $1.2 million was held by our foreign subsidiaries. On December 22, 2017, the United States enacted the Tax Cuts and Jobs Act, or the TCJA, which instituted fundamental changes to the taxation of multinational corporations. Among these changes is a mandatory one-time transition tax on the deemed repatriation of the accumulated earnings of certain of our foreign subsidiaries, and a tax on earnings of foreign subsidiaries in excess of a specified return on the subsidiaries' tangible assets, known as the Global Intangible Low-Taxed Income, or GILTI. We completed our analysis of the accounting for the transition tax in the fourth quarter of 2018 and there was no tax due as a result of significant accumulated losses in our foreign subsidiaries. We also determined that no GILTI inclusion would be required in 2019 or 2020 as our foreign subsidiaries have accumulated significant losses. If funds held by our foreign subsidiaries were needed for our U.S. operations, we would be required to accrue U.S. tax liabilities associated with the repatriation of these funds. However, given the amount of our net operating loss carryovers in the United States, such repatriation will most likely not result in material U.S. cash tax payments within the next year. Additionally, we do not believe that foreign withholding taxes associated with repatriating these funds would be material.

On March 14, 2019, we filed a shelf registration statement on Form S-3 with the SEC, which was declared effective by the SEC on May 10, 2019, under which we may offer our common stock, preferred stock, debt securities, warrants, subscription rights and units having an aggregate offering price of up to $50.0 million. As part of the shelf registration statement, we entered into an equity distribution agreement with JMP Securities LLC under which we could offer and sell shares of our common stock having an aggregate offering price of up to $13.0 million through an at-the-market offering program administered by JMP Securities. We were not required to sell any of our stock under this program. JMP Securities was entitled to compensation of up to 5.0% of the gross proceeds from sales of our common stock pursuant to the equity distribution agreement. We intend to use the net proceeds from the sale of securities under the equity distribution agreement primarily for working capital and general corporate purposes. For the year ended December 31, 2020, we sold 2.7 million shares of our common stock under the equity distribution agreement, and received proceeds of $7.5 million, net of offering costs of $0.5 million, at a weighted average sales price of $2.92 per share. For the year ended December 31, 2019, we sold 0.7 million shares of our common stock under the equity distribution agreement, and received proceeds of $1.6 million, net of offering costs of $0.2 million, at a weighted average sales price of $2.82 per share. During February 2021 we sold an additional 1.2 million shares of our common stock under the equity distribution agreement and received proceeds of $3.1 million, net of offering costs of $0.1 million, at a weighted average sales price of $2.68 per share. There are currently no additional amounts available to be sold under this equity distribution agreement.

In May 2020, we entered into a loan agreement with a lender for the loan in an aggregate principal amount of $3.3 million (the "Loan") pursuant to the Paycheck Protection Program (the "PPP") under the Coronavirus Aid, Relief, and Economic Security (CARES) Act. We received the Loan proceeds on May 12, 2020. We expect to apply for forgiveness of approximately $2.9 million due under the Loan once the Lender opens the application process, but no assurances can be provided as to the amount or timing of any potential Loan forgiveness. See Note 9 to the accompanying consolidated financial statements for further discussion of this loan.

We have incurred significant losses in each fiscal year since our incorporation in 2006, and we expect to continue to incur losses and negative cash flows in the future. Based on our current and anticipated level of operations, including our internal forecasts and projections, we believe that our existing cash, cash equivalents and restricted cash will be sufficient to fund our operations for at least the next 12 months. Our ability to achieve our business objectives and to continue to meet our obligations is dependent upon maintaining a certain level of liquidity, which could be impacted by several factors, including the extent of customer acceptance and adoption of our new MarinOne platform and other market conditions and the effect of the COVID-19 pandemic. The COVID-19 pandemic has disrupted and continues to disrupt economic markets and the full economic impact, duration and spread of COVID-19 is uncertain at this time and difficult to predict considering the rapidly evolving landscape. Since mid-March 2020, some of our customers have reduced the amount of digital advertising spend that they manage using our products, which has had an adverse effect on our results of operations, and some of our customers have requested extended payment terms, reduced fees or fee waivers, early contract terminations and other forms of contract relief. Although we have pursued and expect to continue to pursue additional sources of liquidity, including additional equity and debt financing, there is no assurance that any additional financing will be available on acceptable terms, or at all. During the second half of 2020, we commenced a restructuring plan that included a global reduction-in-force and other cost saving actions to reduce our operating expenses and address the impact of the COVID-19 pandemic on our business (the "2020 Restructuring Plan"). The 2020 Restructuring Plan is expected to ultimately result in the reduction of our global workforce by approximately 60 employees, approximately half of which are located outside of the United States. We completed the majority of the workforce reductions during 2020 and recognized $1.2 million in restructuring charges. Our ability to continue as a going concern is substantially dependent upon our ability to improve customer retention rates, increase new bookings, and manage our cash flows. Other factors that may significantly affect our ability to continue as a going concern include one or more of the following; our ability to obtain partial forgiveness of our loan under the Paycheck Protection Program, our ability to renew our revenue sharing agreement with Google on acceptable terms, our ability to raise additional financing, and our ability to further reduce our expenses.

Summary of Cash Flows

The following table sets forth a summary of our cash flows for the periods indicated:

	Years Ended December 31, 2020	Years Ended December 31, 2019
	(in thousands)	
Net cash used in operating activities	$ (5,675)	$ (1,236)
Net cash (used in) provided by investing activities	(1,884)	1,607
Net cash provided by financing activities	10,233	260
Effect of foreign exchange rate changes on cash and cash equivalents and restricted cash	41	(29)
Net increase in cash and cash equivalents and restricted cash	$ 2,715	$ 602

Operating Activities

Cash used in operating activities is primarily influenced by the amount of cash we invest in personnel and infrastructure to support the operation of our business and the fluctuations in the number of advertisers using our platform. Cash used in operating activities has typically been affected by net losses and further increased by changes in our operating assets and liabilities, particularly in the areas of accounts receivable, prepaid expenses and other assets, accounts payable and accrued expenses and other current liabilities, adjusted for non-cash expense items such as depreciation, amortization, stock-based compensation expense and deferred income tax benefits.

Cash used in operating activities in 2020 of $5.7 million was primarily the result of a net loss of $14.1 million, which was partially offset by non-cash expenses of $6.8 million, primarily consisting of depreciation, amortization, stock-based compensation expense, provision for bad debts and net changes in operating leases, and a $1.6 million net change in working capital items. These items consisted most notably of (1) a decrease in accounts receivable of $4.1 million due to the decrease in revenues and the timing of related collections and (2) a decrease in accounts payable and accrued expenses and other liabilities (both current and non-current) of $2.5 million due to the timing of related disbursements and lower accrued payroll-related costs driven by lower headcount.

Cash used in operating activities in 2019 of $1.2 million was primarily the result of a net loss of $12.4 million, which was not fully offset by non-cash expenses of $7.6 million, primarily consisting of impairment of goodwill, depreciation, amortization, gain on divestiture of Perfect Audience, stock-based compensation expense, provision for bad debts and net changes in operating leases, and a $3.6 million net change in working capital items. These items consisted most notably of (1) a decrease in accounts receivable of $4.2 million due to the decrease in revenues and the timing of related collections; (2) a decrease in prepaid expenses and other assets (both current and non-current) of $0.2 million due to the timing of related disbursements; and (3) a decrease in accounts payable and accrued expenses and other liabilities (both current and non-current) of $0.8 million due to the timing of related disbursements.

Investing Activities

In 2020, investing activities primarily consisted of $1.9 million of capitalized internally developed software costs. In 2019 investing activities primarily consisted of net proceeds from the divestiture of Perfect Audience. Capital expenditures may vary from period-to-period due to the timing of our operational requirements and the development cycles of our internally-developed hosted software platform. We expect to continue to invest in the development of our software platform for the foreseeable future.

Financing Activities

Cash provided by financing activities in 2020 was $10.2 million. This primarily consisted of $7.7 million of net cash proceeds from the issuance of common shares pursuant to our equity distribution agreement with JMP Securities and $3.3 million net proceeds from our Loan pursuant to the PPP under the CARES Act, partially offset by $0.6 million of net repayments under our right-of-use finance lease liabilities and $0.2 million in employee taxes paid for withheld shares upon the settlement of equity awards.

Cash provided by financing activities in 2019 was $0.3 million. This was primarily due to $1.6 million of net proceeds from the issuance of common shares pursuant to our equity distribution agreement with JMP Securities and $0.1 million of proceeds from net contributions to the 2013 Employee Stock Purchase Plan, or 2013 ESPP, offset by $1.2 million of net repayments under our right-of-use finance lease liabilities and $0.3 million in employee taxes paid for withheld shares upon the settlement of equity awards.

Contractual Obligations and Commitments

Our principal commitments consist of operating leases for office space, net of sublease income. As of December 31, 2020, the future minimum payments under these commitments, were as follows:

	Payments Due By Period				
	Total	**Within 1 Year**	**1 - 3 Years**	**3 - 5 Years**	**More Than 5 Years**
	(in thousands)				
Note payable	$ 3,320	$ 1,854	$ 1,466	$ —	$ —
Finance lease obligations	15	15	—	—	—
Operating leases obligations	8,962	7,117	1,845	—	—
Sublease income	(1,721)	(1,105)	(616)	—	—
Total	$ 10,576	$ 7,881	$ 2,695	$ —	$ —

The amounts in the table above are associated with agreements that are enforceable and legally binding, which specify significant terms including payment terms, related services and the approximate timing of the transaction. Purchase obligations under contracts that we can cancel without a significant penalty are not included in the table.

The note payable relates to our loan pursuant to the PPP under the CARES Act. We expect to apply for forgiveness of approximately $2.9 million due under the loan once the Lender opens the application process, but no assurances can be provided as to the amount or timing of any potential loan forgiveness. See Note 9 to the accompanying consolidated financial statements for further discussion of this loan.

During the ordinary course of business, we include indemnification provisions within certain of our contracts. Pursuant to these arrangements, we may be obligated to indemnify, hold harmless and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally parties with which we have commercial relations, in connection with certain intellectual property infringement claims by any third party with respect to our software. To date, there have not been any costs incurred in connection with such indemnification arrangements and therefore, there is no accrual for such amounts as of December 31, 2020.

In addition to the obligations in the table above, we have approximately $1.4 million of uncertain tax positions that have been recorded as liabilities as of December 31, 2020. It is uncertain as to if or when such amounts may be settled.

Off-Balance Sheet Arrangements

During the periods presented, we did not have, nor do we currently have, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. We are therefore not exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in those types of relationships.

We have no obligations that meet the definition of an off-balance sheet arrangement as of December 31, 2020, other than operating leases and related subleases, as described in the Notes to the consolidated financial statements, and the irrevocable letter of credit described above.

Critical Accounting Policies and Significant Judgments and Estimates

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates, assumptions and judgments that can have a significant impact on the reported amounts of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the consolidated financial statements. These items are monitored and analyzed by us for changes in facts and circumstances, and material changes in these estimates could occur in the future.

Since March 2020, we have undertaken measures to protect our employees and customers in response to the COVID-19 pandemic. There can be no assurance that these measures will be effective, however, or that we can adopt them without adversely affecting our business operations. In addition, the COVID-19 pandemic has created and may continue to create significant uncertainty in global financial markets, which may decrease technology spending, depress demand for our platform and harm our business and results of operations.

Our estimates are based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. If actual results or events differ materially from those contemplated by us in making these estimates, our reported financial condition and results of operations for future periods could be materially affected. See “Risk Factors” for certain matters that may affect these estimates or our future financial condition or results of operations. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if the changes in estimate that are reasonably likely to occur could materially impact the financial statements.

Our significant accounting policies are described in Note 2 to the consolidated financial statements included in this Annual Report on Form 10-K, and we believe that the accounting policies discussed below involve the greatest degree of complexity and exercise of judgment by our management. The methods, estimates and judgments that we use in applying our accounting policies have a significant impact on our results of operations and, accordingly, we believe the policies described below are the most critical for understanding and evaluating our financial condition and results of operations.

Revenue Recognition

We generate revenues principally from subscriptions either directly with advertisers or with advertising agencies to our platform for the management of search, social and eCommerce advertising. Revenue is recognized when control of these advertising management services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services. We determine revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;

- Allocation of the transaction price to the performance obligations in the contract; and

- Recognition of revenue when, or as, we satisfy a performance obligation.

Our subscription contracts provide advertisers with access to the Company's advertising management platform. Advertisers do not have the right to take possession of the software supporting the services at any time. These contracts are generally one year or less in length. The subscription fee under most contracts consists of the greater of a minimum monthly platform fee or variable consideration based on the volume of advertising spend managed through our platform at the contractual percentage of spend. The variable portion generally includes tiered pricing, whereby the percentage of spend charged decreases as the value of advertising spend increases. The tiered pricing resets monthly and is consistent throughout the contract term. We have concluded that this volume-based pricing approach does not constitute a future material right since the pricing tiers are consistent throughout the contract term and similar pricing is typically offered to similar classes of customers within the same geographical areas and markets. Certain subscription contracts consist of only a flat monthly platform fee. Subscription fees are generally invoiced on a monthly basis in arrears based on the actual amount of advertising spend managed on the platform. In certain limited circumstances we will invoice an advertiser in advance for the contractual minimum monthly platform fee for a defined future period, which is typically three to 12 months.

Our subscription services comprise a single stand-ready performance obligation satisfied over time, as the advertiser simultaneously receives and consumes the benefit from our performance. This performance obligation constitutes a series of services that are substantially the same and provided over time using the same measure of progress. Revenues derived from these arrangements are recognized over time using an output method based upon the passage of time as this provides a faithful depiction of the pattern of transfer of control. Fixed minimum monthly platform fees are recognized ratably over the contract term as the single performance obligation is satisfied. Variable fees are allocated to the distinct month of the series in which they are earned because the terms of the variable payments relate specifically to the outcome from transferring the distinct time increment (month) of service and because such amounts reflect the fees to which we expect to be entitled for providing access to the advertising management platform for that period, consistent with the allocation objective of authoritative revenue recognition guidance.

We have also entered into long-term strategic agreements with certain leading search publishers. Under these strategic agreements, we receive consideration based on a percentage of the search advertising spend that our customers manage on our platform. These strategic agreements are generally billed on a quarterly basis. The majority of the strategic agreement revenue is concentrated to one revenue share agreement, executed with Google in December 2018, but with an effective date of October 1, 2018. Under this agreement, which constitutes a single performance obligation, we receive both fixed and variable revenue share payments based on a percentage of the search advertising spend that is managed through our platform. The agreement requires us to reinvest a specified percentage of these revenue share payments to drive our search technology platform innovation. The performance obligation is satisfied over time ratably over the contractual term of two years, since Google simultaneously receives and consumes the benefit from our performance, using an output method based upon the passage of time. We believe this provides a faithful depiction of the pattern of transfer of control. The agreement carries a three-year term; however, until March 2020, when we and Google executed the first amendment to the agreement, the term was cancellable by Google after two years with no penalty if we did not meet certain financial metrics, and, therefore, we historically evaluated the agreement as a two-year agreement with one optional renewal year. We are accounting for the impact of the third year prospectively as of the date of execution of the first amendment.

We evaluate the total amount of variable revenue share payments expected to be earned from this agreement by using the expected value method, as we believe this method represents the most appropriate estimate for this consideration, based on historical service trends, the individual contract considerations and our best judgment at the time. We include estimates of variable consideration in revenues only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. We expect that in the future, revenues from strategic agreements will continue to grow as a percentage of our total revenues, net.

