

A photograph of a person with dark hair, wearing a bright pink long-sleeved shirt and blue jeans, kneeling on a dirt path in a forest. They are hugging a large black and white speckled dog from behind. The dog is sitting on the grass. The background is a dense forest with tall trees and sunlight filtering through the leaves.

trupanion™

Medical insurance for the life of your pet.

2017 Annual Report



## To our shareholders,

In my opinion, our company continues to make incremental progress. In our marathon analogy, we have moved onto mile five.

In general, our 2017 results were consistent with 2015 and 2016. Our performance in 2017 was aided by a large, under-penetrated market, a business model based on monthly recurring revenue, and 17 years of incremental progress so that we can begin to benefit from scale. For me, the most interesting learnings occurred in the second half of the year, when we increased some pet acquisition testing and cautiously began to tap our foot on the accelerator.

As promised in last year's letter, our shareholder meeting on June 7, 2018 in Seattle will be the primary communications vehicle for the management team to provide specific details about individual initiatives. Once again, our first public shareholder letter is attached. The 2014 letter is meant to act as a reminder of how we at Trupanion operate and think.



## NOW LET'S GET STARTED WITH OUR FINANCIAL PERFORMANCE

We ended 2017 with 423,194 enrolled pets and revenue of \$243 million. We spent 70% of our revenue paying our members' veterinary invoices, 12% in variable expenses supporting our members 24/7, and 8% on fixed expenses.<sup>1</sup> This left us with 9.6% or \$23.4 million as our adjusted operating income, which is the profit we generated from our existing pets before spending to acquire new pets during the year.

This year, at our discretion, we invested \$18.4 million of the \$23.4 million to acquire 105,180 Trupanion pets. We estimate the \$18.4 million we invested in acquiring new pets will produce an IRR\* of 36% for the average pet.

\*Internal Rate of Return (IRR) refers to our anticipated return on spend to acquire pets.

**TABLE 1 – FINANCIAL PERFORMANCE 2012-2017**

YEAR	ENROLLED PETS	REVENUE	YOY REVENUE GROWTH	ADJUSTED OPERATING INCOME	INVESTED CAPITAL TO ACQUIRE NEW PETS	IRR ON AN AVERAGE PET <sup>2</sup>	CASH AND SHORT-TERM INVESTMENTS, MINUS DEBT	EARNINGS (NET LOSS)
2012	127,704	\$55.5M	50%	\$3.0M	\$6.7M	n/a	\$5.1M	\$(8.1M)
2013	182,497	\$83.8M	51%	\$4.3M	\$8.4M	n/a	\$7.9M	\$(8.2M)
2014	232,450	\$115.9M	38%	\$0.9M	\$11.1M	n/a	\$60.6M	\$(21.2M)
2015	291,818	\$147.0M	27%	\$3.6M	\$14.8M	n/a	\$43.2M	\$(17.2M)
2016	343,649	\$188.2M	28%	\$14.8M	\$14.7M	31%	\$48.8M	\$(6.9M)
2017	423,194	\$242.7M	29%	\$23.4M	\$18.4M	36%	\$54.4M	\$(1.5M)

A detailed look at how we calculate the IRR on the \$18.4M we spent to acquire 105,180 new pets is shown below.

**TABLE 2 – 2017 IRR CALCULATION**

MONTHS	73.0	LVP	\$727	AOM	9.6%
CHURN	1.37%	LVP:PAC	4.8x	ARPU	\$52.07

YEAR	0	1	2	3	4	5	6	
MONTHS	6	12	12	12	12	12	7.0	73.0
AOM	\$30	\$60	\$60	\$60	\$60	\$60	\$35	\$366
CAPITAL CHARGE	\$(3)	\$(5)	\$(5)	\$(5)	\$(5)	\$(5)	\$(3)	\$(32)
PAC	\$(152)							IRR
FCP	\$(125)	\$55	\$55	\$55	\$55	\$55	\$32	36%

LVP = Lifetime Value of a Pet    AOM = Adjusted Operating Margin    ARPU = Average Revenue Per Pet (Unit)  
PAC = Pet Acquisition Cost    FCP = Free Cash Flow Per Pet

On a fully diluted per share basis, our revenue grew 27%, while our adjusted operating income per share benefited from the scaling of our fixed expenses and increased by 57% in 2017. The year-over-year improvements in our adjusted operating income and our IRR on acquisition spend are two metrics that I am both proud of and that I believe are representative of our achievements during the year. I do not feel the same about our revenue growth and feel compelled to temper some enthusiasm.



To a casual observer, our revenue grew 29%, which is on the high end of our previously stated 20% to 30% revenue growth target. To level set:

- As shown the table below, revenue grew 27% on a per-share basis, not 29%. It is important that we provide visibility into our stock-based compensation, plus any other dilution if it were to occur.
- Our “other business,” which is made up of pets that roll-on and roll-off in groups, grew by 63% in 2017. This is unusual growth. Typically, we expect growth in this segment to be approximately 10% -12% per year, which is similar to the performance of the overall category in North America.
- When you back out the unusual growth of our “other business” segment, our revenue growth was 25% per share.
- ARPU grew by 9% in 2017 — this is higher than normal. It was the result of our focus on providing the same value proposition to each sub-category of pets. 17% of our sub-categories needed a larger increase than what we believe is normal. Typical annual inflationary growth of our average monthly revenue per pet (ARPU) is 5% to 6%.
- When you back out the extra 3% ARPU growth, our “steady state” growth per share reduces from 25% to 22%.

For me, 22% is more representative of our underlying revenue growth per share, and while this is still within our 20% to 30% revenue growth target, it moves from the high end to the lower end of that range.

**TABLE 3 – GROWTH PER SHARE**

YEAR	TOTAL SHARE COUNT PLUS OPTIONS & WARRANTS GRANTED*	REVENUE PER SHARE*	YOY GROWTH	ADJUSTED OPERATING INCOME PER SHARE*	YOY GROWTH	CASH AND SHORT-TERM INVESTMENTS MINUS DEBT PER SHARE*	YOY GROWTH	LOSS PER SHARE**
2012	22,467,205	\$2.47	53%	\$0.13	-7%	\$0.23	-30%	\$(9.76)
2013	24,889,316	\$3.37	36%	\$0.17	31%	\$0.32	39%	\$(6.23)
2014	33,813,736	\$3.43	2%	\$0.03	-82%	\$1.79	459%	\$(1.64)
2015	34,138,237	\$4.31	26%	\$0.11	267%	\$1.27	-29%	\$(0.62)
2016*	34,879,610	\$5.40	25%	\$0.42	282%	\$1.40	10%	\$(0.24)
2017*	35,444,460	\$6.85	27%	\$0.66	57%	\$1.53	9%	\$(0.05)

\* 2016 includes 34,431,970 shares outstanding and granted as of 12/31/16, plus 447,640 options granted in May 2017, awarded for 2016 performance. 2017 includes 35,194,737 shares outstanding and granted as of 12/31/17, plus 249,723 restricted stock units granted in February 2018, awarded for 2017 performance.

\*\* Earnings (loss) per share is calculated using the GAAP basis weighted-average shares as of 12/31/2017.

In the 2014 shareholder letter I stated, “discounted cash flow is how we internally view our long-term strategic choices. It is purely mathematical and although the inputs of terminal growth rates and weighted average cost of capital can move the valuation all over the chart, if you keep them constant, you can determine if your choices move the needle in the right direction.” For purposes of the Performance Stock Grant Program, we internally calculate the appreciation of the company’s intrinsic value by using a 15-year discounted cash flow method. We lock down the terminal growth rates and weighted average cost of capital, we eliminate





any impacts of changes to interest rates as we believe our team (all of the employees) should not benefit or suffer from such impacts, and most importantly, we use past performance to model future results. This way we are measuring execution achieved versus execution modeled. For this methodology, we are not concerned with the dollar value calculated on an annual basis, only the year-over-year percentage change.

As we described in the 2016 shareholder letter, "I believe that sharing a small percentage of the net value creation with the team will continue to drive the correct alignment between the company's team members and shareholders."

In 2017, we calculated the increase in Trupanion's intrinsic value to be 22% before performance stock grants. Based on the Performance Stock Grant Program chart found on Table 3 of the 2016 shareholder letter, dilution should be 1.3% when achieving a 22% increase in our intrinsic value. After this dilution, the increase to intrinsic value on a per share basis is 20.7%.

At 1.3%, the total size of the grant pool in 2017 was 352,849 shares. 103,126 were allocated during the year for new hire grants, individual performance awards and board compensation, leaving 249,723 shares that were issued in Q1 2018 for our Performance Stock Grant Program.

## STOCK PRICE

Warren Buffett stated in his 1996 Owner's Manual, principal 14:

"To the extent possible, we would like each Berkshire shareholder to record a gain or loss in market value during his period of ownership that is proportional to the gain or loss in per-share intrinsic value recorded by the company during that holding period. For this to come about, the relationship between the intrinsic value and the market price of a Berkshire share would need to remain constant, and by our preferences at 1-to-1. As that implies, we would rather see Berkshire's stock price at a fair level than a high level. Obviously, Charlie and I can't control Berkshire's price. But by our policies and communications, we can encourage informed, rational behavior by owners that, in turn, will tend to produce a stock price that is also rational. Our it's-as-bad-to-be-overvalued-as-to-be-undervalued approach may disappoint some shareholders. We believe, however, that it affords Berkshire the best prospect of attracting long-term investors who seek to profit from the progress of the company rather than from the investment mistakes of their partners."

If everything were linear (it is not), and with a very large under-penetrated market (which we think we have), we believe we have the opportunity to compound growth for decades. We, like Mr. Buffett, desire that our long-term shareholders, who are getting on or getting off our train, earn fair and appropriate returns reflecting our actual execution and performance over their holding period.

In 2016, we shared that the Performance Grant pool was 447,640. This represented 1.7% dilution, indicating we believed the intrinsic value of the company increased 23.3% post-dilution from 2015 to 2016 (for reference, see table 3 in the 2016 shareholder letter). This year's dilution was 1.3%, indicating we believe the intrinsic value increased an additional 20.7% post-dilution between 2016 and 2017. If our methodologies are correct, over the last two years the appreciation per share should have been 44% ( $23.3\% + 20.7\% = 44\%$ ). If for some reason the starting stock price was 10% lower, one might expect a 54% change ( $44\% + 10\% = 54\%$ ) or



alternatively if the starting stock price was 10% higher, then a 34% change (44%-10%= 34%) would make sense. Over the passage of years, we can only hope that our shares trade within a narrow band of our intrinsic value most of the time.

We are certainly not obsessed with our stock price, but on a quarterly basis we do compare it to what we believe is our intrinsic value. If the stock price is trading by more than 20% discount to what we believe is our intrinsic value and we have excess cash, we might consider a stock repurchase. If the stock price is trading at more than a 20% premium to what we believe is our intrinsic value, I would prefer that people not buy our shares during that time. Since going public we have only raised equity once, on July 18, 2014 when we IPO'd. I believed at the time, and continue to believe today, that the shares were priced within +/- 20% of our intrinsic value. Since being public, there have been sustained periods of time when we felt that our share price was trading at a discount larger than 20% to our intrinsic value. During these times, we engaged in an increased level of investor relations activities based on our belief that it was a good entry point for long-term shareholders to acquire or increase a position in us (as we were not in a cash position to repurchase shares). For a brief period in 2017, before the corporate income taxes in the United States were lowered, our stock was trading greater than 20% above our intrinsic value estimate. That made me uncomfortable.

This year, a month after I finished the first draft of this letter, I smiled when I saw in Berkshire's 2017 Annual Shareholder letter that Mr. Buffett had inserted a chart showing that over four separate time periods, Berkshire's stock price had dropped between 37% - 59%. No, markets are not always efficient.

In a fickle market, a short-term stock price at a specific point in time is not our motivator, driver or barometer. The scorecard that motivates and drives our team is the number of loving, responsible pet owners we are helping budget for the veterinary care their pet deserves if/when their pet becomes sick or injured. The number of veterinarians and their staff who have the confidence to initiate conversations about Trupanion, and ultimately the success of our Territory Partners, is the barometer we use to gauge our progress and success.

## **A REMINDER OF THE PROBLEM WE ARE SOLVING, AND WHY WE EXIST**

At our core, the problem we are solving is simple. It is very difficult for pet owners to budget for veterinary expenses if/when their pets become sick or injured. What complicates this problem is the following (taken from "Top Investors Questions" at [www.investors.trupanion.com](http://www.investors.trupanion.com)):

- a. Pet owners do not know how to budget for the "average" cost of medical care for their pets, which varies dramatically by geography and pet breed.

Our cost-plus model is designed to spread the risk evenly within each category of pets. Our goal is to charge each pet the appropriate amount for their specific circumstances (e.g., breed, age at enrollment, geography, etc.) so that, in aggregate, the extra amount paid by lucky pets covers the veterinary costs incurred by unlucky pets. Some categories of pets tend to be more expensive, on average, than others, and our goal is to adjust pricing within each category to reflect those differences.

Once we understand the "average" cost for each sub-category, we add 30%, which results in Trupanion spending 70% of a pet owner's monthly costs paying veterinary invoices for pets that have become sick or injured. A Trupanion member should have





the same value proposition if one of their pets is \$20 per month (e.g., a domestic shorthair cat in Boise, Idaho) and the other is \$200 per month (e.g., an English Bulldog in Manhattan, NY).

I liken our value proposition to the Costco model, where Costco members inherently understand that whether they are purchasing a large flat screen TV, a bottle of Bordeaux, a can of tuna, or a roll of toilet paper, they are always getting the best value.

Compared to Costco, our product is less tangible. This makes it more difficult for the pet owners to distinguish our value proposition. This is why we work with veterinarians and their staff.

- b. Pet owners don't know whether their pet will be "average," "lucky" or "unlucky," so being able to budget for the "average" is not an effective solution for an individual pet owner.

As noted above, we spread the risk among thousands of pet owners so that, in aggregate, the extra amount paid by lucky pets covers the veterinary costs incurred by unlucky pets.

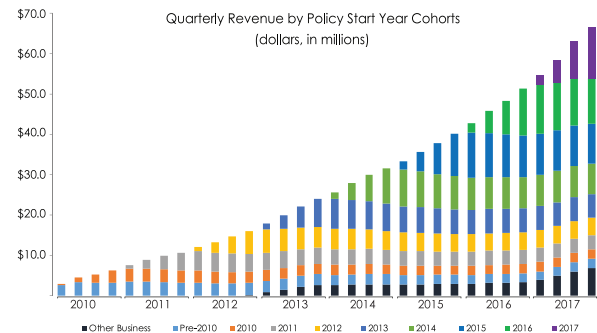
Said another way — any pet owner could get a quote for their specific breed or location and multiply their monthly quote by 70% to determine the average monthly veterinary costs for accidents and illness. They could put this money in a piggy bank every month, revisit it annually to understand the impact of inflation and utilization in their geographical area, and follow this pattern for their pet's entire life. If their pet ends up being "average," they will have zero money in their piggy bank at the end of their pet's life.

The problem with this piggy bank approach is that nobody knows whether their pet will be "average," "lucky" or "unlucky."

- c. Even if a pet ends up being "average" over its life, the timing of its accidents and illnesses may not align with its owner's budgeting approach.

To an informed, responsible and loving pet owner, Trupanion is a hedge (that costs them 30%, if their pet ends up being "average" over its entire life) that helps them budget for the unexpected cost of veterinary care if/when their pet becomes sick or injured.

Aided by the problem we are solving, our large under-penetrated market, and a business model based on direct-to-consumer, monthly-recurring revenue, we achieved the growth depicted below:



In the 2015 shareholder letter, I discussed an area that needed improvement: “While we are excited about the new additions to our team in 2015, we could have done a better job training them. Our company is unique, and it takes time to understand what we do. We can serve our new colleagues better if we spend more time up front educating them on our business as a whole.”

I am happy to inform our shareholders that 2017 was a year of education at Trupanion. We invested \$3.1 million or 1.3% of revenue in what we call TruUniversity, our training program. What this team has accomplished, building it from scratch, with little resources and no playbook, is impressive. In 2017, every new and existing employee and Territory Partner attended TruUniversity. Yes, like anything that is new, with hindsight we could have done some things better, but in the culture of WD40 we will iterate and keep improving. There is no doubt that we are making progress.

Last year at the annual shareholder meeting we introduced our 5 key long-term initiatives. They remain unchanged. Here is my scorecard on our progress in 2017:

<b>I. AOM EXPANSION</b>	<b>Decent progress, was hoping for a little more</b>	<b>B+</b>
<b>II. INCREASE CONVERSION RATES</b>	<b>Phone conversion rates were a definite A! Very cool. Unfortunately, our web conversions did not make enough progress early in the year and fell short of our goals.</b>	<b>B</b>
<b>III. AUTOMATED CLAIMS</b>	<b>Very close to going live in 2017. We will take it because it is an important part of our future and really, really hard to accomplish!</b>	<b>A-</b>
<b>IV. SAME-STORE SALES</b>	<b>A total grind, testing all year BUT with massive rays of sunshine at the end of the year, giving us confidence that we are learning some new skills.</b>	<b>B+</b>
<b>V. NIRVANA</b>	<b>Some progress on retention, but we won't be celebrating with margaritas on the beach this year.</b>	<b>C+</b>

We ended 2017 with 107 Territory Partners visiting approximately 20,000 unique veterinary clinics. In total, we estimate that we made an additional 85,000 face-to-face visits during the year, and in aggregate have made over half a million such visits since we entered the US market in 2008. By the end of 2017, we had Trupanion Express™ in more than 2,000 clinics, and \$40.4 million dollars of veterinary invoices were paid directly to veterinarians — an increase of 34% over the prior year. We will provide more insights into these metrics at the annual shareholder meeting on June 7th, 2018 in Seattle.

**EVERY YEAR THERE ARE THINGS WE SCREW UP AND THINGS WE LEARN THE HARD WAY. HERE IS MY LIST THIS YEAR:**

- a. I slow down the team and hurt our alignment when I poorly describe why something is important to the organization.
- b. We made some progress on Nirvana, but we need more.

In short, 2017 was better than 2016 but only had us return to 2015 levels. As a reminder, our Nirvana goal is to have our existing members add pets or refer friends at a level that equals, and thus counteracts, our monthly churn rate. Our monthly churn rate for the last 10 years was approximately 1.5% per month. For the last few years, our churn has been 1.4%. Our referral and add a pet, which we also measure as a percentage of our total members, was 0.7%, so our gap to Nirvana was 0.7%.





- c. I believe we are spending money on things that our members do not care about.

A simple example would be postage — we spend too much money on snail mail. In 2014, I stated, “The best subscription companies have a high cost of goods, an exceptional member experience, and the lowest frictional costs.” We must be focused on eliminating all frictional costs. This needs to be our version of frugality, and it is currently not a part of our collective DNA.

- d. We need to be better at trusting one another.

This is a prerequisite for innovation, nimbleness and ultimately, growth. Frequently, we agree on the “where” and the “what,” but we have too much cynicism on ideas around the “how.” More encouragement is needed.

- e. Some of our team members do not have a clear path to higher compensation if they stay in their same roles.

We actually made great progress around this issue across the organization this year, just not everywhere. We need to fix this!

In my opinion, the positive learnings and observations outnumbered the negative this year. Here are the ones that stick out in the positive column:

- a. I have sat in the call center for many years and it gives me the opportunity to feel and hear the voices of our customers and it is the intersection of our wins and failures. You can probably imagine that sitting close to me in the call center has its pros and cons. As a result, the team often moves around me. Over the years, this has provided me the opportunity to listen to tens of thousands of calls from dozens of team members. This year I received a new neighbor and had the honor and privilege of listening to the exceptional way she serves our members. It’s one of the best parts of my day.