We capitalize certain contract acquisition and fulfillment costs and amortize those costs based on the expected period of benefit, which we have determined to be 30 months. This period of benefit was determined by taking into consideration the duration of our customer contracts, historical contract renewal rates, the underlying platform technology and other factors.

At the inception of a customer contract, we make an assessment as to that customer's ability to pay for the services provided in order to determine whether collectability is probable and a contract exists for revenue recognition purposes. We assess collectability based on a number of factors, including credit worthiness of the customer along with past transaction history. In addition, we perform periodic evaluations of our customers' financial condition. Certain contracts with advertising agencies contain sequential liability provisions, where the agency does not have an obligation to pay until payment is received from the agency’s customers. In these circumstances, we evaluate the credit worthiness of the agency’s customers, in addition to the agency itself.

Income Taxes

As a result of our current net operating loss position in the United States, income tax expense consists primarily of corporate income taxes resulting from profits generated in foreign jurisdictions by wholly owned subsidiaries, along with state income taxes payable in the United States. As we have incurred operating losses in all periods to date and recorded a full valuation allowance against our deferred tax assets (except for deferred tax assets associated with certain of our foreign subsidiaries), we have not historically recorded a provision for U.S. federal income taxes. Realization of any of our deferred tax assets depends upon future earnings, the timing and amount of which are uncertain. We consider all available evidence, both positive and negative, in assessing the extent to which a valuation allowance should be applied against our deferred tax assets.

Utilization of our net operating losses may be subject to substantial annual limitation due to the ownership change limitations provided by the Code and similar state provisions. We last assessed the application of Internal Revenue Code Section 382 during the fourth quarter of 2017, and concluded no limitation applied. We have monitored equity transactions in the periods since the fourth quarter of 2017 and have found no circumstances which would result in a significant change in our stock ownership. In the event we have subsequent changes in ownership or profitability is delayed, net operating losses and research and development credit carryovers could be further limited and may expire unutilized.

Accounts Receivable and Related Reserves

We record accounts receivable at the invoiced amounts, and these receivables do not bear interest. We record reserves as a reduction of our accounts receivable balance for doubtful accounts and revenue credits. Estimates are required to determine both of these reserves.

Our allowance for doubtful accounts reflects our best estimate of probable losses inherent in our receivables portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other currently available evidence. When collection of an outstanding balance is no longer probable, we will either partially or fully write-off the balance against the allowance for doubtful accounts. The allowance for doubtful accounts charges are included as a component of general and administrative expenses. Our reserve for revenue credits relates to service credits that are expected to be issued to customers during the ordinary course of business. These credits typically relate to customer disputes and billing adjustments and are recorded as reductions to revenues, net. Reserves for revenue credits are accounted for as variable consideration under authoritative revenue recognition guidance and are estimated using the expected value method based on an analysis of credits issued in previous periods. These estimates could change significantly for various reasons, including changes in our customers' financial condition, interruptions to our platform or deterioration in the economy.

Other Long-Lived Assets -- Impairment Assessments

We periodically review the carrying amounts of other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. We measure the recoverability of these assets by comparing the carrying amount of such assets (or asset group) to the future undiscounted cash flow we expect the assets (or asset group) to generate. If we consider any of these assets to be impaired, the impairment to be recognized equals the amount by which the carrying value of the assets exceeds its fair value. We make judgments about the recoverability of purchased intangible assets whenever events or changes in circumstances indicate that an impairment may exist.

Each period we evaluate the estimated remaining useful lives of other long-lived assets to assess whether a revision to the remaining periods of amortization is required. Assumptions and estimates about remaining useful lives of our intangible and other long-lived assets are subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends and internal factors such as changes in our business strategy. Although we believe the historical assumptions and estimates we have made are reasonable and appropriate, different assumptions and estimates could materially impact our reported financial results. We did not recognize any long-lived asset impairment charges to date.

Recent Accounting Pronouncements

See “Note 2 – Summary of Significant Accounting Policies” to the consolidated financial statements included in this Annual Report on Form 10-K, regarding the impact of certain recent accounting pronouncements on our consolidated financial statements.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

We have operations both within the United States and internationally and we are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate, foreign exchange and inflation risks, as well as risks relating to changes in the general economic conditions in the countries where we conduct business. To manage certain of these risks, we monitor the financial condition of our large customers and limit credit exposure by setting credit limits as we deem appropriate. In addition, our investment strategy has been to invest in financial instruments that are highly liquid and readily convertible into cash, with maturity dates within three months from the date of purchase. To date, we have not used derivative instruments to mitigate the impact of our market risk exposures. We have also not used, nor do we intend to use, derivatives for trading or speculative purposes.

Interest Rate Risk

We are exposed to market risk related to changes in interest rates. Our investments are considered cash equivalents and primarily consist of money market funds. As of December 31, 2020, we had unrestricted cash and cash equivalents of $14.3 million. The carrying amount of our cash equivalents reasonably approximates fair value, due to the short maturities of these investments. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs and the fiduciary control of cash and investments. We do not enter into investments for trading or speculative purposes. Our investments are exposed to fluctuations in interest rates, which may affect our interest income and the fair market value of our investments. Due to the short-term nature of our investment portfolio, we believe only dramatic fluctuations in interest rates would have a material effect on our investments. As such, we do not expect our operating results or cash flows to be materially affected by a sudden change in market interest rates.

Foreign Currency Exchange Risk

We have foreign currency risks related to our revenues and operating expenses denominated in currencies other than the United States Dollar, primarily the Euro, British Pound Sterling, Singapore Dollar, Japanese Yen, Chinese Yuan and Australian Dollar. Revenues outside of the United States as a percentage of consolidated revenues were 25% for both 2020 and 2019. Changes in exchange rates may negatively affect our revenues and other operating results as expressed in U.S. Dollars. Aggregate foreign currency (losses) gains included in determining net loss were less than $(0.1) million, in both 2020 and 2019. Transaction gains and losses are included in other income, net.

If our international operations grow or become a larger percentage of our overall business, our risks associated with fluctuation in currency rates will become greater, and we will continue to reassess our approach to managing this risk. In addition, currency fluctuations or a weakening U.S. Dollar can increase the costs of our international expansion, while a strengthening U.S. Dollar can negatively impact our international revenues. To date, we have not entered into any foreign currency hedging contracts, and, based on our current international structure, we do not plan on engaging in hedging activities in the near future.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. Nonetheless, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information in response to this item is included in our consolidated financial statements, together with the report thereon of Grant Thornton LLP, in Item 15 under the heading “Exhibits, Financial Statement Schedules,” and in Item 7 under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Regulations under the Securities Exchange Act of 1934, as amended, or the Exchange Act, require public companies, including us, to maintain “disclosure controls and procedures,” which are defined in Rule 13a-15(e) and Rule 15d-15(e) to mean a company’s controls and other procedures that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Principal Executive Officer and Principal Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required or necessary disclosures.

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

Management, with the participation of our Principal Executive Officer and Principal Financial Officer have evaluated the effectiveness of the disclosure controls and procedures as of the end of the period. Based on such evaluation, the Principal Executive Officer and Principal Financial Officer have concluded that, as of December 31, 2020, our disclosure controls and procedures were effective at a reasonable assurance level.

Management’s Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f). Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements prepared for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of that evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2020.

Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this annual report.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarterly period ended December 31, 2020, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item concerning our directors, executive officers, Section 16 compliance and corporate governance matters will be set forth under the headings "Election of Directors", "Executive Officers", "Additional Information – Delinquent Section 16(a) Reports", and "Board of Directors and Committees of the Board; Corporate Governance Standards and Director Independence – Code of Business Conduct and Ethics", and "– Committees of the Board – Audit Committee" in the Proxy Statement and is incorporated into this report by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item regarding executive compensation will be set forth under the headings "Election of Directors – Director Compensation" and "Executive Compensation" in the Proxy Statement and is incorporated into this report by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item regarding security ownership of certain beneficial owners and management and related stockholder matters will be set forth under the headings "Security Ownership of Certain Beneficial Owners and Management" in the Proxy Statement and is incorporated into this report by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item regarding related party transactions and director independence will be set forth under the headings "Board of Directors and Committees of the Board; Corporate Governance Standards and Director Independence," and "Related Party Transactions" in the Proxy Statement and is incorporated into this report by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item regarding principal accounting fees and services will be set forth under the headings "Ratification of Appointment of Independent Registered Public Accounting Firm" in the Proxy Statement and is incorporated into this report by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(1) Financial Statements

The following financial statements are presented in response to Part II, Item 8, under the heading “Financial Statements and Supplementary Data”:

Report of Grant Thornton LLP, Independent Registered Public Accounting Firm
Consolidated Balance Sheets
Consolidated Statements of Comprehensive Loss
Consolidated Statements of Stockholders’ Equity
Consolidated Statements of Cash Flows
Notes to Consolidated Financial Statements

The supplementary financial information required by Item 8 is included in Part II, Item 7 under the heading “Quarterly Results of Operations Data,” which is incorporated herein by reference.

(2) Financial Statement Schedules

All schedules are omitted because they are not applicable, not required or the information is included in the accompanying consolidated financial statements or notes thereto.

(3) Exhibits

		Incorporated by Reference				
Exhibit Number	Description of Document	Form	File No.	Exhibit	Filing Date	Filed Herewith
1.1	Equity Distribution Agreement by and between Registrant and JMP Securities LLC, dated March 14, 2019.	S-3	333-230275	1.2	3/14/2019	
2.1	Asset Purchase Agreement by and among the Registrant and SharpSpring, Inc. dated November 21, 2019.	8-K	001-35838	99.1	11/21/2019	
3.1	Restated Certificate of Incorporation.	10-Q	001-35838	3.1	5/9/2013	
3.2	Restated Bylaws.	10-Q	001-35838	3.2	5/9/2013	
3.3	Certificate of Amendment to Certificate of Incorporation.	8-K	001-35838	3.1	10/5/2017	
4.1	Form of Common Stock Certificate.	S-1/A	333-186669	4.1	3/15/2013	
4.2	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.	10-K	001-35838	4.2	3/23/2020	
10.1	Form of Indemnification Agreement.	10-K	001-35838	10.1	3/1/2019	
10.2#	2006 Equity Incentive Plan and forms of stock option agreement and stock option exercise agreement.	S-1	333-186669	10.2	2/13/2013	
10.3#	2013 Equity Incentive Plan and forms of stock option agreement, stock option exercise agreement, restricted stock agreement, and RSU award agreement.	S-1/A	333-186669	10.3	3/4/2013	
10.4#	2013 Employee Stock Purchase Plan and form of subscription agreement.	S-1/A	333-186669	10.4	3/4/2013	
10.5	Master Services Agreement, dated as of August 3, 2009, by and between the Registrant and Switch Communications Group L.L.C.	S-1	333-186669	10.7	2/13/2013	

10.6#	Form of Severance and Change in Control Agreement between the Registrant and each of the executive officers.	S-1/A	333-186669	10.9	3/11/2013	
10.7#	Executive Bonus Compensation Plan.	10-K	001-35838	10.11	2/20/2015	
10.9#	Description of Director Compensation Program.	10-K	001-35838	10.14	2/20/2015	
10.11#	Transition and Separation Agreement, dated as of September 14, 2015, by and between the Registrant and Christopher A. Lien.	10-Q	001-35838	10.4	11/5/2015	
10.12	Office Lease, dated as of January 7, 2011, by and between the Registrant and 123 Mission, LLC, as amended.	10-K	001-35838	10.16	2/23/2016	
10.13#	Offer Letter, dated as of August 23, 2016, by and between the Registrant and Christopher A. Lien.	10-Q	001-35838	10.1	11/9/2016	
10.14†	Revenue Share Agreement, dated December 11, 2019, by and between the Registrant and Google LLC.	10-K	001-35838	10.16	3/14/2019	
10.15#	Offer Letter, dated August 23, 2016, by and between the Registrant and Wister Walcott.	10-K	001-35838	10.17	3/14/2019	
10.16#	Offer Letter, dated December 5, 2019, by and between the Registrant and Robert Bertz.	10-K	001-35838	10.18	3/23/2020	
10.17#	Amended and Restated Severance and Change in Control Agreement, dated January 28, 2021, by and between the Registrant and Robert Bertz.					X
10.18	Amendment No. 1 to Google Revenue Share Agreement, dated as of March 17, 2020, by and between the Registrant and Google LLC.	10-K	001-35838	10.20	3/23/2020	
10.19	Note with Harvest Small Business Finance dated May 4, 2020	10-Q	001-35838	10.1	5/12/2020	
10.20#	Form of Waiver under Change in Control and Severance Agreement	8-K	001-35838	99.1	5/21/2020	
16.1	Letter from PricewaterhouseCoopers LLP to the Securities and Exchange Commission dated July 9, 2019.	8-K	001-35838	16.01	7/10/2019	
21.1	Subsidiaries of the Registrant.					X
23.1	Consent of Grant Thornton LLP, independent registered public accounting firm.					X
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X

101.INS	XBRL Instance Document	X
101.SCH	XBRL Taxonomy Schema Linkbase Document	X
101.CAL	XBRL Taxonomy Calculation Linkbase Document	X
101.DEF	XBRL Taxonomy Definition Linkbase Document	X
101.LAB	XBRL Taxonomy Labels Linkbase Document	X
101.PRE	XBRL Taxonomy Presentation Linkbase Document	X

* As contemplated by SEC Release No. 33-8212, these exhibits are furnished with this Annual Report on Form 10-K and are not deemed filed with the Securities and Exchange Commission and are not incorporated by reference in any filing of the Registrant under the Securities Act of 1933 or the Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in such filings.

\# Represents a management contract or compensatory plan.

† Confidential treatment has been granted for portions of this exhibit pursuant to Rule 24b-2 promulgated under the Exchange Act. These portions have been omitted and submitted separately to the Securities and Exchange Commission.

ITEM 16. FORM 10-K SUMMARY

None.

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Marin Software Incorporated

Opinion on the financial statements
We have audited the accompanying consolidated balance sheets of Marin Software Incorporated (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2020 and 2019, the related consolidated statements of comprehensive loss, shareholders' equity, and cash flows for each of the two years in the period ended December 31, 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

Basis for opinion
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical audit matters
Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2018.