The call center has been under a lot of stress in 2017 with turnover that was too high! Through it all, my neighbor just rocked it. I could not be more proud. Near the end of the year, she began to train and help others, giving me confidence in improvements we will see in the coming years.

- b. Our expanding data team achieved further progress in accurately pricing our sub-categories.

The results could be seen in the growth of both our ARPU and Lifetime Value of a Pet (LVP). As stated previously, ARPU increased 9% year over year, which was a short-term 3% to 4% more than what we otherwise expect on an ongoing annual basis. But it is the LVP’s growth that is the true long-term beneficiary of this accomplishment. Our LVP increased from \$631 to \$727, showcasing continued improvements and exceeding our stated goal of decreasing the number of sub-optimized categories from 17% to 8%. Remember, a higher LVP and the continued expansion in our Adjusted Operating Margin allows us to increase our target pet acquisition costs while maintaining or improving our expected IRR on acquisition spend.

At our core, accurately pricing by sub-category is one of our most important abilities, but it is only the first half of the story. The second half is lining up what we spend on



leads and conversions to ensure that we deploy our capital in line with our targeted IRR. The team really crushed it in 2017. As the marketing team began to tap their foot on the accelerator, the analytics team was sitting shotgun, acting as a great co-pilot. I believe the work and learnings from our analytics team in 2017 will pay dividends for the next 3-5 years as we learn how to deploy greater sums of our adjusted operating profits to enroll more pets.

- c. 2017 saw a change in the direction and name of our Human Resources team.

This team had always been tasked and funded as a recruitment arm of the company. We expanded the focus of this team to include many of the functions that our people deserve, and rechristened the team “People Operations” to better align with our culture.

- d. The finance team drove deeper understanding of how each department and its functions work together to drive positive growth in our intrinsic value.

Similar to the impact of the data team, I believe what the finance team accomplished by using our intrinsic value model to drive behavior, focus and investments will have a compounding impact over the decades ahead of us.

- e. I believe that we are beginning to do a better job selecting and aligning ourselves with long-term strategic partners.

We live in a world that crosses emotions, empathy, customer service, science, data, healthcare, regulations, and technology. The commonality is people. We are also learning that with stronger relationships with the individuals and personalities within our ecosystem (this could include business partners, vendors, fellow animal health companies, or individuals from the department of insurance), we are able to find common ground around our mission of helping pets receive the best veterinary care. This mission resonates with most of humanity — got to love the bond we all have with our pets!

- f. In writing this year's letter, I nearly forgot to highlight the efforts of our claims team. Reflecting on why the claims team was not on my radar, I have determined that it was because it just ran so smoothly.

The team paid over 700,000 veterinary invoices in 2017! They worked hard every day of the year, 24 hours a day, including New Year's day, Christmas day, and every snow day — all while paying faster and faster, driving us closer to our goal of paying 90% of invoices directly to the veterinarian within 5 minutes. The team rallied behind our efforts to learn more about automation, understanding how this will better the lives of pet owners and veterinarians. They accomplished all this while the department's annual turnover was less than 10%. A large locomotive running down the tracks is often overlooked, but its effectiveness is truly impressive. Well done team!

- g. In my opening comments, I mentioned that some of our most interesting learnings occurred in the back half of the year when our Pet Acquisition team (aka Sales & Marketing) began to tap their foot on the accelerator. I will let the shareholder meeting be a forum for most of our sharing in this area, but will summarize for you here.





In the back half of the year, we spent more aggressively in direct-to-consumer advertising in a few select markets. The second primary area of increased spend was focused on same-store sales, where we endeavor to learn how to have existing, active supportive hospitals more effectively and consistently introduce Trupanion to their loving, responsible pet owners. The results of these efforts showed little impact on the number of quality leads for the year, but did result in a modest 4% increase in conversion rates. Most of that increase showed up in the back half of the year with conversion rates up 7.5%. We were encouraged by these results.

In the 2015 shareholder letter I stated, "I remain committed to updating you on our progress toward our goals." One of our key goals since becoming a public company is achieving operational scale, which we define as having our adjusted operating profit margin at 15%. This is the profit we have from our existing clients before we spend more to add new pets. We said we would achieve this goal by spending 70% of revenue paying veterinary invoices (our cost of goods sold — COGS), 10% of variable expenses servicing our members and 5% on fixed expenses. In 2014, we said this might be ambitious, but we thought we could achieve this goal when we have between 650,000 and 750,000 pets. We also said we hoped to achieve this by the end of 2020. As we get nearer to the end of 2020, here is my update:

1. I remain confident we will hit our 15% target AOM when we have between 650,000 and 750,000 total enrolled pets.
2. I believe the expansion in our adjusted operating profit should be sufficient to pay for our desired growth in 2018, 2019, and 2020.
3. I am not yet confident in predicting our ability to cost-effectively add enough pets to have 650,000 pets by the end of 2020.

Before I can become confident about where our pet count will likely be by the end of 2020, we will need some more time for our Pet Acquisition team to fine-tune our ability to spend increasing amounts of available money. In a perfect world we would spend 70% of our PAC spend on reliable "core" lead and conversion methods that return us a 35% to 40% IRR. We would spend 20% of our PAC on "growth" areas where our IRR is between 5% and 25% as we are trying to optimize better leads or increase the conversion rates so we can hit our long-term IRR targets of 30% to 40%. The last 10% of our PAC spend will be on new "test" initiatives where we have no real idea what the results will be and therefore we will need to dynamically watch the results to determine if we move forward or stop the initiative.

In 2016, driven by our desire to be cash flow positive, and because our LVP was lower than we had previously anticipated, we spent approximately 95% of our PAC on core channels and conversion tools. In 2017, particularly in the back half of the year as our LVP and AOM both increased, we began to spend a higher percentage of our PAC dollars on "growth" and "test" initiatives. In 2017, our PAC spend was roughly broken-down as follows: 75% core, 15% growth, and 10% test. Please keep in mind that core and growth channels may have diminishing returns as we apply more volume, so we must continuously monitor the relationship of our target PAC spend to our LVP by each sub-category.

In the coming years, we expect that our adjusted operating income will continue to expand, giving us significantly more capital to spend on acquiring new pets while remaining cash-flow positive. Additionally, expansion in our adjusted operating margin, coupled with increasing



LVP would enable us to increase our allowable PAC spend, while maintaining our IRR hurdle rates and providing us with plenty of growth opportunities.

The table below is an illustrative example of what it may take to achieve 650,000 total enrolled pets by 2020, assuming ARPU growth of 5-6% and our current retention rates. We do not intend this to be a projection or guidance, but rather an illustrative example of a path to reaching this milestone. Our ability to spend increasing adjusted operating income each year at a higher PAC will determine how quickly we are actually able to reach 650,000 total enrolled pets. We are not able to predict the future, but this discussion and the table shown below highlight both our opportunity and our challenge. Can we deploy greater sums of capital and get the results we desire? My answer: I simply don't know yet; it will have to play itself out.

**TABLE 4 – THIS IS INTENDED AS AN ILLUSTRATIVE EXAMPLE OF WHAT THE PATH TO 650,000 TOTAL ENROLLED PETS MIGHT LOOK LIKE. THIS IS NOT A FORECAST, PROJECTION, OR GUIDANCE, NOR IS IT MEANT TO SHOW THE ONLY POSSIBLE PATHWAY TO REACH 650,000 TOTAL ENROLLED PETS.**

YEAR	2017	2018	2019	2020
AOM %	9.6%	11.5%	13%	14% (15% 12/20)
Approx AOI	\$23,400,000	\$30,000,000	\$40,000,000	\$50,000,000
IRR	36%	36%	36%	36%
PAC per pet target to hit the IRR of 36%	\$152	\$190	\$200	\$210
New Pets enrolled to end with 650,000	105,180	130,000	160,000	180,000
PAC spend if we hit IRR target and new pet target	\$18,400,000	\$24,700,000	\$32,000,000	\$37,800,000
Total enrolled pets	423,194	500,000	585,000	650,000

Several months ago I introduced to the team the Japanese term “Kuyashii.” For those doubters out there we say, “Thanks for inspiration; Kuyashii!”

## OUR MISSION

We talk about being mission-driven, and that helping pets receive the best veterinary care is why we come to work.

We talk about our vision — being the world's authority in medical insurance for cats and dogs. We talk about culture and alignment. In short, we agree with Peter Drucker that culture eats strategy for breakfast. Human beings want to be connected to something bigger than themselves, and they want to be a part of something that makes them feel good.

Pets provide us with unconditional love and we, as responsible, loving pet owners, want to take care of them the best way we can. This is what drives us!

The team was recently forwarded two correspondences from a Trupanion member. I think it captures these concepts better than I could ever articulate.







From: [REDACTED]  
Sent: October 18, 2017  
To: My TruStory  
Subject: [REDACTED]

Good evening,

It has taken me a long time to send this email, and I have to apologize that I haven't sent it earlier... We are still reeling from losing Jake this summer, and I am always thinking about how much I need to thank you for everything that you have done for us.

Jake came into my life unwelcomed. I had been fortunate to have the experience of sharing 16 years of my life with the perfect dog — a Jack Russell; I got him when I was 18, and my entire adult life was with him by my side. Even at 16, he was unstoppable. And then he met his match and was diagnosed with an inoperable tumour in his chest. Within days, he was gone, and I was alone. I had decided that he was THE dog, MY dog, and there was no way I could ever consider having another. I had already had my dog.

Then, I learned of Jake. He had been surrendered to the vet to be euthanized because he was so difficult. He was desperate for a home. He had endured four homes in two years, and he was a chronic runaway, filled with anxiety. I said no. I had already had my dog. Months and months went by, and Jake entered my life again. Time was running out for him. I said no. Several months later, the offer came again. I decided that the best way to end it once and for all was to take him for a weekend trial, show that he wasn't a good fit for me, and then it would be resolved. I picked



him up for the weekend and put him through every test I could think of. He came to the barn so I could assess him around horses. We went for drives and walks and encountered other dogs. The final test was children. I brought him to meet my three year old niece. I will never forget the moment I looked out the window to see my niece pulling Jake behind her in a wagon. And he was wearing a bonnet. I remember thinking in that moment that I had never seen a dog try harder, and even my perfect little dog wouldn't have endured such embarrassment. And that was the moment that Jake became mine.

With that said, he was never truly mine. He was a free spirit, never really feeling like he had a home. He struggled with separation anxiety. He made his own rules. The honeymoon period wore off very quickly, and I learned that Jake believed in trying hard...to do the wrong thing. He lived by one rule, and one rule only: Look at every single situation and ask yourself, "How can I make this worse?" He ran away constantly. He once leapt out the car on Whyte Ave and ran through traffic. He pooped in my lunch box. When you called him, he would make eye contact to let you know he heard you, and then went the other way. He ate well placed holes in any piece of clothing accidentally left on the ground. He snored so unabashedly we nicknamed him "Darth Jaker." He peed on any bag, any piece of plastic, anything he could use as an excuse to break the rules. He would wait for you to finally sit down and put your feet up, and then immediately whine to go outside. My favourite Jake moments involved him stranded on the dining room table (after scrambling up to forage for food), and peeing down the heating vents in the house.

For years, I have described Jake as being hard to love. I work with teenagers, and we often say that those in need of love are often the hardest to love. The same applied to Jake, and in moments when my patience waned, I reminded myself how much of a deficit of love he had in his life, and he needed to know that no matter what he did, we would still love him. He was a source of endless stories with his attempts to be the worst dog ever.

It was difficult when Jake was diagnosed with diabetes. The veterinarian immediately started to describe the option of euthanizing him, as that is what most people do when faced with the endless bills associated with ongoing treatment. I can't thank you enough for supporting us in moving the opposite direction — towards daily needles and insulin and testing. We set off on our journey to treat Jake for the rest of his life. And we thought that we had it under control.

We went on vacation in August with our whole extended family, meaning that the dogs were going to a boarding facility. And while we were away, the worst case scenario occurred when Jake suffered several diabetes related complications. It was my worst nightmare to be in another country, and not be there for Jake. We had to make decisions without being there, but we knew that we could send him to Guardian Vet, seek treatment and support, because he had Trupanion. Guardian Vet was amazing as well, stabilizing Jake, and we flew home to see him.

I still struggle when I think about those days, and my poor Jake. He suffered significant irreparable neurological damage as a result of the diabetes, and I came home to a different dog. He was stable, but he lost his vision and did not recognize



us or our other dog. He lost all those infuriating personality traits and all of his idiosyncrasies. Worst of all, he no longer looked at every situation and asked himself, "How can I make this worse?" And it was at that moment that I realized he was never hard to love. He had stolen my heart. And when we lost him, we lost all of the good stories in our house, all of the ridiculous laughing and fun, and all of his crazy energy.

In the days and weeks and months that followed, he was on my mind constantly. I was seeking out anyone who wanted to think about him with me, share stories about him with me, and keep him in our lives as much as if he was still alive. I cried when I received his reimbursement cheque from Trupanion, with a kind note acknowledging our loss. And I was moved to receive an email letting me know that his policy had been terminated without me needing to initiate the process. That is an incredibly thoughtful service to provide for those of us who have lost a family member. But then, I opened a card from Trupanion, and I was blown away by the kind words and signatures of all the people who cared about Jake. This poor dog came from a place of having no one who loved him enough to stay by his side, and throughout his entire life he tested people as if to prove that they would give up on him and pass him along to someone else.

Thank you for sticking by his side and loving him,



This email was shared with the claims department, and most were in tears. They asked a claims team member (and aspiring artist) to paint a picture of Jake from one of the photos She sent along in her thank you note. She captured Jake brilliantly. She received the painting, along with a card signed by the team. She then sent the following message:



I came home from work today to find a package on my doorstep. I was surprised and confused to see it was from Trupanion, and more confused to open it to see bubble wrap!

There are no words for how incredibly overwhelmed I am right now. My mind was racing ahead of my hands as I opened it, realizing it was a frame and wondering what strange gift Trupanion sends out to people who get two puppies at the same time (that's right...I will explain in a moment). I immediately burst into tears to see Jake looking back at me.

I am speechless, overwhelmed with awe and gratitude and thankfulness. It might sound crazy...but overwhelmed with love for each person who had a part in this incredible gift. Please please pass on my love to Andre for bringing Jakey back to life for us... and for the kind words of Gina, Kathryn, Rei, Main, Emily, Kortney, Stella, Marissa, and Heather. (And my apologies for misspelling any names!).





I feel like you all exist in an exhausting, stressful, and thankless job, and that many of us have taken you for granted as we submit claims with fingers crossed. But I can tell you, without a doubt, that you all have had a profound impact on our lives. Like I mentioned before, Jake was hard to love at times, and he could count his allies on one paw. But man...we are feeling the love. Grief is a wily foe, laying low and then coming back with a vengeance. But it is so powerful to know we are not alone. Thank you for that.

MacGyver and I really struggled in the months following losing Jake, his loss felt 2000 times his actual size. Poor Mac was depressed and we struggled to get him to do anything, and we struggled to determine the right course of action. He's an odd duck as well, and we weren't sure whether a new dog would be welcomed. He missed his Jake. Eventually we decided that a new dog was the best route, but after several months of searching for a new rescue dog with no success, we decided to look for a puppy. And that might have been when we lost our minds...I found the right puppy for the job — to be Mac's friend and be chill, but upon visiting them, Brendon fell in love with another. It is all Jake's fault, of course, because just one puppy can not possibly fill the void left by Jake. So, we got two.

Life is once again filled with the chaos that we were missing. Emerson and Khali each remind us of Jake in different ways, and we can once again shake our heads at the bizarre choices being made...like jumping into the shower, opening the back door to let themselves outside, carrying socks and shoes outside, and of course...there is A LOT of pee.

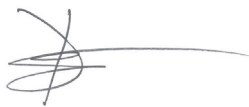
We didn't hesitate for a moment when it came to starting policies for each one of these babies, and that is because of the care, and love, we received from the Trupanion team.

Thank you, from the bottom of my heart, for the most incredible surprise today, for Andre's incredible talents, for Stella's suggestion that Jake becomes a children's book, and for Emily sharing that Jake's story is printed out on her desk. Please pass on my condolences to Stella for her loss of Moses, and to Emily for losing her dog as well. I wish I could do something...like you all have done for me.

Thank you for your big heart and kind words. I would love to meet you in person some time and give you a hug to thank you for all that you have done. There just aren't enough words.

Love, [REDACTED]

I believe that over the long run, doing things the right way, for the right reasons, will outperform all other motivations. We hope to see you at the shareholder meeting in Seattle, June 7, 2018.



— Darryl Rawlings, CEO & Founder



## END NOTES

<sup>1</sup> In this letter and our other publicly available reports, we present certain non-GAAP measures, including adjusted EBITDA, variable expenses, fixed expenses, adjusted operating income, adjusted operating margin, and acquisition cost. These non-GAAP financial measures may not provide information that is directly comparable to that provided by other companies in our industry as other companies in our industry may calculate or use non-GAAP financial measures differently. In addition, there are limitations in using non-GAAP financial measures because they are not prepared in accordance with GAAP and exclude expenses that may have a material impact on Trupanion's reported financial results. The presentation and utilization of non-GAAP financial measures is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with GAAP. Trupanion urges its investors to review the reconciliation of its non-GAAP financial measures to the most directly comparable GAAP financial measures in its consolidated financial statements, and not to rely on any single financial or operating measure to evaluate its business. These reconciliations are included within our Supplemental Financial Information provided with the Q4 earnings release on Trupanion's Investor Relations website.

Because of varying available valuation methodologies, subjective assumptions and the variety of equity instruments that can impact a company's non-cash expenses, Trupanion believes that providing various non-GAAP financial measures that exclude stock-based compensation expense and depreciation and amortization expense allows for more meaningful comparisons between its operating results from period to period. Trupanion offsets sales and marketing expense with sign-up fee revenue in the calculation of net acquisition cost because it collects sign-up fee revenue from new members at the time of enrollment and considers it to be an offset to a portion of Trupanion's sales and marketing expenses. Trupanion believes this allows it to calculate and present financial measures in a consistent manner across periods. Trupanion's management believes that the non-GAAP financial measures and the related financial measures derived from them are important tools for financial and operational decision-making and for evaluating operating results over different periods of time.

<sup>2</sup> The IRR was calculated assuming the new pets we enrolled during the year will behave as an average pet with the same \$727 LVP and 9.6% adjusted operating margin (AOM) as our overall subscription pets achieved in 2017.

### DISCLAIMER

This letter contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and section 27A of the Securities Act of 1933, as amended (Securities Act). All statements contained in this letter other than statements of historical fact, including statements regarding lifetime values of a pet, discounted cash flows and our intrinsic value model, future results of operations and financial position (including ARPU, AOM, AOI, IRR, PAC, and new pets enrolled), our business strategy and plans and our objectives for future operations, are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "model," "plan," "potentially," "predict," "project," "target," "will," "would," and similar expressions that convey uncertainty of future events or outcomes, are intended to identify forward-looking statements.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the heading "Risk Factors" in our Annual Report on Form 10-K and other filings we make from time to time with the Securities and Exchange Commission. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. 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 forward-looking events and circumstances discussed in this letter may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely on forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. We undertake no obligation to update publicly any forward-looking statements for any reason, except as required by law.







trupanion™

Medical insurance for the life of your pet.