San Jose, California
February 25, 2021

Marin Software Incorporated
Consolidated Balance Sheets
(in thousands, except per share data)

	December 31,	
	2020	2019
Assets:		
Current assets:		
Cash and cash equivalents	$ 14,280	$ 11,134
Restricted cash	540	971
Accounts receivable, net	5,063	8,939
Prepaid expenses and other current assets	3,039	3,522
Total current assets	22,922	24,566
Property and equipment, net	5,477	8,524
Right-of-use assets, operating leases	7,737	7,705
Intangible assets, net	—	95
Other non-current assets	873	1,403
Total assets	$ 37,009	$ 42,293
Liabilities and Stockholders' Equity:		
Current liabilities:		
Accounts payable	$ 928	$ 1,679
Accrued expenses and other current liabilities	6,552	9,010
Note payable, current	1,854	—
Operating lease liabilities	6,800	3,786
Total current liabilities	16,134	14,475
Note payable, net of current	1,466	—
Operating lease liabilities, non-current	1,814	5,181
Other long-term liabilities	1,780	1,577
Total liabilities	21,194	21,233
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Convertible preferred stock, $0.001 par value - 10,000 shares authorized, no shares issued and outstanding at December 31, 2020 and 2019, respectively	—	—
Common stock, $0.001 par value - 142,857 shares authorized, 9,743 and 6,810 shares issued and outstanding at December 31, 2020 and 2019, respectively	10	7
Additional paid-in capital	308,065	299,263
Accumulated deficit	(291,163)	(277,112)
Accumulated other comprehensive loss	(1,097)	(1,098)
Total stockholders' equity	15,815	21,060
Total liabilities and stockholders' equity	$ 37,009	$ 42,293

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

Marin Software Incorporated
Consolidated Statements of Comprehensive Loss
(in thousands, except per share data)

	Years Ended December 31, 2020	2019
Revenues, net	$ 29,983	$ 49,036
Cost of revenues	17,946	22,843
Gross profit	12,037	26,193
Operating expenses:		
Sales and marketing	6,958	15,836
Research and development	12,815	17,845
General and administrative	8,559	10,446
Impairment of goodwill	—	1,910
Total operating expenses	28,332	46,037
Loss from operations	(16,295)	(19,844)
Gain on divestiture (Note 7)	—	5,064
Other income, net	1,533	2,252
Loss before benefit from income taxes	(14,762)	(12,528)
Benefit from income taxes	(711)	(120)
Net loss	(14,051)	(12,408)
Foreign currency translation adjustments	1	(60)
Comprehensive loss	$ (14,050)	$ (12,468)
Net loss per share available to common stockholders, basic and diluted	$ (1.91)	$ (1.95)
Weighted-average shares used to compute net loss per share available to common stockholders, basic and diluted	7,344	6,373
Stock-based compensation is allocated as follows (Note 12):		
Cost of revenues	$ 251	$ 533
Sales and marketing	353	681
Research and development	607	1,025
General and administrative	283	425
Amortization of intangible assets is allocated as follows (Note 6):		
Cost of revenues	$ 47	$ 875
Sales and marketing	—	64
Research and development	48	875
General and administrative	—	—
Restructuring related expenses are allocated as follows (Note 4):		
Cost of revenues	$ 529	$ 96
Sales and marketing	304	401
Research and development	215	—
General and administrative	128	—

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

Marin Software Incorporated
Consolidated Statements of Stockholders' Equity
(in thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
Balances at December 31, 2018	5,938	$ 6	$ 295,116	$ (264,713)	$ (1,038)	$ 29,371
Issuance of common stock through at-the-market offering, net of offering costs of $210 (Note 10)	658	1	1,642	—	—	1,643
Issuance of common stock from vesting of restricted stock units (Note 11)	139	—	—	—	—	—
Tax withholding related to vesting of restricted stock units	—	—	(301)	—	—	(301)
Issuance of common stock under employee stock purchase plan	75	—	142	—	—	142
Stock-based compensation expense	—	—	2,664	—	—	2,664
Net loss	—	—	—	(12,408)	—	(12,408)
Foreign currency translation adjustments and other, net	—	—	—	9	(60)	(51)
Balances at December 31, 2019	6,810	7	299,263	(277,112)	(1,098)	21,060
Issuance of common stock through at-the-market offering, net of offering costs of $463 (Note 10)	2,726	3	7,497	—	—	7,500
Issuance of common stock from vesting of restricted stock units (Note 11)	186	—	—	—	—	—
Tax withholding related to vesting of restricted stock units	—	—	(215)	—	—	(215)
Issuance of common stock under employee stock purchase plan	21	—	26	—	—	26
Stock-based compensation expense	—	—	1,494	—	—	1,494
Net loss	—	—	—	(14,051)	—	(14,051)
Foreign currency translation adjustments	—	—	—	—	1	1
Balances at December 31, 2020	9,743	$ 10	$ 308,065	$ (291,163)	$ (1,097)	$ 15,815

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

Marin Software Incorporated
Consolidated Statements of Cash Flows
(in thousands)

	Years Ended December 31, 2020	Years Ended December 31, 2019
Operating activities:		
Net loss	$ (14,051)	$ (12,408)
Adjustments to reconcile net loss to net cash used in operating activities		
Impairment of goodwill	—	1,910
Depreciation	1,924	1,934
Amortization of internally developed software	2,984	3,904
Amortization of intangible assets	95	1,814
Amortization of deferred costs to obtain and fulfill contracts	872	1,534
Interest expense	22	—
Gain on divestiture of Perfect Audience	—	(5,064)
Loss on disposals of property and equipment and right-of-use assets	23	26
Unrealized foreign currency gains	(51)	(56)
Stock-based compensation related to equity awards	1,494	2,664
Provision for bad debts	(177)	(249)
Net change in operating leases	(383)	(511)
Deferred income tax benefits	13	(301)
Changes in operating assets and liabilities		
Accounts receivable	4,056	4,170
Prepaid expenses and other assets	(42)	220
Accounts payable	(750)	(687)
Accrued expenses and other liabilities	(1,704)	(136)
Net cash used in operating activities	(5,675)	(1,236)
Investing activities:		
Purchases of property and equipment	(15)	(604)
Net proceeds from divestiture of Perfect Audience	—	4,267
Capitalization of internally developed software	(1,869)	(2,056)
Net cash (used in) provided by investing activities	(1,884)	1,607
Financing activities:		
Proceeds from note payable	3,320	—
Proceeds from issuance of common shares through at-the-market offering, net of offering costs	7,670	1,643
Payment of principal on finance lease liabilities	(598)	(1,186)
Employee taxes paid for withheld shares upon equity award settlement	(178)	(314)
Proceeds from employee stock purchase plan, net	19	117
Net cash provided by financing activities	10,233	260
Effect of foreign exchange rate changes on cash and cash equivalents and restricted cash	41	(29)
Net increase in cash and cash equivalents and restricted cash	2,715	602
Cash and cash equivalents and restricted cash:		
Beginning of year	12,105	11,503
End of year	$ 14,820	$ 12,105
Supplemental disclosures of other cash flow information:		
Cash paid for interest	$ 26	$ 72
Cash paid for income taxes	$ 21	$ 589
Supplemental disclosures of non-cash investing and financing activities:		
Issuance of common stock under employee stock purchase plan	$ 26	$ 142
Amortization of prepaid stock issuance costs	$ 170	—

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

1. Background

Marin Software Incorporated (the "Company") was incorporated in Delaware in March 2006. The Company provides enterprise marketing software for advertisers and agencies to integrate, align and amplify their digital advertising spend across the web and mobile devices. Offered as a unified software-as-a-service ("SaaS") advertising management solution for search, social and eCommerce advertising, the Company's platform helps digital marketers convert precise audiences, improve financial performance and make better decisions. The Company's corporate headquarters are located in San Francisco, California, and the Company has additional offices in the following locations: Austin, Dublin, London, New York, Paris and Shanghai.

References to "2020" and "2019" shall mean the years ended December 31, 2020 and 2019, respectively. All amounts presented in these notes to the consolidated financial statements are in thousands, except where noted.

2. Summary of Significant Accounting Policies

Liquidity

The Company has incurred significant losses in each fiscal year since its incorporation in 2006, and management expects such losses to continue in the future. The Company incurred net losses of $14,051 and $12,408 for 2020 and 2019, respectively. As of December 31, 2020, the Company had an accumulated deficit of $291,163. The Company had cash, cash equivalents and restricted cash of $14,820 as of December 31, 2020. Management expects to incur additional losses and experience negative operating cash flows in the future. The Company's ability to achieve its business objectives and to continue to meet its obligations is dependent upon maintaining a certain level of liquidity, which could be impacted by several factors, including the extent of customer acceptance and adoption of its new MarinOne platform and other market conditions and the ongoing effects of the novel coronavirus (COVID-19) pandemic. The recent global outbreak of COVID-19 has disrupted economic markets and the full economic impact, duration and spread of the COVID-19 is uncertain at this time and difficult to predict considering the rapidly evolving landscape. Since mid-March 2020, some of the Company's customers have reduced the amount of digital advertising spend that they manage using the Company's products, which has had an adverse effect on the Company's results of operations, and some of the Company's customers have requested extended payment terms, reduced fees or fee waivers, early contract terminations and other forms of contract relief. Although the Company has pursued, and expects to continue to pursue, additional sources of liquidity, including additional equity and debt financing, there is no assurance that any additional financing will be available on acceptable terms, or at all. During the third quarter of 2020, the Company commenced a restructuring plan that included a global reduction-in-force and other cost saving actions to reduce its operating expenses and address the impact of the COVID-19 pandemic on its business (the "2020 Restructuring Plan"). The 2020 Restructuring Plan is expected to ultimately result in the reduction of the Company's global workforce by approximately 60 employees, approximately half of which are located outside of the United States. As of December 31, 2020, the majority of planned workforce reductions were complete with the remainder expected to be completed over the next few quarters. The Company's ability to continue as a going concern is substantially dependent upon its ability to improve customer retention rates, increase new bookings, and manage its cash flows. Other factors that may significantly affect its ability to continue as a going concern include one or more of the following; its ability to obtain partial forgiveness of its loan under the Paycheck Protection Program, its ability to renew its revenue sharing agreement with Google on acceptable terms, its ability to raise additional financing, and its ability to further reduce its expenses.

In May 2020, the Company entered into a loan agreement with Harvest Small Business Finance, LLC as the lender ("Lender") for a loan in an aggregate principal amount of $3,320 (the "Loan") pursuant to the Paycheck Protection Program (the "PPP") under the Coronavirus Aid, Relief, and Economic Security (CARES) Act and implemented by the U.S. Small Business Administration (the "SBA"). The Company expects to apply for forgiveness of approximately $2,900 due under the Loan once the Lender opens the application process, but no assurances can be provided as to the amount or timing of any potential Loan forgiveness.

In March 2019, the Company filed a shelf registration statement on Form S-3 with the Securities and Exchange Commission ("SEC"), which was declared effective by the SEC on May 10, 2019, under which it may offer a variety of equity and debt securities, with an aggregate offering price of up to $50,000. As part of that shelf registration, the Company entered into an equity distribution agreement with JMP Securities LLC, or JMP Securities under which it could sell shares of its common stock up to a gross aggregate offering price of $13,000 (Note 9). During 2020, the Company sold 2.7 million shares under this agreement for net proceeds of $7.5 million. During 2019, the Company sold 0.7 million shares of its common stock under this agreement for net proceeds of $1.6 million. During February 2021 the Company sold an additional 1.2 million shares of its common stock under this equity distribution agreement and received proceeds of $3.1 million, net of offering costs of $0.1 million, at a weighted average sales price of $2.68 per share. There are currently no additional amounts available to be sold under this equity distribution agreement.

Principles of Consolidation

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

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Company is subject to uncertainties such as the impact of future events, economic and political factors and changes in the Company's business environment; therefore, actual results could differ from these estimates. Accordingly, the accounting estimates used in the preparation of the Company's financial statements will change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. Changes in estimates are made when circumstances warrant. Such changes in estimates and refinements in estimation methodologies are reflected in reported results of operations and if material, the effects of changes in estimates are disclosed in the notes to the consolidated financial statements. Significant estimates and assumptions by management affect the allowances for doubtful accounts and customer revenue credits, the carrying value of long-lived assets, the useful lives of long-lived assets, the accounting for income taxes and stock-based compensation.

Certain Significant Risks and Uncertainties

The Company operates in a rapidly changing environment that involves a number of risks, some of which are beyond the Company's control that could have a material adverse effect on the Company's business, operating results and financial condition. These risks include, among others, the Company's history of losses and negative cash flows; the highly competitive environment in which the Company operates; the ability to maintain and increase usage rates of the Company's platform and the ability for the Company to increase demand for its solutions.

The World Health Organization declared in March 2020 that the recent outbreak of the coronavirus disease named COVID-19 constitutes a pandemic. The Company has undertaken measures to protect its employees and customers. There can be no assurance that these measures will be effective, however, or that the Company can adopt them without adversely affecting its business operations. In addition, the COVID-19 pandemic has created and continues to create significant uncertainty in global financial markets, which may decrease technology spending, has depressed and may continue to depress demand for the Company's platform and has harmed and may continue to harm the Company's business and results of operations. As of the date of issuance of these consolidated financial statements, the extent to which the COVID-19 pandemic may impact the Company's financial condition, liquidity, or results of operations is uncertain. The Company is not aware of any specific event or circumstance that would require it to update its estimates, judgments or revise the carrying value of its assets or liabilities. These estimates may change, as new events occur and additional information is obtained, and are recognized in the consolidated financial statements as soon as they become known. Actual results could differ from those estimates and any such differences may be material to the Company's financial statements.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash, cash equivalents and accounts receivable. The Company's cash and cash equivalents are placed with high-credit-quality financial institutions and issuers, and at times exceed federally insured limits. The Company has not experienced any loss relating to cash and cash equivalents in these accounts. The Company performs periodic credit evaluations of its customers and generally does not require collateral.

As of December 31, 2020 and 2019, accounts receivable from one long-term strategic agreement with Google (see Note 3) accounted for 34% and 35%, respectively, of the Company's total accounts receivable, net. Revenues, net from the same long-term strategic agreement accounted for 31% and 25% of total revenues, net for the years ended December 31, 2020 and 2019, respectively.

Cash and Cash Equivalents and Restricted Cash

The Company considers all highly liquid investments with an original or remaining maturity from the Company's date of purchase of 90 days or less to be cash equivalents. Deposits held with financial institutions are likely to exceed the amount of insurance on these deposits. Cash equivalents consist of money market funds which are readily convertible into cash and have original maturity dates of less than three months from the date of their respective purchases. Cash equivalents were $12,386 and $8,723 as of December 31, 2020 and 2019, respectively.

Restricted cash consists of deposits held with a financial institution to secure the Company's non-cancelable leases for its corporate headquarters in San Francisco and its office in Paris (see Note 13).

Fair Value of Financial Instruments

The Company's financial instruments, including accounts receivable, accounts payable and accrued expenses are carried at cost, which approximates fair value because of the short-term nature of those instruments. Based on borrowing rates available to the Company for loans with similar terms and maturities and in consideration of the Company's credit risk profile, the carrying value of outstanding lease liabilities approximates fair value as well. The Company's note payable approximates fair value primarily due to its relatively short-term nature and lack of significant change in interest rates since it was funded.

The Company measures and reports certain financial assets at fair value on a recurring basis, including its investments in money market funds. The fair value hierarchy prioritizes the inputs into three broad levels:

Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument.

Level 3 Inputs are unobservable inputs based on the Company's assumptions.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

Allowances for Doubtful Accounts and Revenue Credits

The allowance for doubtful accounts reflects the Company's best estimate of probable losses inherent in the Company's receivables portfolio determined on the basis of historical experience, specific allowances for known troubled accounts and other currently available evidence. The Company performs a regular review of its customers' payment histories and associated credit risks and it generally does not require collateral from its customers. When collection of an outstanding balance is no longer probable, the Company will either partially or fully write-off the balance against the allowance for doubtful accounts. Certain contracts with advertising agencies contain sequential liability provisions, whereby the agency does not have an obligation to pay the Company until payment is received from the agency's customers. In these circumstances, the Company evaluates the credit worthiness of the agency's customers, in addition to the agency itself. The following are changes in the allowance for doubtful accounts for the periods presented.

	Years Ended December 31,	
	2020	**2019**
Balances at beginning of year	$ 1,559	$ 2,651
Reductions to expense	(177)	(249)
Write-offs and other deductions	(146)	(843)
Balances at end of year	$ 1,236	$ 1,559

From time to time, the Company provides revenue credits to customers. These typically relate to customer disputes and billing adjustments and are recorded as a reduction of revenues, net. Reserves for these revenue credits are accounted for as variable consideration under authoritative revenue recognition guidance (see Note 3) and are estimated based on historical credit activity. As of December 31, 2020 and 2019, the Company recorded an allowance for potential customer revenue credits in the amount of $437 and $319, respectively.

Property and Equipment

Property and equipment are stated at historical cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the related assets.

Upon retirement or sale, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operations. Major additions and improvements are capitalized while repairs and maintenance that do not extend the life of the asset are charged to operations as incurred. Depreciation and amortization expense is allocated to both cost of revenues and operating expenses.

Internally Developed Software

Costs incurred in the development phase are capitalized and amortized over the product's estimated useful life, which is three years. The Company expenses all costs incurred that relate to planning and post implementation phases of development. Development phase costs generally include salaries and personnel costs and third-party contractor expenses associated with software development, configuration and coding. Capitalized costs related to internally developed software under development are treated as construction in progress until the program, feature or functionality is ready for its intended use, at which time amortization commences. For 2020 and

2019, the Company capitalized $1,869 and $2,056 of costs related to internally developed software, respectively. Amortization of capitalized costs related to internally developed software was $2,984 and $3,904 for 2020 and 2019, respectively. As of December 31, 2020 and 2019, unamortized internally developed software costs, including construction in progress, totaled $4,008 and $5,124, respectively. Amortization of internally developed software is reflected in cost of revenues. Costs associated with minor enhancements and maintenance are expensed as incurred.

Goodwill, Intangible Assets and Impairment Assessments

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Intangible assets that are not considered to have an indefinite useful life are amortized over their useful lives. Estimated remaining useful lives of purchased intangible assets are evaluated to assess whether events or changes in circumstances warrant a revision to the remaining periods of amortization.

The Company evaluated goodwill for impairment in the fourth quarter of its fiscal year annually, or more frequently if events or changes in circumstances indicated that goodwill may be impaired. For the purposes of impairment testing, the Company has determined that it has one reporting unit. The Company performed its goodwill impairment test using the simplified method, whereby the fair value of this reporting unit is compared to its carrying value. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that reporting unit, goodwill is not considered impaired. If the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, then goodwill is considered impaired by an amount equal to that difference.

In November 2019, the Company performed an impairment assessment of goodwill in conjunction with the divestiture of its Perfect Audience business to SharpSpring, Inc., an unrelated third party. The assessment was performed utilizing the simplified method, and resulted in an impairment of goodwill of $1,910 at that time, reducing the goodwill balance to zero. Refer to Note 6 for further details on the Company's goodwill impairment test.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets, excluding goodwill, for potential impairment whenever adverse events or changes in circumstances or business climate indicate that expected undiscounted future cash flows related to such long-lived assets may not be sufficient to support the net book value of such assets. An impairment loss is recognized only if the carrying value of a long-lived asset or asset group is not recoverable and exceeds its fair value. The carrying value of a long-lived asset or asset group is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. There were no such impairment losses in 2020 or 2019.

Leases

The Company has operating leases for corporate offices worldwide and for space at a data center. Additionally, the Company leases computer equipment through various finance leases. New contractual arrangements are evaluated at inception to determine if the contract is or contains a lease. For any contracts that are or contain a lease, the Company determines the appropriate classification of each identified lease as operating or finance. For all identified leases, the Company records the related lease liabilities and right-of-use ("ROU") assets based on the future minimum lease payments over the lease term, which only includes options to renew the lease if it is reasonably certain that the Company will exercise that option. For leases with original terms of 12 months or less, the Company recognizes the lease expense as incurred and does not recognize lease liabilities and ROU assets.

Lease liabilities are measured based on the future minimum lease payments discounted over the lease term. The Company uses the discount rate implicit in the lease whenever that rate is readily determinable. For leases where no such rate is determinable, the Company uses its incremental borrowing rate, or the rate of interest that Company would have to pay to borrow an amount equal to the lease payments, on a collateralized basis over a similar term and in a similar economic environment.

Current and non-current operating lease liabilities are presented on the consolidated balance sheet, while current finance lease liabilities are included in accrued expenses and other current liabilities, and non-current finance lease liabilities are included in other long-term liabilities on the consolidated balance sheets.

ROU assets are measured based on the associated lease liabilities, adjusted for any lease incentives such as tenant improvement allowances. ROU assets for operating leases are presented as non-current assets on the consolidated balance sheet, while ROU assets for finance leases are included within property and equipment, net. For operating leases, the Company recognizes the expense for lease payments on straight-line basis over the lease term.

See Note 13 for further discussion on the Company's leases.

Revenue Recognition

The Company generates revenues principally from subscriptions either directly with advertisers or with advertising agencies to its platform for the management of search, social and eCommerce advertising. The Company also generates revenues from strategic agreements with certain leading publishers. Under these strategic agreements, the Company receives consideration based on a percentage of the search advertising spend that customers manage on its platform. Revenues are recognized when control of these services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services.

See Note 3 for further discussion on the Company's revenues.

Cost of Revenues

Cost of revenues primarily consists of costs related to hosting the Company's cloud-based platform, providing implementation and ongoing customer support, data communications expenses, salaries and benefits of operations and support personnel, software license fees, costs associated with website development activities, indirect overhead, amortization expense associated with capitalized internally developed software and intangible assets and property and equipment depreciation.

Stock-Based Compensation Expense

Stock-based compensation expense is measured at grant date based on the fair value of the award and is expensed on a straight-line basis over the requisite service period. Restricted stock units ("RSUs") are measured based on the fair market values of the underlying common stock on the dates of grant. Shares of common stock are issued on the vesting dates. Fair values of stock option awards are determined on the date of grant using the Black-Scholes option-pricing model. In applying this option-pricing model, the Company's determination of the fair value of the stock option award on the date of grant is affected by the Company's fair value of its common stock, as well as assumptions regarding a number of subjective variables. These variables include, but are not limited to, the Company's expected stock price volatility, actual and projected stock option exercise behaviors and risk-free interest rate.

For stock option and RSU awards with time-based vesting, the Company recognizes stock-based compensation expense over the requisite service period using the straight-line method, based on awards ultimately expected to vest. The Company estimates future forfeitures at the date of grant and revises the estimates, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

See Note 11 and Note 12 for further information.

Research and Development

Research and development costs are expensed as incurred, except for certain internal software development costs, which may be capitalized as noted above. Research and development costs consist of personnel costs, including salaries, stock-based compensation expense, benefits and bonuses, as well as non-personnel costs such as professional fees payable to third-party development resources, amortization of intangible assets and allocated overhead costs.

Advertising and Promotion

Advertising and promotional costs are expensed as incurred and included in sales and marketing expense in the accompanying consolidated statements of comprehensive loss. Advertising and promotion expense totaled $90 and $463 for 2020 and 2019, respectively.

Sales Taxes

Sales and other taxes collected from customers and remitted to governmental authorities are presented on a net basis and thus excluded from revenues.

Foreign Currency

For international subsidiaries whose functional currency is not the U.S. Dollar, we re-measure the monetary assets and liabilities of these subsidiaries to U.S. Dollars using rates of exchange in effect at the balance sheet date. Nonmonetary assets and liabilities are re-measured to U.S. Dollars using historical exchange rates, and other accounts are re-measured using average exchange rates in effect during each period presented. The effects of foreign currency translation adjustments are included in stockholders' equity as a component of accumulated other comprehensive loss on the accompanying consolidated balance sheets, and related periodic movements are summarized as a line item in the consolidated statements of comprehensive loss.

The Company records net gains and losses resulting from foreign exchange transactions as a component of other income, net. Aggregate foreign currency losses included in determining net loss were $(21) and $(31) for 2020 and 2019, respectively.

Income Taxes

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between the financial statement and tax basis of assets and liabilities and net operating loss and credit carryforwards using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

The Company accounts for uncertain tax positions using a more-likely-than-not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. The Company establishes a liability for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. The Company records an income tax liability, if any, for the difference between the benefit recognized and measured and the tax position taken or expected to be taken on the Company’s tax returns. To the extent that the assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made. The liability is adjusted in light of changing facts and circumstances, such as the outcome of a tax audit. The provision for income taxes includes changes to the liabilities that are considered appropriate. The Company recognizes interest and penalties related to uncertain tax positions as income tax expense, though such amounts were not material in 2020 or 2019. The Company does not expect that changes in the liability for uncertain tax positions for the next twelve months will have a material impact on the Company’s consolidated financial position or results of operations.

Paycheck Protection Program (PPP) Loan

The Company accounts for its PPP Loan as debt under the guidance in Accounting Standards Codification 470, Debt. As such, the outstanding amount is reflected as a note payable in the Company’s consolidated balance sheet, the proceeds are reflected under financing activities in the Company’s consolidated statement of cash flows and interest expense is accrued and recognized in the Company’s statement of operations. Any forgiveness of the PPP Loan amount will be reflected as a gain on debt extinguishment in the Company’s statement of operations. See also Note 9.

Recently Adopted Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board, (“FASB”), issued Accounting Standards Update, (“ASU”) 2018-13, *Fair Value Measurement* (Topic 820), which is designed to improve the effectiveness of disclosures related to fair value measurements. The Company adopted ASU 2018-13 on January 1, 2020, which did not have a material impact on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles – Goodwill and Other – Internal-Use Software* (Subtopic 35-40), which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The Company adopted ASU 2018-15 on January 1, 2020, which did not have a material impact on its consolidated financial statements

Recent Accounting Pronouncements Not Yet Effective

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses – Measurement of Credit Losses on Financial Instruments* (Topic 326), which changes the impairment model for most financial assets and certain other financial instruments to require the use of a new forward-looking “expected loss” model that will generally result in earlier recognition of allowances for losses. This ASU will also require disclosure of more information related to these items. As the Company meets the SEC’s definition of a “smaller reporting company”, ASU 2016-13 is effective for annual periods beginning after December 15, 2022 and interim periods within those fiscal years, with early adoption permitted. The Company is currently assessing the impact this ASU will have on its consolidated financial statements.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes – Simplifying the Accounting for Income Taxes*, which simplifies the accounting for income taxes by clarifying and amending existing guidance related to the recognition of franchise tax, the evaluation of a step-up in the tax basis of goodwill and the effects of enacted changes in tax laws or rates in the effective tax rate computation, among other clarifications. ASU 2019-12 is effective for annual periods beginning after December 15, 2020, including interim periods within those fiscal years, and early adoption is permitted. The Company does not expect adoption will have a material impact on its consolidated financial statements.

3. Revenues

Revenue Recognition

The Company generates its revenues principally from subscriptions either directly with advertisers or with advertising agencies to its platform for the management of search, social and eCommerce advertising. It also generates a portion of its revenues from long-term strategic agreements with certain leading publishers. Revenues are recognized when control of these services is transferred to the

Company’s customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services. The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

Subscriptions

The Company's subscription contracts provide advertisers with access to the Company's advertising management platform. Advertisers do not have the right to take possession of the software supporting the services at any time. These contracts are generally one year or less in length, though certain contracts extend up to two years. The subscription fee under most contracts consists of the greater of a minimum monthly platform fee or variable consideration based on the volume of advertising spend managed through the Company’s platform at the contractual percentage of spend. The variable portion generally includes tiered pricing, whereby the percentage of spend charged decreases as the value of advertising spend increases. The tiered pricing resets monthly and is consistent throughout the contract term. The Company has concluded that this volume-based pricing approach does not constitute a future material right as the pricing tiers are consistent throughout the term of the contract and similar pricing is typically offered to similar classes of customers within the same geographical areas and markets. Certain subscription contracts consist of only a flat monthly platform fee. Subscription fees are generally invoiced on a monthly basis in arrears based on the actual amount of advertising spend managed on the platform. In certain limited circumstances, the Company will invoice an advertiser in advance for the contractual minimum monthly platform fee for a defined future period, which is typically three to 12 months.

The Company’s subscription services comprise a single stand-ready performance obligation satisfied over time as the advertiser simultaneously receives and consumes the benefit from the Company’s performance. This performance obligation constitutes a series of services that are substantially the same in nature and are provided over time using the same measure of progress. Revenues derived from these arrangements are recognized over time using an output method based upon the passage of time as this provides a faithful depiction of the pattern of transfer of control. Fixed minimum monthly platform fees are recognized ratably over the contract term as the single performance obligation is satisfied. Variable fees are allocated to the distinct month of the series in which they are earned because the terms of the variable payments relate specifically to the outcome from transferring the distinct time increment (month) of service and because such amounts reflect the fees to which the Company expects to be entitled for providing access to the advertising management platform for that period, consistent with the allocation objective of authoritative revenue guidance under ASC 606.

Expected future revenues for subscription services related to performance obligations that are unsatisfied (or partially unsatisfied) as of December 31, 2020 were as follows:

	Subscription Services Revenues
2021	$ 2,591
2022	703
Total	$ 3,294

The Company applies the optional exemption under ASC 606 and does not disclose the value of unsatisfied performance obligations on subscription contracts with an original term of one year or less. The amounts disclosed above as remaining performance obligations consist primarily of fixed or monthly minimum fees under contracts with an original expected duration of greater than one year. The amounts exclude estimates of variable consideration such as volume-based contracts, as well as anticipated renewals of contracts.

Strategic Agreements

The Company has entered into long-term strategic agreements with certain leading search publishers. Under these strategic agreements, the Company receives consideration based on a percentage of the search advertising spend that its customers manage on its platform. These strategic agreements are generally billed on a quarterly basis.

The majority of the Company’s strategic agreement revenue is concentrated in one revenue share agreement, executed with Google in December 2018, with an effective date of October 1, 2018 (the “Google Revenue Share Agreement”). Under the Google Revenue Share Agreement, which constitutes a single performance obligation, the Company receives both fixed and variable revenue share payments based on a percentage of the search advertising spend that is managed through the Company's platform. The Google Revenue Share Agreement requires the Company to reinvest a specified percentage of these revenue share payments in its search technology platform to drive innovation. The performance obligation is expected to be satisfied ratably over the two-year contractual term using the output method based upon the passage of time, as Google simultaneously receives and consumes the benefit from the Company's performance, which provides a faithful depiction of the pattern of transfer of control. The Google Revenue Share Agreement has a three-year term; however, until March 2020, when the Company and Google executed the first amendment to the original agreement (the "First Amendment"), Google could terminate the Google Revenue Share Agreement after two years, with no penalty if the Company did not meet certain financial metrics. Accordingly, the Company accounted for the Google Revenue Share Agreement as a two-year agreement with one optional renewal year. The revenue impact of the third year has been accounted for prospectively beginning in March 2020.

The Company evaluates the total amount of variable revenue share payments expected to be earned from the Google Revenue Share Agreement by using the expected value method, as it believes this method represents the most appropriate estimate for this consideration, based on historical service trends, the individual contract considerations and the Company's best judgment. The Company includes estimates of variable consideration in revenues only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. For the years ended December 31, 2020 and 2019, the Company recognized $9,149 and $12,203, respectively, as revenues from the Google Revenue Share Agreement. Revenues for the year ended December 31, 2019 from the Google Revenue Share Agreement included $94 related to performance obligations satisfied in a previous period. As of December 31, 2020, the Company expects to recognize revenues totaling approximately $6,850 through September 30, 2021, related to remaining performance obligations under the agreement.