2014 Shareholder Letter



# 2014

## TO OUR SHAREHOLDERS

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*2014 ended with our 1,000,000th veterinary invoice being paid after a member's pet, a mixed breed dog named Marlee, became sick. We enrolled our first pet in 2000, and a lot has changed since then, yet it is humbling to recognize that our mission is as applicable today as it was when I started the company – arguably more. In Marlee's case, she required only \$13.18 of medication to solve her problem, but over the years we have seen other members' pets pass \$30,000 and \$40,000 in paid veterinary invoices. No claim is too big or too small for Trupanion!*

As this is our first shareholder letter as a public company, I would like to take this opportunity to provide a better understanding of how we at Trupanion operate and think.

By the end of this letter, I hope you will understand that not only do we care about creating shareholder wealth, but we truly care about our shareholders as integral team members. Our plan now includes achieving free cash flow positive by the end of Q2 2016. In the next five years, we plan to achieve scale, which we define as 650,000-750,000 pets. At scale, our target is to have 5% fixed expenses and a 15% discretionary margin from our subscription business (before sales and marketing), with our discretionary income funding all our growth, including our capital requirements. This may be aggressive, but I commit to updating you on our progress toward these goals every year. If you are already an investor, I hope you feel comfortable with your decision. If you are not yet a shareholder, I hope you consider adding us to your long-term portfolio.

In our view, the role of a publicly-traded company is to create shareholder wealth by solving a large problem with a unique and defensible solution while aligning the interests of all of our constituents. Our constituents include responsible, loving pet owners; veterinarians and their co-workers; Trupanion Territory Partners; Trupanion employees; and Trupanion shareholders.

“...RESPONSIBLE, LOVING PET OWNERS — DO NOT WANT A RETURN ON INVESTMENT. NOBODY IN THEIR RIGHT MIND WANTS THEIR PET TO BE ‘UNLUCKY’ OR EVEN ‘AVERAGE.’”

## The problem Trupanion is solving

Pet owners in North America spent \$55 billion caring for the 180 million dogs and cats last year, and that number is expected to increase in 2015. Responsible, loving pet owners understand how to take care of their dogs and cats. We exercise them, play with them, feed them high-quality food, and make sure they receive preventive health care like flea control, dental cleanings, and annual checkups. They sleep in our bed and on our couches, we use them as our screen savers — and we spent \$500 million dressing them up for Halloween last year. But, most of all, we love them as they love us... unconditionally.

Where we as responsible pet owners struggle is when they become sick or injured. We know where to go for help - our trusted local veterinarian. But we stress over budgeting and planning for the cost of that veterinary care.

Why is this such a challenge? A few reasons:

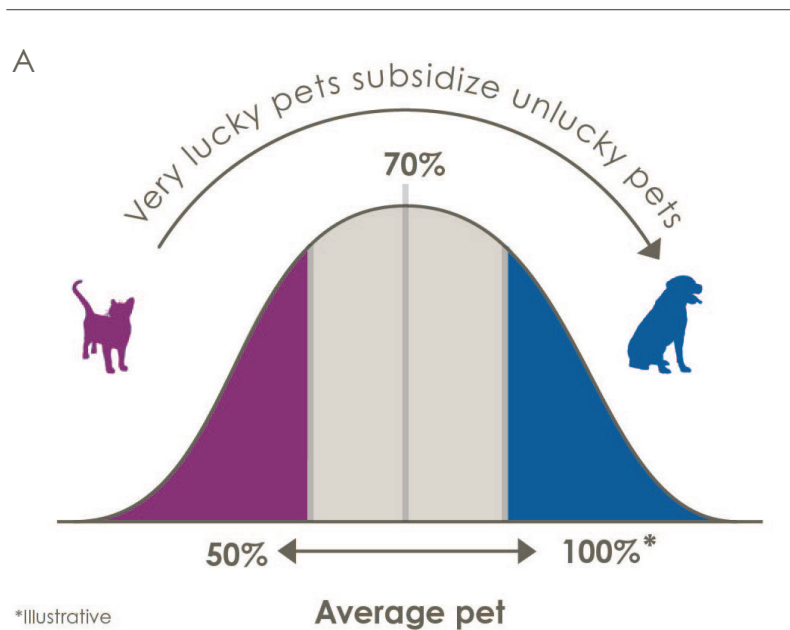
1. We have no idea if our pet is going to be “lucky,” “unlucky,” or “average.”
2. Accidents and illnesses do not occur at convenient or predictable times.
3. The local cost of veterinary care varies by a wide margin by hospital and an even wider margin if you include referral, specialty and 24-hour emergency hospitals.
4. The risk profile of each cat and dog is very different.
5. Large veterinary invoices now can cost \$10,000, \$20,000, \$30,000 — up to \$40,000; therefore scrambling for a credit card is no longer a viable option.

Trupanion solves these problems by sharing the risk equally between the “lucky,” “unlucky,” and “average” dog or cat, taking into account the local cost of veterinary care, and the risk profile of the pet.

These factors allow us to create “price” categories - over 1.2 million price categories last year. These categories are designed to let us share risks equally and fairly among the “lucky,” “unlucky,” or “average” dog or cat. For example, one category is “Golden Retrievers,” another is “dog residing in Santa Barbara,” and a third is “cats enrolling at the age of six.”

We do not try to predict the future. Our responsibility is to understand the costs associated with each category and its underlying trend, and then add a 30% margin. This “cost plus” approach allows us to pay 70 cents on the dollar to the “average” pet owner over the life of their pet (see graph A).

It is important to note that our members - responsible, loving pet owners - do not want a return on investment. Nobody in their right mind wants their pet to be “unlucky” or even “average.” Our members say, “I hope we never need to use Trupanion, but I feel better knowing that if we do, Trupanion will do what they say.” Stop and think about this for a minute... maybe three minutes if you are not a pet owner.



## Defensible solution

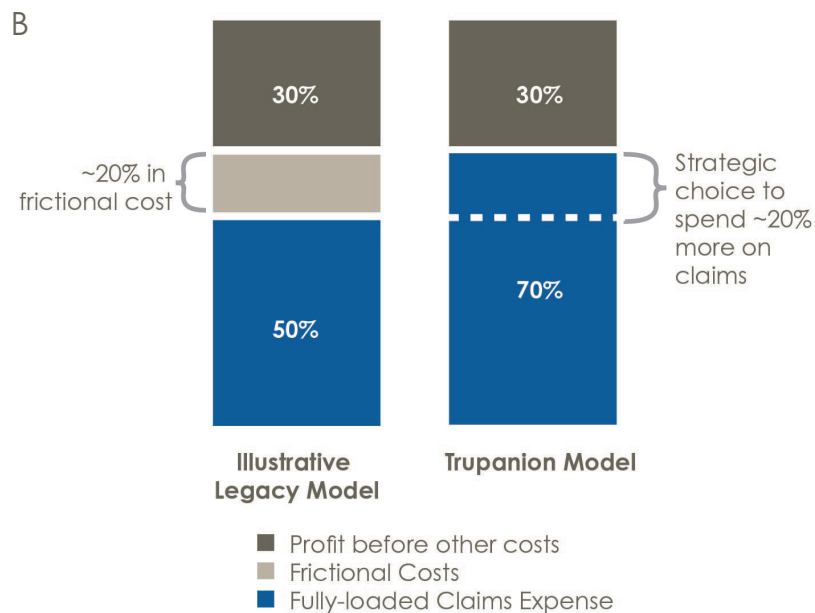
We believe that we have a unique long-term defensible solution. It starts and ends with being the low-cost operator, meaning that our cost to administer and the cost to acquire new members are lowest in North America and very difficult for any existing or new company to emulate. This does not mean that our product will be cheapest in the market; it means that we have the ability to consistently use a higher percentage of our members’ monthly subscription fees toward paying veterinary invoices (see graph B on next page).

To be completely fair and transparent, it is our underlying costs that are low today. Similar to OpenTable when they went public, our costs in an existing, established market are low. In new

“OUR PROPRIETARY DATABASE HAS BEEN BUILT OVER 15 YEARS USING OVER 7.5 MILLION PET MONTHS OF INFORMATION AND INCLUDES OVER 1 MILLION CLAIMS.”

markets, until we reach scale, the cost of acquiring new pets will be higher. Likewise, our fixed expenses, which include our G&A and our technology investments, will run higher for the short term as we invest ahead of scale to be the long-term category leader.

Trupanion’s proprietary data has given us a unique advantage in the marketplace. We have a central team of analysts of varying backgrounds (actuary, finance, math, engineering) who serve as the “truth department” and support all areas of the business. They provide transparency into company data for better decision-making and use advanced techniques to extract insights from this data. Our proprietary database has been built over 15 years using over 7.5 million pet months of information and includes over 1 million claims. Pricing accurately allows us to share our high value proposition with each pet owner. We are confident that we lead the industry with our data analytics. Knowing what I know today, it would take me over 13 years to replicate our 15 years of data.



One of the biggest differentiators for Trupanion is our unique approach to the market through a field team we call Territory Partners. We fundamentally believe that support from veterinarians is critical to driving broader acceptance of medical insurance for pets in North America. We have built our success around this belief, making pet owners aware of our solution by using Territory Partners to educate veterinarians, and encouraging them to actively recommend Trupanion in their hospitals. Territory Partners build relationships and trust with veterinarians as the local face of Trupanion. In 2014, we estimate that we made over 80,000 face-to-face visits. Over the last 15 years we’ve made hundreds of thousands of visits with veterinarians.

At the end of 2014, we had 70 people in the field and we expect to have 85 by the end of 2015. We ended 2014 with over 6,000 active hospitals, compared to over 5,000 active hospitals at the



C

## Trupanion's Territory Partner Model



end of 2013. An active hospital is not a hospital that displays our brochures, but a hospital that has had a pet enrolled over the previous three months.

This approach is effective at creating members and efficient from a pet acquisition cost perspective (see graph C).

In order to maintain these important veterinary relationships, we are consistently looking for ways to enhance the Trupanion experience in the hospital. Trupanion Express™ is our no-cost software solution that revolutionizes the member experience and removes a major barrier — the reimbursement model — that has historically existed between “pet insurance” providers and veterinarians. For pet owners, their 90% coverage through Trupanion is paid directly to the veterinarian at the time of invoice — dramatically reducing out-of-pocket costs. For veterinarians, Trupanion coverage enables them to move forward with “plan A” care for any sick or injured pet while growing their top and bottom lines. In the process,

Trupanion collects additional proprietary data to further improve our pricing accuracy, while maintaining a strong relationship with supportive hospitals. At the end of 2014, we had approximately 175 of our 6,000 active hospitals using Trupanion Express™. These hospitals are among our most active, representing over 20% of our claims dollars. While still early, following implementation, we’re seeing improved referral and conversion rates. Longer term, we also expect this to aid retention rates (see graph D on next page).

Data analytics, expansion of our Territory Partner sales force, and focus on Trupanion Express™ are all strategic investments aimed at scaling our business and driving the penetration of medical insurance for pets north of the approximately 1% it is today in the United States and Canada.

## Aligning the interests of all of our constituents

Responsible, loving pet owners want a solution to their underlying problem of budgeting for the costs of veterinary care if their pet becomes sick or injured. They demand coverage for the medical issues most likely to occur to their pets. They want to use their veterinarian of choice and to have 90% of the actual invoice paid directly to their veterinarian so they do

not have to come out of pocket and suffer through a cumbersome reimbursement model. They do not want to be penalized if their pet becomes “unlucky.” Most importantly, they want value. Unfortunately, pet owners were not seeing these things offered in the traditional products available on the market.

From day one, I have been dedicated to meeting these needs and today we offer a superior product that is inherently different than what

D



“THE VALUE OF THE TRUPANION SOLUTION COMES IN THE FORM OF PAYING THE INDUSTRY’S HIGHEST SUSTAINABLE PERCENTAGE BETWEEN WHAT PET OWNERS PAY IN THE WAY OF MONTHLY COST AND WHAT WE PAY IN VETERINARY INVOICES FOR THE ‘AVERAGE PET.’”

pet owners perceive as pet insurance in North America. In fact, we do not describe ourselves as “pet insurance” — we are medical insurance for cats and dogs. Why is that? Each pet owner you meet will have a different perception of what “pet insurance” is — wellness-only coverage, accident-only coverage, an HMO-like product that restricts where you can get care, fee schedules that restrict how much care you can receive, and unequivocally all reimbursement-based.

We clearly solve all of these problems — and more. We cover hereditary and congenital conditions (those things most likely to happen to a pet), we don’t raise rates because a pet has claims, we have no payout limits, and we’re eliminating the reimbursement model with Trupanion Express™. The value of the Trupanion solution comes in the form of paying the industry’s highest sustainable percentage between what pet owners pay in the way of monthly cost and what we pay in veterinary invoices

for the “average pet.” This is a strong value not only for the pet owner — but for the veterinarian and the pet as well. We’re aligning the interests of the pet owner and the veterinarian, allowing both parties to focus on providing the best care, rather than the cost.

I would like to draw a comparison between Trupanion and another subscription membership company that I greatly admire. Costco members inherently understand if they are purchasing a 60” flat screen, a bottle of Bordeaux, a can of tuna, or a roll of toilet paper, that they are always getting the best deal. Trupanion members need to know that whether they are paying \$33/month for their cat or \$144/month for their Bulldog, they are getting the industry’s best deal, for a product that works, and from a company they can trust (see graph E).

**E Value Per Category\***



\*Illustrative.  
 \*\*Assumes 2-year old pet selecting a \$100 deductible

## Let's have a discussion about veterinarians, the cost of veterinary care and our philosophy around these items

Trupanion has been built from the ground-up based on our relationships with veterinarians and their staff. They are extremely loyal and consistent once we earn their trust. Veterinarians and their staff chose their occupation because they love pets. Getting into veterinary school can be more difficult than getting into medical school or dental school. Yet veterinarians earn considerably less than their counterparts on the human side.

The delivery of veterinary medicine is thriving. There are 28,000 veterinary hospitals across North America and approximately 26,000 are independently owned. They are extremely efficient, providing the same surgeries, medicine, diagnostics, and hospitalization as their human counterparts at a fraction of the cost. The costs of veterinary care are market-driven due to such a high percentage of independent hospitals serving the needs of their local pet owners in a way that sets their hospital apart from the competition down the street or around the corner. Veterinarians are also highly respected within their community, often rated among the highest professions alongside medical doctors and pharmacists.

Understanding the motivations, values and perspectives of veterinarians and their staff is critical to our long-term success. They do not want their industry screwed up like the human side. This means no to any HMO-like models. Having insurance companies drive the pricing of care or selection of hospital is not acceptable. They want to serve their clients' needs, not waste their time on filling out forms. They know the difference between a high-quality product and one that has limitations and exclusions. They understand what appropriate care is and are passionate about providing it. Compassionate euthanasia is a part of veterinary medicine, and will always be a part of veterinary medicine; but economic euthanasia is heartbreaking to all veterinarians and their staff. Finally, they agree that medical insurance for cats and dogs is for catastrophic issues, not wellness or routine care.

Trupanion's product pays 90% of the veterinarian's actual invoice for all diagnostics, surgeries, medications, and hospital care. We have no payout limits - period. We do not penalize pet owners if their pet becomes sick or is injured. We cover all medical conditions that arise after a pet owner gets Trupanion; this includes the things most likely to occur to their pet's breed, known as congenital or hereditary conditions. Trupanion has only one simple plan, so it is easy for veterinarians and their staff to understand and therefore explain to their clients. Trupanion has the ability to integrate with the veterinarian's practice management



"WE ARE NOT TRYING TO CONTROL THE COST OF VETERINARY CARE; WE ARE SIMPLY TRYING TO UNDERSTAND THE COSTS FOR THE AVERAGE PET IN EACH CATEGORY, AND ADD A 30% MARGIN."

software, so we replace cumbersome paperwork with a couple of clicks and the ability to pay the veterinarian directly.

We are not trying to control the cost of veterinary care; we are simply trying to understand the costs for the average pet in each category, and add a 30% margin. This makes the budgeting manageable to the responsible, loving pet owner.

## Why our values are so important

Trupanion employees love pets. On an average day in our Seattle office we will have about 400 employees working alongside 200+ dogs and cats. This is an important part of our culture, as our four-legged friends constantly remind us why we come to work. To ensure the comfort of all the pets, we have full-time dog walkers. Our average employee has years of experience in veterinary hospitals, shelters, doggy day cares or other related fields. Similar to the demographics of a veterinary hospital, we have a high percentage of female employees between the ages of 24 and 40. In January, to supplement our dog walking services, we launched a child care center for our employees with two-legged children under the age of three.

Another Seattle company that we admire is Starbucks and in particular their values on "social conscience." We at Trupanion believe

that our environment and values are critical to our long-term success. We feel strongly that everyone at Trupanion is equally important; we all have the same size desk and the same benefits regardless of whether we are hourly or salaried or our tenure with the company. We want everyone to be fulfilled and comfortable being themselves. We have a sign on our wall that shows the Oscar Wilde quote, "Be yourself, everyone else is taken" and we take that motto seriously.

Our values are not something we put on marketing materials - they are beliefs or traits that are shared by our community and define our culture. We believe that the values of a company are similar to the characteristics of an individual. If you were to describe a friend to a co-worker you may use words like smart, funny, loyal, and crazy. The combination of these words would paint a picture to your co-worker about your friend. If a pet owner or veterinarian describes Trupanion in a way that lines up with our values, then we have the underpinning of a Brand. Our values are:

- We do what we say
- Simple is better
- We do not punish unlucky pets
- We're innovative and fair
- We love pets!

Our values are listed in the order of priority — if someone loves pets, but they do not do what they say? That individual does not belong at Trupanion.

## Shareholders have been with us since the beginning

I started Trupanion 15 years ago in Vancouver, BC. From the beginning, I have had shareholders. For the first few years the company was bootstrapped with my personal proceeds earned from the sale of my cigar business, and from the trust of eight individuals who invested \$25,000 each. Several years later, and before taking on any institutional investors, we agreed to pay \$35,000 to each of the eight individuals and they kept 100% of their shares. It was very important then, as it is today, to repay shareholders and to do what we say.

Our commitment to our institutional investors was to take our learnings from our first seven years in Canada and to create and build a category for medical insurance for cats and dogs in the United States & Canada. In 2008, we said that we would build relationships with veterinarians, get the underpinnings of a consumer brand, expand upon our data, focus on the consumer experience, and take the company public in 2014.

On July 18, 2014 we took Trupanion (TRUP) public on the New York Stock Exchange and embarked life as a public company.

## 2014 performance

First, an overview. While becoming a public company was a major milestone, it was truly only one moment in time for us. We had a full year of hard work, accomplishments, and setbacks. I believe we did several things well and several things poorly in 2014, and I'll outline them here.

**In the negative column**, we disappointed ourselves and others by having a pricing miss in Q3 & Q4, which was outside of our allowable tolerance and affected our gross margin. For this miss I blame myself. For several years we had been extremely accurate at our pricing, so much so that I became overly confident and focused on weaker areas of our business.

Primarily, I focused on improving the quality, selection and training of our national sales force of Territory Partners (an area we began to fumble in 2012 and 2013), as well as preparing to take the company public. What I didn't account for during this time was the speed in which the company was able to execute change in processes. I had a flat organizational structure and unfortunately I was a critical component in disseminating information across departments. Said another way, the impact of the way we were changing our claims process was not clearly understood in our pricing department and we got surprised. The organizational structure was adjusted in the fourth quarter of 2014 and we now have five clear owners of every key metric and line item

on our profit and loss and cash flow statements. These owners meet weekly and I am no longer a barrier to the dissemination of information.