Disaggregation of Revenues, net

Revenues, net by geographic area, based on the billing location of the customer, were as follows for the periods presented:

	Years Ended December 31,	
	2020	2019
United States of America	$ 22,409	$ 36,718
United Kingdom	3,905	5,489
Other (1)	3,669	6,829
Total revenues, net	$ 29,983	$ 49,036

(1) No individual country within the "Other" category accounted for 10% or more of revenues, net for any period presented.

Revenues, net by nature of services performed were as follows for the periods presented:

	Years Ended December 31,	
	2020	2019
Subscriptions	$ 20,561	$ 36,702
Strategic agreements	9,422	12,334
Total revenues, net	$ 29,983	$ 49,036

Contract Balances

Accounts receivable, net

The timing of revenue recognition may differ from the timing of invoicing to customers. Accounts receivable are recorded at the invoice amount, net of any allowances for doubtful accounts and revenue credits. A receivable is recognized in the period the Company provides the underlying services or when the right to consideration is unconditional. The balances of accounts receivable, net of the allowances for doubtful accounts and revenue credits, as of December 31, 2020 and 2019 are presented in the accompanying consolidated balance sheets. Included in the balance of accounts receivable, net as of December 31, 2020 and 2019 was $1,725 and $3,101, respectively, related to the Google Revenue Share Agreement executed in December 2018.

Customer advances

In certain situations, the Company receives cash payments from customers in advance of its performance of the underlying services. These services are contracted on a weekly basis and cash payments are generally received on a weekly basis at amounts that are at the discretion of the customers, based on established advertising budgets. The unused portion of these advances from customers is included within accrued expenses and other current liabilities on the accompanying consolidated balance sheets.

Under the Company's terms of service, individual customer advances that are not used by the customer for a period of 180 days become the property of the Company. The Company recognizes advances from customers that have remained outstanding for this period of time as breakage revenues at the time the Company has received full consideration and has no remaining obligations to the customer. For the years ended December 31, 2020 and 2019, the Company recognized $0 and $203, respectively, in breakage revenues.

As a result of the Company's divestiture of the assets and liabilities of its Perfect Audience business in November 2019 (see Note 7), the outstanding liability for customer advances was transferred to the acquirer, SharpSpring, Inc. There was no remaining balance as of December 31, 2020 or 2019.

Deferred Strategic Agreement Revenues

Due to the timing of revenue recognition under the Google Revenue Share Agreement, the contractual billings exceed revenue recognized to date, resulting in a contract liability. As of December 31, 2020 and 2019, the Company recorded deferred strategic agreement revenues of $1,657 and $2,182, respectively, within accrued expenses and other current liabilities on the accompanying consolidated balance sheets.

Costs to Obtain and Fulfill Contracts

The Company capitalizes certain contract acquisition costs, consisting primarily of commissions and related payroll taxes, when customer contracts are signed. The Company also capitalizes certain contract fulfillment costs, consisting primarily of the portion of the payroll and fringe benefits of the Company's professional services team that relates directly to performing on-boarding and integration services for new and existing customers (collectively, "deferred costs to obtain and fulfill contracts").

The deferred costs to obtain and fulfill contracts are amortized over the expected period of benefit, which the Company has determined to be approximately 30 months. This expected period of benefit takes into consideration the duration of the Company's customer contracts, historical contract renewal rates, the underlying technology and other factors. Amortization expense for deferred costs to obtain and fulfill contracts is included in sales and marketing expense and cost of sales, respectively, on the accompanying consolidated statements of comprehensive loss. There were no impairment losses related to costs capitalized in 2020 and 2019.

The Company classifies deferred costs to obtain and fulfill contracts as current or non-current based on the timing of when the related amortization expense is expected to be recognized. The current portion of these deferred costs is included in prepaid expenses and other current assets, while the non-current portion is included in other non-current assets on the accompanying consolidated balance sheets. Changes in the balances of deferred costs to obtain and fulfill contracts during the year ended December 31, 2020 were as follows:

	Deferred Costs to Obtain Contracts	Deferred Costs to Fulfill Contracts
Balances at December 31, 2019	$ 779	$ 281
Costs deferred	137	155
Amortization	(633)	(239)
Balances at December 31, 2020	$ 283	$ 197

4. Restructuring Activities

2020 Restructuring Plan

In the third quarter of 2020, the Company commenced the implementation of a restructuring and reduction-in-force plan to reduce the Company's operating costs and address the impact of the COVID-19 pandemic, which is expected to ultimately result in the reduction of the Company's global workforce by approximately 60 employees, approximately half of which are located outside of the United States. The majority of the planned workforce reductions were completed by December 31, 2020 with the remainder expected to be completed over the next few quarters.

2019 Restructuring Plan

In the fourth quarter of 2019, the Company initiated an organizational restructuring plan (the "2019 Restructuring Plan") designed to reduce operating expenses in response to declines in revenues. The 2019 Restructuring Plan included a headcount reduction of approximately 6% of the Company's workforce and the closure of certain leased facilities. Actions pursuant to the 2019 Restructuring Plan were complete as of December 31, 2020, and no further costs associated with this plan are expected.

2018 Restructuring Plan

In January 2018, the Company initiated an organizational restructuring plan (the "2018 Restructuring Plan") designed to reduce operating expenses in response to declines in revenues. The 2018 Restructuring Plan included a headcount reduction of approximately 13% of the Company's workforce, the closure of certain leased facilities and the consolidation of space in the Company's San Francisco headquarters. Actions pursuant to the 2018 Restructuring Plan are complete, and no further costs associated with this plan are expected. The Company initiated certain other organizational restructuring plans during 2018 that also aimed to reduce operating expenses and primarily consisted of further headcount reductions.

For the years ended December 31, 2020 and 2019, the Company recorded $1,176 and $497, respectively, of restructuring-related expenses in connection with the above Restructuring Plans, as well as other organizational restructuring plans, in the accompanying consolidated statements of comprehensive loss. No associated costs remained unpaid as of December 31, 2020.

5. Balance Sheet Components

The following table shows the components of property and equipment as of the dates presented:

		December 31,	
	Estimated Useful Life	**2020**	**2019**
Software, including internally developed software	3 years	$ 29,843	$ 27,974
Computer equipment	3 to 4 years	21,400	22,424
Finance lease ROU assets	4 years	5,067	5,067
Leasehold improvements	Shorter of useful life or lease term	4,181	4,631
Office equipment, furniture and fixtures	3 to 5 years	1,671	1,986
Total property and equipment		62,162	62,082
Less: Accumulated depreciation and amortization		(56,685)	(53,558)
Property and equipment, net		$ 5,477	$ 8,524

Finance lease ROU assets consist of computer equipment held under leases. Depreciation and amortization of internally developed software for 2020 and 2019 was $4,908 and $5,838, respectively.

The following table shows the components of accrued expenses and other current liabilities as of the dates presented:

	December 31,	
	2020	**2019**
Accrued salary and payroll-related expenses	$ 2,309	$ 3,204
Deferred strategic agreement revenues	1,657	2,182
Accrued liabilities	848	1,165
Finance lease liabilities	15	601
Income taxes payable	—	480
Advanced billings	404	376
Other	1,319	1,002
Total accrued expenses and other current liabilities	$ 6,552	$ 9,010

6. Goodwill and Intangible Assets

The Company previously maintained a goodwill balance as a result of prior business acquisitions. The Company tested goodwill for impairment on November 21, 2019 in conjunction with the divestiture of the assets and liabilities of the Company's Perfect Audience business to SharpSpring, Inc. (see Note 7). The Company measured goodwill impairment as the amount by which the carrying amount of a reporting unit exceeds its fair value.

For the purposes of the goodwill impairment test performed on November 21, 2019, the Company estimated the fair value of its sole reporting unit using the market approach. Under the market approach, the Company utilized an average market capitalization of its fully diluted common stock during the month prior to and subsequent to November 21, 2019, and applied an estimated control premium based on an analysis of control premiums paid in recent acquisitions of companies in the same or similar industries as the Company. Because the significant inputs used in this analysis are readily available from public markets or can be derived from observable market transactions, they have been classified as level 2 within the fair value hierarchy (see Note 8). Based on this analysis, the Company determined that the carrying value of its sole reporting unit exceeded its fair value by an amount in excess of $1,910, which was the carrying value of goodwill on November 21, 2019. As a result, the entire balance of goodwill was impaired to zero in the consolidated financial statements for the year ended December 31, 2019, in the fourth quarter.

Intangible assets consisted of the following as of the dates presented:

	Estimated Useful Life	December 31, 2020		December 31, 2019	
Developed technology	5 to 6 years	$	—	$	3,800
Customer relationships	4 years		—		—
Total intangible assets			—		3,800
Less: accumulated amortization			—		(3,705)
Intangible assets, net		$	—	$	95

As a result of the divestiture of Perfect Audience on November 21, 2019 (see Note 7), the Company disposed of the developed technology intangible asset associated with the Perfect Audience acquisition from June 2014. Amortization of intangible assets for 2020 and 2019 was $95 and $1,814, respectively. The intangible assets were fully amortized at December 31, 2020.

7. Divestiture of Perfect Audience

On November 21, 2019, the Company divested the assets and liabilities related to its Perfect Audience business to unrelated third party SharpSpring, Inc. The Company received net consideration of $4,267, which consisted of $4,566 in cash proceeds, offset by $299 in transaction costs. Net liabilities transferred to SharpSpring, Inc. totaled $797, resulting in a gain on divestiture of $5,064. The transaction did not meet the criteria for discontinued operations, as it did not represent a strategic shift that had, or will have, a major effect on the Company's operations and financial results.

Perfect Audience assets and liabilities on completion of this divestiture were as follows:

Accounts receivable	$	55
Prepaid expenses and other current assets		22
Intangible assets, net		28
Accounts payable		(321)
Accrued expenses and other current liabilities		(307)
Customer advances		(274)
Net liabilities transferred	$	(797)

8. Fair Value Measurements

Account balances measured at fair value on a recurring basis include the following as of the dates presented:

	December 31, 2020 Level 1	2020 Level 2	2020 Level 3	2019 Level 1	2019 Level 2	2019 Level 3
Cash equivalents:						
Money market funds	$ 12,386	$ —	$ —	$ 8,723	$ —	$ —

The Company's cash equivalents as of December 31, 2020 and 2019 consisted of money market funds that are classified as level 1. The fair value of the Company's money market funds approximated amortized cost and, as such, there were no unrealized gains or losses on money market funds as of December 31, 2020 and 2019.

9. Borrowing

On April 23, 2020, the Company, entered into an original loan agreement with the Lender for a loan in an aggregate principal amount of $3,320 (the "Loan") pursuant to the PPP under the CARES Act and implemented by the SBA. The Loan was originally evidenced by a Note dated effective as of April 22, 2020, but such Note was replaced by a Note with substantially the same terms, but with an updated effective date of May 5, 2020 to account for a delay in disbursement of funds. The Loan matures two years from the date of first disbursement of the Loan, which occurred on May 7, 2020. The Company received the loan proceeds on May 12, 2020. The Loan bears interest at a rate of 1% per annum, with all payments deferred through the ten-month anniversary of the date of the Note. Principal and interest are payable monthly commencing on the first day of the next month after the expiration of the initial ten-month deferment period and may be prepaid by the Company at any time prior to maturity without penalty. The Company may apply to Lender for forgiveness of amounts due under the Loan, with the amount of potential Loan forgiveness to be calculated in accordance with the requirements of the PPP based on payroll costs, any mortgage interest payments, any covered rent payments and any covered utilities payments during the 8-week period beginning on the date of first disbursement of the Loan. The Company expects to apply for forgiveness of approximately $2,900 due under the Loan once the Lender opens the application process, but no assurances can be provided as to the amount or timing of any potential Loan forgiveness.

10. Shelf Registration and At-the-Market Offering

On March 14, 2019, the Company filed a shelf registration statement on Form S-3 with the SEC, which was declared effective by the SEC on May 10, 2019 and enables the Company to offer its common stock, preferred stock, debt securities, warrants, subscription rights and units having an aggregate offering price of up to $50,000. As part of this shelf registration, the Company entered into an equity distribution agreement with JMP Securities, pursuant to which the Company could offer and sell shares of its common stock having an aggregate offering price of up to $13,000 through an at-the-market offering program administered by JMP Securities. The Company was not required to sell any securities under this offering program. JMP Securities was entitled to compensation of up to 5.0% of the gross proceeds from sales of the Company's common stock pursuant to the equity distribution agreement.

For the year ended December 31, 2020, the Company sold 2,726 shares of its common stock under this equity distribution agreement and received proceeds of $7,500, net of offering costs of $463, at a weighted average sales price of $2.92 per share. For the year ended December 31, 2019, the Company sold 658 shares of its common stock under this equity distribution agreement and received proceeds of $1,643, net of offering costs of $210, at a weighted average sales price of $2.82 per share. During February 2021 the Company sold an additional 1.2 million shares of its common stock under the equity distribution agreement and received proceeds of $3.1 million, net of offering costs of $0.1 million, at a weighted average sales price of $2.68 per share. There are currently no additional amounts available to be sold under this equity distribution agreement.

11. Equity Award Plans

In April 2006, the Company's Board of Directors (the "Board") adopted and the stockholders approved the 2006 Stock Option Plan ("2006 Plan"), which provided for the grant of incentive and non-statutory stock options. In February 2013, the Board adopted and the stockholders approved the 2013 Equity Incentive Plan ("2013 Plan"), which became effective on March 21, 2013. At that time, the Company ceased to grant equity awards under the 2006 Plan. Under the 2013 Plan, 643 shares of common stock were originally reserved for issuance. Additionally, all reserved and unissued shares under the 2006 Plan are eligible for issuance under the 2013 Plan. The 2013 Plan authorizes the award of incentive and non-statutory stock options, restricted stock awards, stock appreciation rights, RSUs, performance awards and stock bonuses to the Company's employees, directors, consultants, independent contractors and advisors. On January 1 of each calendar year through 2023, the number of shares of common stock reserved under the 2013 Plan will automatically increase by an amount equal to 5% of the total outstanding shares as of immediately preceding December 31, or such lesser number of shares as determined by the Board. Pursuant to terms of the 2013 Plan, the shares available for issuance increased by 487 shares of common stock on January 1, 2021. As of December 31, 2020, 1,083 shares of common stock were available for future grants under the 2013 Plan.

Stock Options

Under the 2006 Plan and the 2013 Plan, the term of options granted may not exceed ten years. Unless the terms of an optionee's stock option agreement provide otherwise, if an optionee's service relationship with the Company, or any of its affiliates, ceases for any reason other than disability or death, the optionee may exercise the vested portion of any options for three months after the date of such termination. If an optionee's service relationship with the Company, or any of its affiliates, ceases due to disability or death (or an optionee dies within a certain period following cessation of service), the optionee or a beneficiary may exercise any vested options for a period of 12 months. In no event, however, may an option be exercised beyond the expiration of its term.

A summary of stock option activity under the 2006 Plan and the 2013 Plan is as follows:

	Options Outstanding			
	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Balance at December 31, 2018	436	$ 29.01	6.79	$ —
Options granted	128	4.00	9.37	
Options forfeited and cancelled	(64)	23.19	—	—
Balance at December 31, 2019	500	$ 23.38	5.77	$ —
Options forfeited and cancelled	(111)	22.74	—	
Balance at December 31, 2020	389	$ 23.57	5.77	$ —
Options exercisable as of December 31, 2020	344	26.13	5.44	—
Options vested as of December 31, 2020	344	26.13	5.44	—
Options vested and expected to vest as of December 31, 2020	383	23.91	5.73	—

The total estimated fair value of options vested during 2020 and 2019 was $239 and $410, respectively.

RSUs

A summary of RSU activity under the 2013 Plan is as follows:

	RSUs Outstanding	
	Number of Shares	Weighted Average Grant Date Fair Value Per Unit
Granted and unvested at December 31, 2018	834	$ 7.99
RSUs granted	934	3.49
RSUs vested	(139)	9.57
RSUs cancelled and withheld to cover taxes	(525)	6.80
Granted and unvested at December 31, 2019	1,104	$ 4.55
RSUs granted	539	1.50
RSUs vested	(186)	5.24
RSUs cancelled and withheld to cover taxes	(451)	4.65
Granted and unvested at December 31, 2020	1,006	$ 2.80

Employee Stock Purchase Plan

In February 2013, the Board and stockholders approved the 2013 Employee Stock Purchase Plan ("2013 ESPP"), under which 143 shares of common stock were originally reserved for issuance. The 2013 ESPP became effective on March 22, 2013. The 2013 ESPP generally provides for six-month purchase periods and the purchase price for shares of common stock purchased under the 2013 ESPP is 85% of the lesser of the fair market value of the common stock on (1) the first trading day of the applicable offering period and (2) the last trading day of each purchase period in the applicable offering period. On January 1 of each calendar year following the first offering date, the number of shares reserved under the 2013 ESPP automatically increases by an amount equal to 1% of the total outstanding shares as of the immediately preceding December 31, but not to exceed 100 shares. Pursuant to the terms of the 2013 ESPP, the shares available for issuance increased by 97 shares on January 1, 2021. As of December 31, 2020, 185 shares were reserved for issuance under the 2013 ESPP. In 2020 and 2019, 21 and 75 shares, respectively, were issued under the 2013 ESPP.

12. Stock-Based Compensation Expense

The Company recorded stock-based compensation expense of $1,494 and $2,664 for 2020 and 2019, respectively.

Stock Options

The Company uses the Black-Scholes option-pricing model to estimate the fair value of options. This model requires the input of highly subjective assumptions including the expected volatility, risk-free interest rate and the expected life of options. There were no stock options granted in 2020. The Company used the following assumptions for its Black-Scholes option-pricing model for the year ended 2019:

Dividend yield		—
Expected volatility		66.4%
Risk-free interest rate		2.18%
Expected life of options (in years)		4.00
Weighted-average grant-date fair value	$	2.06
Weighted-average grant-date exercise price	$	4.00

The Company estimates the expected volatility of its common stock and expected life of its stock options based on its own historical experience. The expected volatility reflects the actual historical volatility of the price of the Company's common stock since it began trading publicly in March 2013. The expected life represents the period of time that stock options are expected to be outstanding, based on historical exercise and employee departure behavior. The Company has no history or expectation of paying cash dividends on its common stock. The risk-free interest rate is based on the U.S. Treasury yield for a term consistent with the expected life of the options in effect at the time of grant.

The Company recognizes stock-based compensation expense only for those shares expected to vest over the requisite service period of the underlying award. The company determines its estimated forfeiture rated based on an analysis of its actual forfeitures and will continue to evaluate the appropriateness of the forfeiture rate based on recent forfeiture activity and expected future employee turnover, if any. Changes in the estimated forfeiture rate can have a significant effect on reported stock-based compensation expense, as the cumulative effect of adjusting the rate for all expense is recognized in the period the forfeiture estimate is changed. No compensation cost is recorded for stock options that do not vest, and the compensation cost for vested stock options, whether forfeited or not, is not reversed.

There were no exercises of stock options in 2020 and 2019. As of December 31, 2020 and 2019, there was $92 and $238, respectively, of unrecognized compensation cost, adjusted for estimated forfeitures, related to options, which is expected to be recognized over a weighted-average period of 1.7 and 1.6 years, respectively.

RSUs

As of December 31, 2020 and 2019, there was $1,935 and $3,552, respectively, of unrecognized compensation cost, adjusted for estimated forfeitures, related to RSUs, which is expected to be recognized over a weighted-average period of 2.1 years and 2.5 years, respectively. The Company uses the fair market value of the underlying common stock on the dates of grant to determine the fair value of RSUs.

Employee Stock Purchase Plan

The Company estimates the fair value of purchase rights under the 2013 ESPP using the Black-Scholes valuation model. The fair value of each purchase right under the 2013 ESPP is estimated on the date of grant using the Black-Scholes option valuation model and the straight-line attribution approach with assumptions substantially similar to those used for the valuation of stock option awards, with the exception of the expected life. The expected life is estimated to be six months, which is consistent with the purchase periods under the 2013 ESPP.

13. Leases

Operating and Finance Leases

The Company has operating leases for corporate offices worldwide and for space at a data center. As of December 31, 2020, the Company had net operating lease ROU assets of $7,737. Operating lease costs, consisting primarily of rental expense, were approximately $7,412 and $7,838 for the years ended December 31, 2020, and 2019, respectively. Variable rent expense was not material for the years ended December 31, 2020 and 2019. In February 2019, the Company executed a new lease agreement for office space in Paris and exited its prior office space shortly thereafter. There were no material costs incurred associated with that exit. As part of the new lease in Paris, the Company was required to enter into an irrevocable $109 letter of credit. The cash used to secure the letter of credit has been classified as restricted cash on the consolidated balance sheet.

At various dates between August 2015 and October 2016, the Company entered into finance lease arrangements with two separate manufacturers for computer equipment. These finance leases are collateralized by the underlying computer equipment. As of December 31, 2020, the Company had net finance lease ROU assets of $124. Finance lease ROU assets are included in property and equipment on the consolidated balance sheets. Interest expense associated with finance leases is included within other income, net, on the consolidated statements of comprehensive loss. Finance lease costs for the year ended December 31, 2020 consisted of $543 in depreciation of the leased assets, and $14 in interest expense. Costs associated with finance leases for the year ended December 31, 2019 consisted of $729 in depreciation of the leased assets, and $64 in interest expense.

As of December 31, 2020, the weighted-average rate used in discounting the lease liabilities for ROU operating and finance leases was 6.5% and 5.7%, respectively, and the weighted average remaining lease term for ROU operating and finance leases was 1.3 years and 0.2 years, respectively. The maturities of operating and finance lease liabilities as of December 31, 2020 are as follows:

	Operating Leases	Finance Leases
2021	$ 7,117	$ 15
2022	1,845	—
Total lease payments	8,962	15
Less: Amount representing imputed interest	(348)	—
Present value of lease liabilities	8,614	15
Less: Current portion of lease liabilities	(6,800)	(15)
Non-current portion of lease liabilities	$ 1,814	$ —

Supplemental cash flow information related to operating leases was as follows:

	Year Ended December 31, 2020	Year Ended December 31, 2019
Cash paid for amounts included in the measurement of lease liabilities:		
Financing cash flows from finance leases	$ 598	$ 1,186
Operating cash flows from finance leases	17	72
Operating cash flows from operating leases	7,858	8,453
ROU assets obtained in exchange for lease liabilities:		
Finance lease liabilities	$ —	$ —
Operating lease liabilities	6,720	1,656

The operating lease ROU asset obtained relates to the Las Vegas colocation service orders executed in January 2020, as well as a new Austin office lease executed in January 2020 and a new office lease in Dublin, Ireland executed in September 2020.

Subleases

The Company subleases portions of its San Francisco office space. In August 2018, the Company entered into agreements to (a) extend its existing sublease for a portion of its San Francisco office space through July 2022, and (b) sublease an additional 14,380 square feet of its San Francisco office space to an unrelated third party which expired in July 2020. The Company also had a sublease for its Portland office space with an unrelated third party which expired in May 2020. Income from these sublease agreements is included in other income, net, on the accompanying condensed consolidated statements of comprehensive loss. Sublease income for the years ended December 31, 2020 and 2019 was $1,715 and $2,282, respectively.

Future minimum amounts due under subleases as of December 31, 2020 are as follows:

	Operating Sublease Income
2021	$ 1,105
2022	616
Total amounts due under subleases	$ 1,721

14. Income Taxes

The components of the Company's loss before benefit from or provision for income taxes are as follows:

	Years Ended December 31,	
	2020	2019
United States of America	$ (6,553)	$ (2,589)
International	(8,209)	(9,939)
Loss before (benefit from) provision for income taxes	$ (14,762)	$ (12,528)

The components of the benefit from or provision for income taxes were as follows:

	Years Ended December 31,	
	2020	2019
Current income tax provision:		
Federal	$ —	$ —
State	(4)	6
Foreign	(720)	175
Total current income tax provision	(724)	181
Deferred income tax benefit:		
Federal	—	—
State	—	—
Foreign	13	(301)
Total deferred income tax benefit	13	(301)
Benefit from income taxes	$ (711)	$ (120)

The differences in the total benefit from or provision for income taxes that would result from applying the 21% federal statutory rate in 2020 and 2019 to the loss before provision for income taxes and the reported provision for income taxes were as follows:

	Years Ended December 31,	
	2020	2019
Tax benefit at U.S. statutory rate	$ (3,100)	$ (2,631)
Change in valuation allowance	1,152	(410)
Stock-based compensation	686	1,786
Uncertain tax positions	663	154
State income taxes, net of federal benefit	(495)	(1,828)
Foreign income and withholding taxes	458	2,115
Other permanent differences	(196)	48
Provision to return adjustments	121	336
Impairment of goodwill	—	437
Research and development credits	—	151
Other	—	(278)
Benefit from income taxes	$ (711)	$ (120)

Major components of the Company's deferred tax assets and liabilities as of December 31, 2020 and 2019 were as follows:

	December 31,	
	2020	2019
Non-current deferred tax assets:		
Net operating loss	$ 28,264	$ 26,710
Research and development credits	9,820	9,820
Other credits	4,164	4,164
Operating lease liabilities	2,045	1,843
Stock-based compensation	400	945
Property and equipment and intangible assets	429	238
Accruals and reserves	209	111
Other	—	2
Gross non-current deferred tax assets	45,331	43,833
Right-of-use assets, operating leases	(1,826)	(1,515)
Total non-current deferred tax liabilities	(1,826)	(1,515)
Total deferred tax assets	43,505	42,318
Valuation allowance	(43,368)	(42,216)
Net deferred tax assets (liabilities)	$ 137	$ 102

The Tax Reform Act of 1986, as amended, imposes restrictions on the utilization of net operating losses and tax credit carryforwards in certain situations where changes occur in the stock ownership of a corporation. Utilization of a domestic net operating loss or tax credit carryforward may be subject to a substantial limitation due to ownership changes that may have occurred or that could occur in the future, as required by Internal Revenue Code Section 382 ("IRC Section 382"), as well as similar state provisions. Accordingly, a company's ability to use net operating losses may be limited as prescribed under IRC Section 382. Events which may cause limitations in the amount of the net operating losses that the Company may use in any one year include, but are not limited to, a cumulative ownership change of more than 50% over a three-year period. The Company last assessed the application of IRC Section 382 during the fourth quarter of 2017 and concluded that no such limitation currently applied. The Company has monitored equity transactions in the periods since the fourth quarter of 2017 and has found no circumstances which would result in a significant change in the Company's stock ownership. These conclusions are monitored in future periods as circumstances dictate, such as significant changes in the Company's stock ownership. In the event the Company experiences any subsequent changes in ownership, the amount of net operating losses and research and development credit carryovers available in any taxable year could be limited and may expire unutilized.

As of December 31, 2020, the Company had federal and state net operating loss carryforwards of approximately $118,613 and $103,389, respectively. The federal net operating loss carryforward will begin expiring in 2027 and the state net operating loss carryforward will begin expiring in 2022. As of December 31, 2020, the Company had federal and state research and development credits of approximately $6,123 and $6,451, respectively. The federal research and development credits will begin expiring in 2026. The state research and development credits are not currently subject to expiration.

The Company has recorded a full valuation allowance against its otherwise recognizable deferred income tax assets as of December 31, 2020 and 2019 (except for the deferred income tax assets associated with certain of the Company's foreign subsidiaries). The Company has determined, after evaluating all positive and negative historical and prospective evidence, that it is more likely than not that the deferred income tax assets will not be realized (except for those associated with certain of the Company's foreign subsidiaries). The valuation allowance increased by $1,152 for the year ended December 31, 2020, and decreased by $410 for the year ended December 31, 2019.

The Company files federal, state and foreign income tax returns in jurisdictions with varying statutes of limitations. In the normal course of business, the Company is subject to examination by taxing authorities throughout the world. These audits include questioning the timing and amount of deduction, the nexus of income among various tax jurisdictions and compliance with state, local and foreign tax laws. The Company is not currently under any examination by any federal, state or foreign tax authorities. Because of net operating loss and credit carryforwards, all of the Company's tax years dating to inception in 2006 remain open to examination.

Uncertain Tax Positions

As of December 31, 2020 and 2019, the Company had uncertain tax positions of $1,372 and $927, respectively, that if recognized would impact the annual effective tax rate. In 2020 and 2019, the Company did not have any material interest or penalties related to uncertain tax positions. The aggregate changes in the balance of gross uncertain tax positions were as follows:

Ending balance as of December 31, 2018	$	8,390
Increase in balances related to tax positions taken during the current period		494
Increase in balances related to tax positions taken during the prior period		208
Decrease in balances related to tax positions taken during the prior period		(166)
Decrease in balances related to lapses in statutes of limitations		(308)
Ending balance as of December 31, 2019		8,618
Increase in balances related to tax positions taken during the current period		1,193
Increase in balances related to tax positions taken during the prior period		43
Decrease in balances related to lapses in statutes of limitations		(507)
Ending balance as of December 31, 2020	$	9,347

The Company does not anticipate that the amount of uncertain tax positions relating to tax positions existing at December 31, 2020 will materially increase or decrease within the next twelve months.

The Tax Cuts and Jobs Act

On December 22, 2017, the United States enacted the Tax Cuts and Jobs Act ("TCJA"), which instituted fundamental changes to the taxation of multinational corporations. Among other provisions, the TCJA imposes a U.S tax on Global Intangible Low Taxed Income ("GILTI") that is earned by certain foreign subsidiaries, and requires U.S. corporations to elect an accounting policy to either recognize GILTI as a current period expense when incurred or to record deferred taxes for the temporary basis differences expected to reverse in the future as GILTI. The Company did not incur income tax associated with GILTI for the years ended December 31, 2020 and 2019, and has elected to recognize GILTI tax as a period cost in the future, as applicable.

15. Net Loss Per Share Available to Common Stockholders

Basic net loss per share of common stock is calculated by dividing the net loss available to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per share of common stock is computed by dividing the net loss using the weighted-average number of shares of common stock, excluding common stock subject to repurchase, and, if dilutive, potential shares of common stock outstanding during the period. Basic and diluted net loss per share was the same for all periods presented, as the impact of all potentially dilutive securities outstanding was anti-dilutive.

The following table presents the calculation of basic and diluted net loss per share:

	Years Ended December 31, 2020	Years Ended December 31, 2019
Numerator:		
Net loss available to common stockholders	$ (14,051)	$ (12,408)
Denominator:		
Weighted average number of shares, basic and diluted	7,344	6,373
Net loss per share available to common stockholders:		
Basic and diluted net loss per common share available to common stockholders	$ (1.91)	$ (1.95)

The following table presents the potential shares of common stock outstanding that were excluded from the computation of diluted net loss per share available to common stockholders for the periods presented because including them would have been anti-dilutive:

	Years Ended December 31, 2020	Years Ended December 31, 2019
Options to purchase common stock	389	500
Unvested RSUs	1,006	1,104
Total	1,395	1,604

16. Segment Reporting

The Company defines the term "chief operating decision maker" to be the Chief Executive Officer. The Chief Executive Officer reviews the financial information presented on a consolidated basis for purposes of allocating resources and evaluating of financial performance. Accordingly, the Company has determined that it operates as a single reporting and operating segment.