The second area where we let ourselves down was holding on to some people longer than we should have, specifically some Territory Partners who we had previously on-boarded too quickly and, to be fair to them, without enough training and tools to increase their odds of being successful. When talking about having the right people in the right seat on the bus, my experience tells me this will not be the last time we acknowledge this failure.

A third area that disappointed me was our focus on increasing enrollments and same-store sales ahead of a more foundational goal of increasing enrollments by adding more active hospitals. It would be lovely to do both well, but we mixed up the priorities last year.

**In the positive column**, we believe we raised more than enough money to carry us through to cash flow positive. We have no intention of going back to the markets to raise additional capital.

To set appropriate expectations clearly, I should caveat that if we miraculously discover a new lever that will dramatically and cost-effectively change our growth projection curve, and it requires additional capital, we will do what's best for the company and shareholders long-term. I put this miraculous new lever probability somewhere between very low and extremely low. After 15 years, we are not expecting to find a silver bullet.

Second, we have improved the hiring, training and selection of our Territory Partners. In 2014, we launched a program we call "Trupanion University" where current and prospective Territory Partners participate in an extensive three-week training on Trupanion.

Third, we have significantly advanced our knowledge, product and processes to allow us to improve our member experience, facilitating our long-term goal of paying veterinarians directly and eliminating the cumbersome reimbursement model. Trupanion Express™ is very important to our long-term ambitions and in 2015 we intend to learn much more to ensure we get the full impact when we are eventually deployed throughout North America.

## Let's move on to the numbers

We are not at the stage where I can start talking about earnings per share. What I can go over is the top line, bottom line, and some of our key metrics. But first, it's important to understand how we think about our business metrics internally. We use the old-fashioned cash flow method.

We collect cash at the beginning of the month, and then pay veterinary invoices, variable expenses to support member service, taxes and fees, and fixed expenses in the way of technology and general and administrative expense (G&A). The remaining cash, before sales and marketing, is what we term our "discretionary income." We can choose to

spend this discretionary income to acquire new members, invest in foundational one-time initiatives, re-purchase shares, or one day, distribute to our shareholders.

Please note our discretionary income is not recognized by GAAP accounting or the SEC, but we certainly are not the first direct-to-consumer subscription company that thinks about their business this way. John Malone and TCI (the cable company) in the late seventies introduced the investment community to the term EBITDA when they needed to describe cash flow in their business in lieu of earnings per share. TCI shareholders were well rewarded when they educated themselves in how they managed their business based on cash.

It should also be noted that the discrepancy between our actual cash flow and GAAP accounting for revenue is approximately 200 basis points in the positive direction. The two-point swing is related to the requirement to defer approximately half of a month's revenue forward one month as our members pay on differing days during the month and receive a month of coverage.

Back to the GAAP accounting and other key metrics in 2014:

- Revenue was \$116M
- AEBIDTA was a loss of (-\$10M)
- Free cash flow was (-\$16M)
- Adjusted Revenue Per Pet (our version of ARPU) was \$44 per month

- PAC was \$119 (pet acquisition cost)
- LVP was \$590 (lifetime value of a pet)
- LVP/PAC was 5.0X
- Discretionary income was \$3M

All the above key metrics, excluding fluctuations in foreign exchange rates, were at or slightly ahead of analyst consensus.

## Notable milestones in 2014

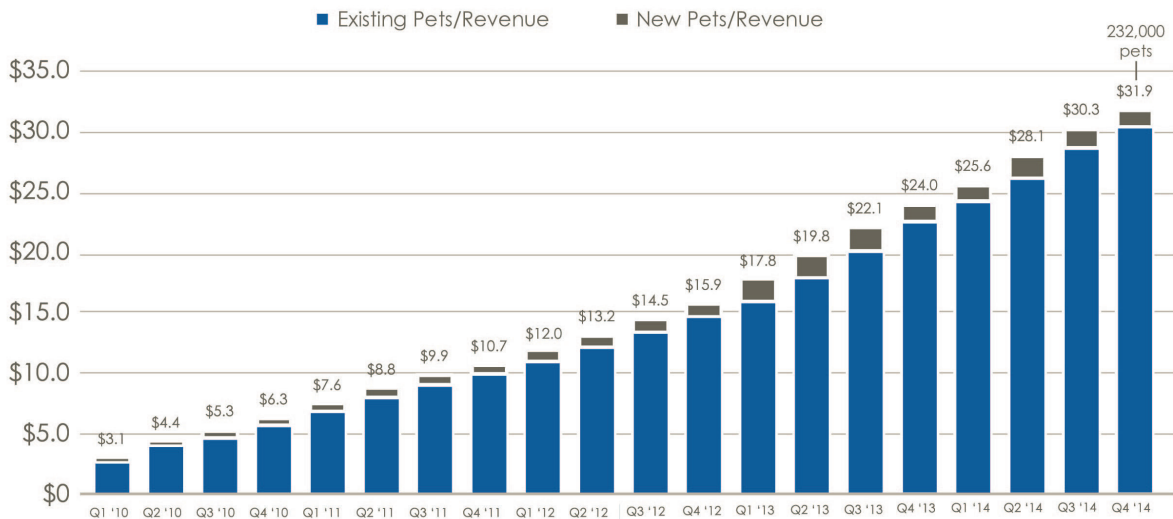
- 2014 showed continued revenue and pet growth (see graph F on page 14).
- We added 213 people to our home office team — that is 44% growth over 2013. We also welcomed 67 new pets to the office, making our Trupanion family now a total of 227 pets and 413 employees— a 1:2 pet to human ratio.
- We launched the US Veterans Service Dog Program, working with the US Department of Veterans Affairs. Through this program, approved veterans' service dogs receive quality veterinary care and Trupanion covers 100% of all coverable expenses — this includes treatment for pre-existing conditions and wellness and preventive exams, as well as everything covered for Trupanion's members. This program shows up in our "Other Business" section of our P&L.



- Our Member Care team initiated a new partnership with Aspect, a workforce management solution, to help deliver exceptional service. Aspect allows Trupanion members to move from channel to channel and connect to the same team member. Almost overnight, Trupanion shaved 30 seconds off average wait times by leveraging skills-based routing. Aspect technology has also helped Trupanion improve timeliness of email responses and stay within service level goals.
- We made our stock market debut on the New York Stock Exchange. Several team members traveled to New York City to ring the closing bell. The traditional celebratory dinner was held picnic-style in Central Park while we dined on Shake Shack burgers. The rest of the office partied at home with champagne and cupcakes. Our stock opened at \$10 per share, and we raised \$82 million.
- We launched our new website — a robust, fully responsive, world-class web platform and what we believe is the best possible ‘front door’ for Trupanion. After its launch, The Interactive Media Council named Trupanion.com the winner of the 2014 Interactive Media Award for Best in Class Website.
- We hosted a three-day conference in downtown Seattle for our Territory Partner sales force. The conference featured keynote speakers Richard Galanti, Costco CFO; Howard Schultz, Starbucks CEO; David Loewe, Seattle Humane Society CEO; and Kristin Hamilton, Koru CEO.
- Our Chief Technology Officer, Craig Susen, was awarded the CTO of the Year Innovator Award.
- Through our Member Donation Program, our members donated over \$104,000 to charities across the United States and Canada. These charities include The American Humane Association, National Canine Cancer Foundation, The Farley Foundation, and the BC SPCA Biscuit Fund. We also donated 9,107 pounds of pet food to the Seattle Humane Society in our annual pet food drive and sponsored 19 children in need for the holidays.
- Our Child Care Center hosted its open house. The center is available to Trupanion employees at no cost, and serves children aged 6 weeks to 2.5 years. The Child Care Center was officially opened January 5.
- We ended the year with 232,000 enrolled pets, 70 regional sales people in the field and 6,073 active hospitals.

F

## Total Revenue by New vs. Existing Pets\*



\*All revenue amounts reflect adjusted revenue, in millions. For a description of how we calculate adjusted revenue, see "Management's Discussion and Analysis of Financial Conditions and Results of Operations – Non-GAAP Financial Measures." Existing Pets/Revenue reflects adjusted revenue from subscription pets who had active subscriptions at the beginning of the quarter and recurring adjusted revenue from our other business segment. New pets/revenue reflects adjusted revenue from subscription pets enrolling during the quarter and adjusted revenue added during the quarter from our other business segment.

## Our business model

Our business model is simple. But the execution of our business model is challenging. It requires focus, years of data, and a great team.

Our business model is similar to the cable industry in the 1960's, the cellular industry in the 1980's, and more recently, two companies we admire - Netflix and Pandora. Purely, we are a direct-to-consumer monthly subscription service.

Subscription service companies rely on a high value proposition for their members, something they feel and value. The best subscription companies have a high cost of goods, an exceptional member experience, and the lowest frictional costs.

The model is to spend X to acquire a new member and to have the discretionary income return substantially more than X over the life of the subscription. Margin percentages are less important than the amount of free cash generated over the life of the subscription. One

“OUR BUSINESS MODEL IS SIMPLE. BUT THE EXECUTION OF OUR BUSINESS MODEL IS CHALLENGING.”

of our key metrics is our PAC/LVP ratio, which all quality subscription companies understand. Internally, we think the PAC/LVP ratio is a little overstated as it uses the average contribution dollar and omits the cost of our fixed overhead. It is useful to show the potential before we are fully at scale and that is why we report it, BUT it is flawed because it does not account for the cash required to operate our fixed expenses.

For these reasons, we are most concerned with the internal rate of return (IRR) for incrementally adding an average pet. We calculate the IRR by understanding our cost to acquire an average new pet and the free cash flows that we anticipate will be generated over the average pet’s life. We have previously stated that, at operational scale (650,000 to 750,000 pets), our target fixed expenses should equal 5%-6% of revenues. If we are able to achieve a consistent 70% gross margin, 10% variable expenses and 5%-6% for fixed expenses, our discretionary margin would be 14%-15%. In the

next few years and before hitting scale if we can achieve 7%-8%, our IRR should be in the neighborhood of 40%-50% (see graph G).