17. Commitments and Contingencies

Legal Matters

From time to time, the Company may be involved in lawsuits, claims, investigations and proceedings, consisting of intellectual property, commercial, employment and other matters, which arise in the ordinary course of business. In accordance with GAAP, the Company records a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, ruling, advice of legal counsel and other information and events pertaining to a particular case. Litigation is inherently unpredictable. If any unfavorable ruling was to occur in any specific period or if a loss becomes probable and estimable, there exists the possibility of a material adverse impact on the Company's results of operations, financial position or cash flows. As of December 31, 2020, no material amounts are recorded related to legal proceedings on the consolidated balance sheet.

Indemnification

The Company enters into standard indemnification agreements in the ordinary course of business. Pursuant to the agreements, each party may indemnify, defend and hold the other party harmless with respect to such claim, suit or proceeding brought against it by a third party alleging that the indemnifying party's intellectual property infringes upon the intellectual property of the third party, or results from a breach of the indemnifying party's representations and warranties or covenants, or that results from any acts of negligence or willful misconduct. The term of these indemnification agreements is generally perpetual any time after execution of the agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. Historically, the Company has not been obligated to make significant payments for these obligations and no liabilities have been recorded for these obligations on the consolidated balance sheets as of December 31, 2020 and 2019.

The Company also indemnifies its officers and directors for certain events or occurrences, subject to certain limits, while the officer or director is or was serving at the Company's request in such capacity. The maximum amount of potential future indemnification is unlimited; however, the Company has a directors' and officers' insurance policy that enables the Company to recover a portion of any future amounts paid. Historically, the Company has not been obligated to make any payments for these obligations and no liabilities have been recorded for these obligations on the consolidated balance sheets as of December 31, 2020 and 2019.

Other Contingencies

The Company is subject to claims and assessments from time to time in the ordinary course of business. The Company’s management does not believe that any such matters, individually or in the aggregate, will have a material adverse effect on the Company’s financial position, results of operations or cash flows.

18. Employee Benefit Plans

The Company sponsors a 401(k) defined contribution plan covering all employees in the United States. The Company made no contributions under this plan for 2020 and 2019.

The Company also sponsors a statutorily required defined contribution pension plan covering all employees in the United Kingdom. The Company made contributions to this plan of $90 and $110 for the years ended December 31, 2020 and 2019, respectively.

19. Subsequent Event

During February 2021 the Company sold 1.2 million shares of its common stock under its equity distribution agreement with JMP Securities and received proceeds of $3.1 million, net of offering costs of $0.1 million, at a weighted average sales price of $2.68 per share. There are currently no additional amounts available to be sold under this equity distribution agreement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 25, 2021.

MARIN SOFTWARE INCORPORATED

By: /s/ Robert Bertz
Robert Bertz
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher A. Lien and Robert Bertz, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this report, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the date indicated:

Name	Title	Date
/s/ Christopher A. Lien Christopher A. Lien	Chief Executive Officer and Director (Principal Executive Officer)	February 25, 2021
/s/ Robert Bertz Robert Bertz	Chief Financial Officer (Principal Financial and Accounting Officer)	February 25, 2021
/s/ Brian Kinion Brian Kinion	Director	February 25, 2021
/s/ L. Gordon Crovitz L. Gordon Crovitz	Director	February 25, 2021
/s/ Donald Hutchison Donald Hutchison	Director	February 25, 2021
/s/ Daina Middleton Daina Middleton	Director	February 25, 2021

Exhibit 10.17

AMENDED AND RESTATED CHANGE IN CONTROL AND SEVERANCE AGREEMENT

This Amended and Restated Change in Control and Severance Agreement (the "**Agreement**") is entered into by and between Bob Bertz (the "**Executive**") and Marin Software Incorporated, a Delaware corporation (the "**Company**"), to be effective as of January 28, 2021 (the "**Effective Date**").

RECITALS:

WHEREAS, the Company and the Executive were parties to a Change in Control and Severance Agreement effective as of December 5, 2019 (the "**Prior Agreement**").

WHEREAS, the Company and the Executive desire to amend and restate the Prior Agreement to amend the severance benefits and severance payments contained in the Prior Agreement.

NOW, THEREFORE, the Company and the Executive hereby agree as follows:

1. **Term of Agreement.**

Except to the extent renewed as set forth in this Section 1, this Agreement shall terminate the earlier of the third (3rd) anniversary of the Effective Date (the "**Expiration Date**") or the date the Executive's employment with the Company terminates for a reason other than a Qualifying Termination or CIC Qualifying Termination; provided however, if a definitive agreement relating to a Change in Control has been signed by the Company on or before the Expiration Date, then this Agreement shall remain in effect through the earlier of:

(a) The date the Executive's employment with the Company terminates for a reason other than a Qualifying Termination or CIC Qualifying Termination, or

(b) The date the Company has met all of its obligations under this Agreement following a termination of the Executive's employment with the Company due to a Qualifying Termination or CIC Qualifying Termination.

This Agreement shall renew automatically and continue in effect for three (3) year periods measured from the initial Expiration Date and each subsequent Expiration Date, unless the Company provides Executive notice of non-renewal at least three (3) months prior to the date on which this Agreement would otherwise renew. For the avoidance of doubt, and notwithstanding anything to the contrary in Section 2 or 3 below, the Company's non-renewal of this Agreement shall not constitute a Qualifying Termination or CIC Qualifying Termination, as applicable.

2. **Qualifying Termination**. If the Executive is subject to a Qualifying Termination, then, subject to Sections 4, 9, and 10 below, Executive will be entitled to the following benefits:

(a) **Severance Benefits**. The Company shall pay the Executive (i) six (6) months of his then-current monthly base salary, and (ii) fifty percent (50%) of the Executive's annual target bonus at the rate in effect immediately prior to the actions that resulted in the Qualifying Termination. The Executive will receive his severance payment in a cash lump-sum in accordance with the Company's standard payroll procedures, which payment will be made no later than the first regular payroll date occurring after the sixtieth (60^{th}) day following the Separation, *provided that* the Release Conditions have been satisfied.

(b) **Continued Employee Benefits**. If Executive timely elects continued coverage under the Consolidated Omnibus Budget Reconciliation Act ("**COBRA**"), the Company shall pay the full amount of Executive's COBRA premiums on behalf of the Executive for the Executive's continued coverage under the Company's health, dental and vision plans, including coverage for the Executive's eligible dependents, for the same period that the Executive is paid severance benefits pursuant to Section 2(a) following the Executive's Separation or, if earlier, until Executive is eligible to be covered under another substantially equivalent medical insurance plan by a subsequent employer. Notwithstanding the foregoing, if the

Company, in its sole discretion, determines that it cannot provide the foregoing subsidy of COBRA coverage without potentially violating or causing the Company to incur additional expense as a result of noncompliance with applicable law (including, without limitation, Section 2716 of the Public Health Service Act), the Company instead shall provide to Executive a taxable monthly payment in an amount equal to the monthly COBRA premium that Executive would be required to pay to continue the group health coverage in effect on the date of the Separation (which amount shall be based on the premium for the first month of COBRA coverage) which payments shall be made regardless of whether Executive elects COBRA continuation coverage and shall commence on the later of (i) the first day of the month following the month in which Executive experiences a Separation and (ii) the effective date of the Company's determination of violation of applicable law, and shall end on the earlier of (x) the effective date on which Executive becomes covered by a health, dental or vision insurance plan of a subsequent employer, and (y) the last day of the period that the Executive is paid severance benefits pursuant to Section 2(a) after the Separation, provided that, any taxable payments under Section 2(b) will not be paid before the first business day occurring after the sixtieth (60th) day following the Separation and, once they commence, will include any unpaid amounts accrued from the date of Executive's Separation (to the extent not otherwise satisfied with continuation coverage). However, if the period comprising the sum of the sixty (60)-day period described in the preceding sentence and the ten (10)-day period described in Section 7(e)(3) below spans two calendar years, then the payments which constitute deferred compensation subject to Section 409A will not in any case be paid in the first calendar year. Executive shall have no right to an additional gross-up payment to account for the fact that such COBRA premium amounts are paid on an after-tax basis.

3. **CIC Qualifying Termination**. If the Executive is subject to a CIC Qualifying Termination, then, subject to Sections 4, 9, and 10 below, Executive will be entitled to the following benefits:

(a) **Severance Payments**. The Company or its successor shall pay the Executive (i) twelve (12) months of his then-current monthly base salary, and (ii) one hundred percent (100%) of the Executive's annual target bonus at the rate in effect immediately prior to the actions that resulted in the CIC Qualifying Termination. The Executive will receive his severance payment in a cash lump-sum in accordance with the Company's standard payroll procedures, which payment will be made no later than the first regular payroll date occurring after the sixtieth (60th) day following the Separation, *provided that* the Release Conditions have been satisfied.

(b) **Equity**. Each of Executive's then outstanding Equity Awards, including awards that would otherwise vest only upon satisfaction of performance criteria subject to the following sentence, shall accelerate and become vested and exercisable as to 100% of the then unvested shares subject to the Equity Award. For awards that would otherwise vest only upon satisfaction of performance criteria, the foregoing acceleration shall be based on achievement of performance criteria at target levels, except to the extent otherwise provided in the award agreement evidencing such award. Subject to Section 4, the accelerated vesting described above shall be effective as of the Separation. "Equity Awards" means all options to purchase shares of the Company common stock as well as any and all other stock-based awards granted to the Executive, including but not limited to stock bonus awards, restricted stock, restricted stock units or stock appreciation rights

(c) **Pay in Lieu of Continued Employee Benefits**. Continuation of COBRA or a cash benefit, in both cases on the same terms as set forth in Section 2(b) above, for the same period that the Executive is paid severance benefits pursuant to Section 3(a) following the Executive's Separation or, if earlier, until Executive is eligible to be covered under another substantially equivalent medical insurance plan by a subsequent employer.

4. **General Release**. Any other provision of this Agreement notwithstanding, the benefits under Section 2 and 3 shall not apply unless the Executive (i) has executed a general release (substantially in the form prescribed by the Company) of all known and unknown claims that he may then have against the Company or persons affiliated with the Company and such release has become effective and (ii) has agreed not to prosecute any legal action or other proceeding based upon any of such claims. The release must

be in the form prescribed by the Company, without alterations (this document effecting the foregoing, the "**Release**"). The Company will deliver the form of Release to the Executive within ten (10) days after the Executive's Separation. The Executive must execute and return the Release within the time period specified in the form.

5. **Accrued Compensation and Benefits**. Notwithstanding anything to the contrary in Section 2 and 3 above, in connection with any termination of employment (whether or not a Qualifying Termination or CIC Qualifying Termination), the Company shall pay Executive's earned but unpaid base salary and other vested but unpaid cash entitlements for the period through and including the termination of employment, including unused earned vacation pay and unreimbursed documented business expenses incurred by Executive through and including the date of termination (collectively "**Accrued Compensation and Expenses**"), as required by law and the applicable Company plan or policy. In addition, Executive shall be entitled to any other vested benefits earned by Executive for the period through and including the termination date of Executive's employment under any other employee benefit plans and arrangements maintained by the Company, in accordance with the terms of such plans and arrangements, except as modified herein (collectively "**Accrued Benefits**"). Any Accrued Compensation and Expenses to which the Executive is entitled shall be paid to the Executive in cash as soon as administratively practicable after the termination and, in any event, no later than two and one-half (2-1/2) months after the end of the taxable year of the Executive in which the termination occurs or at such earlier time as may be required by Section 10 below or to such lesser extent as may be mandated by Section 9 below. Any Accrued Benefits to which the Executive is entitled shall be paid to the Executive as provided in the relevant plans and arrangements.

6. **Covenants.**

(a) **Non-Competition**. The Executive agrees that, during his employment with the Company, he shall not engage in any other employment, consulting or other business activity (whether full-time or part-time) that would create a conflict of interest with the Company.

(b) **Non-Disparagement**. The Executive further agrees that, during the six (6) month period following his cessation of employment, he shall not in any way or by any means disparage the Company, the members of the Company's Board of Directors or the Company's officers and employees. Notwithstanding the foregoing, the Executive is not prohibited from cooperating with a government agency or testifying truthfully in any government inquiry or other proceeding or in which Executive is required to testify pursuant to subpoena or other valid legal process.

7. **Definitions.**

(a) "**Cause**" means (i) Executive's continued refusal or material failure to perform Executive's material duties reasonably expected of Executive in connection with his arrangement to provide services to the Company or any Parent or Subsidiary, as applicable; (ii) unprofessional, unethical or fraudulent conduct or conduct that materially discredits the Company or any Parent or Subsidiary, as applicable, or is materially detrimental to the reputation, character or standing of the Company or any Parent or Subsidiary, as applicable; (iii) dishonest conduct with respect to a material matter, or a deliberate attempt to do an injury to the Company or any Parent or Subsidiary, as applicable; (iv) Executive's material breach of any material term of any agreement between Executive and the Company or any Parent or Subsidiary; (v) a criminal act which would reflect badly on the Company or any Parent or Subsidiary, as applicable; (vi) Executive's failure to cooperate with the Company in any investigation or formal proceeding; or (vii) Executive's death or total disability (for these purposes Executive shall be deemed totally disabled if, in the judgment of a licensed physician, Executive is physically or mentally incapacitated or disabled or otherwise unable to fully discharge Executive's duties as a service provider to the Company or any Parent or Subsidiary, as applicable, for a period of 180 consecutive days or for 180 days in any 365 calendar day period); provided that (except in the case of death) Executive must be provided with written notice of Executive's termination for "Cause" and Executive must be provided with a 30-day period following Executive's receipt of such notice to cure the event(s) that trigger "Cause" (if curable), with the Compensation Committee of the

Company's Board of Directors making the final determination whether Executive has cured any Cause. All capitalized terms in this Subsection (a) that are not defined herein shall have the meaning ascribed to such terms in the Plan.

(b) "**Code**" means the Internal Revenue Code of 1986, as amended.

(c) "**Change in Control**." For all purposes under this Agreement, a Change in Control shall mean the occurrence of any of the following events: (i) any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becomes the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing more than fifty percent (50%) of the total voting power represented by the Company's then-outstanding voting securities; provided, however, that for purposes of this subclause (i) the acquisition of additional securities by any one Person who is considered to own more than fifty percent (50%) of the total voting power of the securities of the Company will not be considered a Change in Control; (ii) the consummation of the sale or disposition by the Company of all or substantially all of the Company's assets; (iii) the consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation; (iv) any other transaction which qualifies as a "corporate transaction" under Section 424(a) of the Code wherein the stockholders of the Company give up all of their equity interest in the Company (except for the acquisition, sale or transfer of all or substantially all of the outstanding shares of the Company) or (v) a change in the effective control of the Company that occurs on the date that a majority of members of the Board is replaced during any twelve (12) month period by member of the Board whose appointment or election is not endorsed by as majority of the members of the Board prior to the date of the appointment or election. For purpose of this subclause (v), if any Person is considered to be in effective control of the Company, the acquisition of additional control of the Company by the same Person will not be considered a Change in Control. For purposes of this definition, persons will be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, or similar business transaction with the Company. Notwithstanding the foregoing, to the extent that any amount constituting deferred compensation (as defined in Section 409A of the Code) would become payable under this Plan by reason of a Change in Control, such amount shall become payable only if the event constituting a Change in Control would also qualify as a change in ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets of the Company, each as defined within the meaning of Code Section 409A, as it has been and may be amended from time to time, and any proposed or final Treasury Regulations and IRS guidance that has been promulgated or may be promulgated thereunder from time to time. All capitalized terms in this Subsection (c) that are not defined herein shall have the meaning ascribed to such terms in the Plan.

(d) "**CIC Qualifying Termination**" means a Separation in connection with the consummation of a Change in Control, including at the request of the prospective acquirer whose proposed acquisition would constitute a Change in Control upon its completion, or within three (3) months prior to or twelve (12) months following the consummation of a Change in Control resulting from (A) the Company or its successor terminating the Executive's employment for any reason other than Cause or (B) the Executive voluntarily resigning his employment for Good Reason.

(e) "**Good Reason**" means, without the Executive's consent, (i) a material reduction or adverse change in the Executive's reporting relationship, level of responsibility and/or scope of authority, (ii) a 10% or greater reduction in his level of compensation, which will be determined based on an average of the Executive's annual total target cash compensation (annual base salary plus target annual cash incentives) for the prior three calendar years or, if less, the number of years the Executive has been employed by the Company), or (iii) relocation of the Executive's principal workplace by more than thirty-five

(35) miles from Executive's then current place of employment; or (iv) a material breach of this Agreement. For the purpose of clause (i), a change in responsibility shall not be deemed to occur (A) solely because Executive is part of a larger organization or (B) solely because of a change in title. For the Executive to receive the benefits under this Agreement as a result of a voluntary resignation under this subsection (e), all of the following requirements must be satisfied: (1) the Executive must provide notice to the Company of his intent to assert Good Reason within sixty (60) days of the initial existence of one or more of the conditions set forth in subclauses (i) through (iv); (2) the Company will have thirty (30) days (the "**Company Cure Period**") from the date of such notice to remedy the condition and, if it does so, the Executive may withdraw his resignation or may resign with no benefits under this Agreement; and (3) any termination of employment under this provision must occur within ten (10) days of the earlier of expiration of the Company Cure Period or written notice from the Company that it will not undertake to cure the condition set forth in subclauses (i) through (iii). Should the Company remedy the condition as set forth above and then one or more of the conditions arises again within twelve months following the occurrence of a Change in Control, the Executive may assert Good Reason again subject to all of the conditions set forth herein.

(f) "**Plan**" means the Company's 2013 Equity Incentive Plan, as may be amended from time to time.

(g) "**Release Conditions**" mean the following conditions occurring within sixty (60) days following the Separation: (i) the Company has received the Executive's executed Release and (ii) any rescission period applicable to the Executive's executed Release has expired.

(h) "**Qualifying Termination**" means a Separation that is not a CIC Qualifying Termination, but which results from (i) the Company terminating the Executive's employment for any reason other than Cause or (ii) the Executive voluntarily resigning his employment for Good Reason.

(i) "**Separation**" means a "separation from service," as defined in the regulations under Section 409A of the Code.

8. **Successors.**

(a) **Company's Successors**. The Company shall require any successor (whether direct or indirect and whether by purchase, lease, merger, consolidation, liquidation or otherwise) to all or substantially all of the Company's business and/or assets, by an agreement in substance and form satisfactory to the Executive, to assume this Agreement and to agree expressly to perform this Agreement in the same manner and to the same extent as the Company would be required to perform it in the absence of a succession. For all purposes under this Agreement, the term "Company" shall include any successor to the Company's business and/or assets or which becomes bound by this Agreement by operation of law.

(b) **Executive's Successors**. This Agreement and all rights of the Executive hereunder shall inure to the benefit of, and be enforceable by, the Executive's personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees.

9. **Golden Parachute Taxes.**

(a) **Best After-Tax Result**. In the event that any payment or benefit received or to be received by Executive pursuant to this Agreement or otherwise (the "**Payments**") would (i) constitute a "parachute payment" within the meaning of Section 280G of the Code and (ii) but for this subsection (a), be subject to the excise tax imposed by Section 4999 of the Code, any successor provisions, or any comparable federal, state, local or foreign excise tax (the "**Excise Tax**"), then, subject to the provisions of Section 10, such Payments shall be either (A) provided in full pursuant to the terms of this Agreement or any other applicable agreement, or (B) provided as to such lesser extent which would result in the Payments being $1.00 less than the amount at which any portion of the Payments would be subject to the Excise Tax (the "**Reduced Amount**"), whichever of the foregoing amounts, taking into account the applicable federal, state, local and foreign income, employment and other taxes and the Excise Tax (including, without limitation, any interest or penalties on such taxes), results in the receipt by Executive, on an after-tax basis, of the greatest amount of payments and benefits provided for hereunder or otherwise, notwithstanding that all or some portion of such Payments may be subject to the Excise Tax. Unless the Company and Executive otherwise agree in writing, any determination required under this Section shall be made by independent tax counsel designated by the Company and reasonably acceptable to Executive (the "**Independent Tax Counsel**"), whose determination shall be conclusive and binding upon Executive and the Company for all purposes. For purposes of making the calculations required under this Section, Independent Tax Counsel may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code; provided that Independent Tax Counsel shall assume that Executive pays all taxes at the highest marginal rate. The Company and Executive shall furnish to Independent Tax Counsel such information and documents as Independent Tax Counsel may reasonably request in order to make a determination under this Section. The Company shall bear all costs that Independent Tax Counsel may reasonably incur in connection with any calculations contemplated by this Section. In the event that Section 9(a)(ii)(B) above applies, then based on the information provided to Executive and the Company by Independent Tax Counsel, Executive may, in Executive's sole discretion and within thirty (30) days of the date on which Executive is provided with the information prepared by Independent Tax Counsel, determine which and how much of the Payments (including the accelerated vesting of equity compensation awards) to be otherwise received by Executive shall be eliminated or reduced (as long as after such determination the value (as calculated by Independent Tax Counsel in accordance with the provisions of Sections 280G and 4999 of the Code) of the amounts payable or distributable to Executive equals the Reduced Amount). If the Internal Revenue Service (the "**IRS**") determines that any Payment is subject to the Excise Tax, then Section 9(b) hereof shall apply, and the enforcement of Section 9(b) shall be the exclusive remedy to the Company.

(b) **Adjustments**. If, notwithstanding any reduction described in Section 9(a) hereof (or in the absence of any such reduction), the IRS determines that Executive is liable for the Excise Tax as a result of the receipt of one or more Payments, then Executive shall be obligated to surrender or pay back to the Company, within one-hundred twenty (120) days after a final IRS determination, an amount of such payments or benefits equal to the "**Repayment Amount**." The Repayment Amount with respect to such Payments shall be the smallest such amount, if any, as shall be required to be surrendered or paid to the Company so that Executive's net proceeds with respect to such Payments (after taking into account the payment of the Excise Tax imposed on such Payments) shall be maximized. Notwithstanding the foregoing, the Repayment Amount with respect to such Payments shall be zero (0) if a Repayment Amount of more than zero (0) would not eliminate the Excise Tax imposed on such Payments or if a Repayment Amount of more than zero would not maximize the net amount received by Executive from the Payments. If the Excise Tax is not eliminated pursuant to this Section 9(b), Executive shall pay the Excise Tax.

10. **Miscellaneous Provisions.**

(a) **Section 409A**. To the extent (i) any payments to which Executive becomes entitled under this Agreement, or any agreement or plan referenced herein, in connection with Executive's termination of employment with the Company constitute deferred compensation subject to Section 409A of the Code and (ii) Executive is deemed at the time of such termination of employment to be a "specified" employee under Section 409A of the Code, then such payment or payments shall not be made or commence until the earlier of (i) the expiration of the six (6)-month period measured from the Executive's Separation; or (ii) the date of Executive's death following such Separation; provided, however, that such deferral shall only be effected to the extent required to avoid adverse tax treatment to Executive, including (without limitation) the additional twenty percent (20%) tax for which Executive would otherwise be liable under Section 409A(a)(1)(B) of the Code in the absence of such deferral. Upon the expiration of the applicable deferral period, any payments which would have otherwise been made during that period (whether in a single sum or in installments) in the absence of this paragraph shall be paid to Executive or Executive's beneficiary in one lump sum (without interest). Except as otherwise expressly provided herein, to the extent any expense reimbursement or the provision of any in-kind benefit under this Agreement (or otherwise referenced herein) is determined to be subject to (and not exempt from) Section 409A of the Code, the amount of any such expenses eligible for reimbursement, or the provision of any in-kind benefit, in one calendar year shall not affect the expenses eligible for reimbursement or in kind benefits to be provided in any other calendar year, in no event shall any expenses be reimbursed after the last day of the calendar year following the calendar year in which Executive incurred such expenses, and in no event shall any right to reimbursement or the provision of any in-kind benefit be subject to liquidation or exchange for another benefit. To the extent that any provision of this Agreement is ambiguous as to its exemption or compliance with Section 409A, the provision will be read in such a manner so that all payments hereunder are exempt from Section 409A to the maximum permissible extent, and for any payments where such construction is not tenable, that those payments comply with Section 409A to the maximum permissible extent. To the extent any payment under this Agreement may be classified as a "short-term deferral" within the meaning of Section 409A, such payment shall be deemed a short-term deferral, even if it may also qualify for an exemption from Section 409A under another provision of Section 409A. Payments pursuant to this Agreement (or referenced in this Agreement) are intended to constitute separate payments for purposes of Section 1.409A-2(b)(2) of the regulations under Section 409A.

(b) **Other Arrangements**. This Agreement supersedes any and all cash severance arrangements and vesting acceleration arrangements under any agreement governing Equity Awards, severance and salary continuation arrangements, programs and plans which were previously offered, or may be offered on the Effective Date or thereafter, by the Company to the Executive, including change in control severance arrangements and vesting acceleration arrangements pursuant to an agreement governing Equity Awards, employment agreement or offer letter, and Executive hereby waives Executive's rights to such other benefits. In no event shall any individual receive cash severance benefits under both this Agreement and any other vesting acceleration arrangement, severance pay or salary continuation program, plan or other arrangement with the Company. For the avoidance of doubt, in no event shall Executive receive payment under both Section 2 and Section 3 with respect to Executive's Separation.

(c) **Dispute Resolution**. To ensure rapid and economical resolution of any and all disputes that might arise in connection with this Agreement, Executive and the Company agree that any and all disputes, claims, and causes of action, in law or equity, arising from or relating to this Agreement or its enforcement, performance, breach, or interpretation, will be resolved solely and exclusively by final, binding, and confidential arbitration, by a single arbitrator, in San Francisco County, and conducted by Judicial Arbitration & Mediation Services, Inc. ("**JAMS**") under its then-existing employment rules and procedures. Nothing in this section, however, is intended to prevent either party from obtaining injunctive relief in court to prevent irreparable harm pending the conclusion of any such arbitration. Each party to an arbitration or litigation hereunder shall be responsible for the payment of its own attorneys' fees.

(d) **Notice**. Notices and all other communications contemplated by this Agreement shall be in writing and shall be deemed to have been duly given when personally delivered or when mailed by U.S. registered or certified mail, return receipt requested and postage prepaid or deposited with Federal Express Corporation, with shipping charges prepaid. In the case of the Executive, mailed notices shall be addressed to him or her at the home address which he most recently communicated to the Company in writing. In the case of the Company, mailed notices shall be addressed to its corporate headquarters, and all notices shall be directed to the attention of its Secretary.

(e) **Waiver**. No provision of this Agreement shall be modified, waived or discharged unless the modification, waiver or discharge is agreed to in writing and signed by the Executive and by an authorized officer of the Company (other than the Executive). No waiver by either party of any breach of, or of compliance with, any condition or provision of this Agreement by the other party shall be considered a waiver of any other condition or provision or of the same condition or provision at another time.

(f) **Withholding Taxes**. All payments made under this Agreement shall be subject to reduction to reflect taxes or other charges required to be withheld by law.

(g) **Severability**. The invalidity or unenforceability of any provision or provisions of this Agreement shall not affect the validity or enforceability of any other provision hereof, which shall remain in full force and effect.

(h) **No Retention Rights**. Nothing in this Agreement shall confer upon the Executive any right to continue in service for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Company or any subsidiary of the Company or of the Executive, which rights are hereby expressly reserved by each, to terminate his service at any time and for any reason, with or without Cause.

(i) **Choice of Law**. The validity, interpretation, construction and performance of this Agreement shall be governed by the laws of the State of California (other than its choice-of-law provisions).

(j) **Entire Agreement**. Upon the full execution of this Agreement, the Prior Agreement shall be deemed amended and restated and superseded and replaced in its entirety by this Agreement, and shall be of no further force or effect.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, each of the parties has executed this Agreement, in the case of the Company by its duly authorized officer, as of the day and year first above written.

EXECUTIVE

BOB BERTZ

By: /s/ Robert Bertz

COMPANY

MARIN SOFTWARE INCORPORATED

By: /s/ Christopher A. Lien

Name: Christopher A. Lien

Title: Chief Executive Officer

Exhibit 21.1

List of Subsidiaries of Marin Software Incorporated as of December 31, 2020

Wholly-Owned Subsidiary	Jurisdiction
Marin Software Irish Holding Unlimited Company	Ireland
Marin Software Limited	Ireland
Marin Software Limited (United Kingdom)	United Kingdom
Marin Software GmbH	Germany
Marin Software SARL	France
Marin Software K.K.	Japan
Marin Software Pte. Ltd.	Singapore
Marin Software Pty Ltd.	Australia
Marin Software (Shanghai) Co., Ltd.	People’s Republic of China
SocialMoov S.A.S.	France

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated February 25, 2021, with respect to the consolidated financial statements included in the Annual Report of Marin Software Incorporated on Form 10-K for the year ended December 31, 2020. We consent to the incorporation by reference of said report in the Registration Statements of Marin Software Incorporated on Forms S-3 (File No. 333-230275, File No. 333-202240 and File No. 333-196818) and Forms S-8 (File No. 333-237355, File No. 333-230274, File No. 333-223332, File No. 333-216349, File No. 333-209651, File No. 333-202223, File No. 333-194250 and File No. 333-187459).

/s/ GRANT THORNTON LLP

San Francisco, California
February 25, 2021

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher A. Lien, certify that:

1. I have reviewed this Annual Report on Form 10-K of Marin Software Incorporated;

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

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

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

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

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

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

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

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

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

Date: February 25, 2021

/s/ Christopher A. Lien
Christopher A. Lien
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert Bertz, certify that:

1. I have reviewed this Annual Report on Form 10-K of Marin Software Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2021

/s/ Robert Bertz
Robert Bertz
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Exhibit 32.1

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

I, Christopher A. Lien, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Annual Report of Marin Software Incorporated on Form 10-K for the fiscal year ended December 31, 2020 (the "***Report***") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Marin Software Incorporated for the periods presented therein.

Date: February 25, 2021

By: /s/ Christopher A. Lien
Christopher A. Lien
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

I, Robert Bertz, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Annual Report of Marin Software Incorporated on Form 10-K for the fiscal year ended December 31, 2020 (the "***Report***") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Marin Software Incorporated for the periods presented therein.

Date: February 25, 2021

By: /s/ Robert Bertz
Robert Bertz
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)