Unfortunately, we do not have a 40%-50% IRR for the average incremental pet today. Candidly, we have taken a temporary step backward in the last two quarters with our inadequate pricing and our currently outsized fixed expenses. That being said, we believe that these results are achievable based on our performance in more mature markets. Lots of execution ahead!

Please remember we have over 1.2 million price categories where we monitor our PAC/LVP and therefore our IRR by category. They will not have the same results. As we try to accelerate some channels and categories, some will scale well for a long time, others will have diminishing returns. It is our responsibility to understand when to put our foot on the accelerator, when to coast, and when to slam on the brakes.

G	Months	68	Next few years								
	Churn	1.47%	year	0	1	2	3	4	5	6	
	LVP	570	Months	6	12	12	12	12	12	2	68
	LVP/PAC	5X	DM	\$24.35	\$48.71	\$48.71	\$48.71	\$48.71	\$48.71	\$8.12	
	DM	8.1%	PAC	-\$114							IRR
	ARPU	\$50.11	FCF	-\$89.65	\$48.71	\$48.71	\$48.71	\$48.71	\$48.71	\$8.12	<b>47%</b>

LVP = Lifetime Value of a Pet      PAC = Pet Acquisition Cost  
 DM = Discretionary Margin      ARPU = Average Revenue Per Pet (Unit)

## Market comparables

Prior to and since going public we have been asked a set of questions, all with a similar theme: Why are you being covered by internet analysts? Why are you being covered by animal health analysts? Are you not just an insurance company? What are the market comparables to Trupanion?

The answer to all of these questions is that we are not easily put into a box. Our product is a catastrophic health insurance product. For this, we internally believe our challenges are not similar to a typical health insurance company and the complexity of offering our product is just another barrier to entry. We live in the animal health world, this is where 70% of the team comes from and it is necessary that we understand the needs of veterinarians and pet owners, but we are not a pharmaceutical, laboratory or distribution company. We also are not a SAAS company with a high gross margin. We are a monthly recurring revenue business that requires us to be a low-cost operator, with a high value proposition, and a focus on delivering a positive member experience with a low acquisition cost.

I have mentioned several companies in this letter that I admire, but I don't mention them to drive valuation comparisons. They inspire me, and as a business, we aspire to some parts of their business model but I am not trying to suggest they are market comparables.

Our business model is a direct-to-consumer monthly subscription service and this is how we manage the business.

## Methods of valuation

It would be disingenuous for us to talk about comparables without talking about valuation methods. My opinion on these topics probably isn't relevant to the marketplace, but I'm going to give it anyway:

- Multiple of earnings is not very relevant when a company is losing money. If investors are currently expecting/requiring dividends, we are not the right investment right now. However, as I mentioned earlier, we expect to achieve cash flow positive in the next 12 months and achieve scale in the next five years.
- Multiple of EBITDA is applicable for many growth companies if the capitalized portion of the P&L is similar to other comparable investments. We do not capitalize our growth; in fact, we capitalize only a small portion of our technology spend today and we expect this will be reducing as we scale our fixed expenses, G&A and technology to 5%-6% of revenues.
- EBITDA and GAAP puzzle me at times. If we purchased a book of business from a competitor, the purchase would be capitalized. For example, if we purchased a competitor with 50,000 pets at a price of \$300 per pet, the purchase price would be \$15 million. With GAAP accounting, the purchase would have little effect on our EBITDA and income in the year we purchased



the business, and the following year, the casual observer would only see our increased revenue from the additional 50,000 pets and the corresponding profits. Hold with me... this is where it gets interesting. If in the same year, we chose not to purchase the competitor's pets for \$300 per pet, but instead grew organically by 50,000 pets at \$150 per pet, our EBIDTA or income would have a -\$7.5M hit. EBIDTA is supposed to be a proxy on cash and GAAP accounting... well-intended as it is, it does not always lead us to the best investment decisions. The cash decision is obvious, it is better to grow organically at \$150 a pet vs. paying \$300 per pet. Needless to say, we like to manage our business based on cash.

- We are cash-in/cash-out every month. We are not a company that makes money on the float. There are insurance companies that do that very well if you are looking for a return on equity type of investment in your portfolio.
- Discounted cash flow is how we internally view our long-term strategic choices. It is purely mathematical and although the inputs of terminal growth rates and weighted average cost of capital can move the valuation all over the chart, if you keep them constant, you can determine if your choices move the needle in the right direction.

## Deployment of your capital short-term

Over the next few years we will be deploying your capital in our foundation, member experience, growth and scale. Specifically, we intend to invest in:

- Our Territory Partner program to increase the number of active hospitals recommending Trupanion. We have a long way to go to earn the trust of the 28,000 veterinary hospitals throughout North America.
- Building and deploying technologies that will improve our member experience and lower our operating costs.
- Data to improve our ability to price accurately and fairly among all of our categories. This is at the core of what sets us apart. Our members need to know that they are always getting the best deal.
- Cost-effectively adding more pets.

“WITH THE NORTH AMERICAN MARKET PENETRATION AT APPROXIMATELY 1%, WHILE WESTERN EUROPE RANGES BETWEEN 5% AND 25%, WE HAVE DECADES OF RUNWAY AHEAD.”

## Deployment of your capital long-term

As mentioned previously, we use our IRR to determine if adding an incremental pet is the best use of our shareholders' money. With the North American market penetration at approximately 1%, while Western Europe ranges between 5% and 25%, we have decades of runway ahead. Remember, at our average revenue per pet, every 1% of penetration equals about \$1 billion in revenue. If at scale we cannot get a consistent return healthier than the average shareholder, we could return the cash in the way of dividends. If we have extra capital and our share value is significantly below our discounted cash flow value, we could re-purchase shares. These are theoretical scenarios; however, I expect we will continue to see growth opportunities for years to come and continue to re-invest to capture more of the available market.

## The team

Every CEO says they have a great team. Instead of me saying it to you, I invite you to visit our Seattle office so you can meet them yourself, experience our environment, and hang out with our 200+ dogs and a few fearless cats.

Our progress to date would not have been possible without the support and cooperation from our Board. For years, Chairman Murray

Low has set the tone, leading by example with incredible character, self-awareness and drive to help build something great.

It's also important to me to call out Dan Levitan. Dan is the co-founder of Maveron, the preeminent consumer-focused venture capital firm. Partnering with Dan and Maveron has proven to be one of the best decisions that I have ever made.

I would like to take this opportunity to say thank you to:

- The amazing companies that I named in this letter: Costco, Netflix, Pandora, OpenTable, TCI, and Starbucks - thank you for being an inspiration.
- Veterinarians and your staff: thank you for believing and trusting that we could be different.
- Our employees who live and breathe our values, passionately serve our members, and have the confidence to be themselves at work.
- Our Territory Partners who day after day walk through the doors of veterinary hospitals, trying to earn their trust.
- Existing shareholders: we thank you for entrusting us with your investment.
- To those responsible, loving pet owners that have Trupanion: thank you for taking care of your buddy and choosing us. We hope you are lucky enough to never need to call us, but if you do, we will be there for you.

For those truly long-term investors who have not purchased TRUP, I encourage you to educate yourself on our company and visit our team in Seattle.

I will leave you with an excerpt of a letter a fellow board member gave to me recently:

*"I have always been attracted to the low cost operator in any business and when you can find a combination of (1) an extremely large business, (2) a more or less homogeneous product, and (3) a very large gap in operating costs between the low cost operator and all of the other companies in the industry, you have a really attractive investment situation. That situation prevailed twenty five years ago when I first became interested in the company, and it still prevails."*

Letter to Mr. George D. Young  
From Warren Buffett  
July 22<sup>nd</sup>, 1976

Thank you,

*Darryl Rawlings, Founder & Chief Executive Officer*

A handwritten signature in black ink, consisting of a stylized, cursive 'D' followed by a long horizontal line extending to the right.



A close-up photograph of a white cat with orange patches on its face, sleeping peacefully on a person's arm. The person is wearing a red and gold watch and a colorful braided bracelet. The background is dark and out of focus.

trupanion™

Medical insurance for the life of your pet.

2017 Annual Report on Form 10-K



**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

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

**For the fiscal year ended December 31, 2017**

or

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

**For the transition period from \_\_\_\_ to \_\_\_\_**

**Commission File Number: 001-36537**

**TRUPANION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**83-0480694**

(I.R.S. Employer Identification Number)

**6100 4th Avenue S, Suite 200  
Seattle, Washington 98108  
(855) 727 - 9079**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

<u>Title of Each Class</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, \$0.00001 par value per share	NASDAQ Stock Market LLC

**Securities registered pursuant to Section 12(g) of the Act: None.**

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 the 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Smaller reporting company

Emerging growth company

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

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

The aggregate market value of the registrant's common stock held by non-affiliates as of June 30, 2017, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$521,061,388 using the closing price on that day of \$22.38.

As of February 7, 2018, there were approximately 30,128,277 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE** Part III incorporates certain information by reference from the definitive proxy statement to be filed by the registrant in connection with the 2018 Annual Meeting of Stockholders (Proxy Statement). The Proxy Statement will be filed by the registrant with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the registrant's fiscal year ended December 31, 2017.

**TRUPANION, INC.**  
**Annual Report on Form 10-K**  
**For the Fiscal Year Ended December 31, 2017**  
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## **Note About Forward-Looking Statements**

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, and section 27A of the Securities Act of 1933, as amended (Securities Act). 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. The words “believe,” “may,” “will,” “potentially,” “estimate,” “target,” “continue,” “anticipate,” “intend,” “could,” “would,” “project,” “plan” and “expect,” and similar expressions that convey uncertainty of future events or outcomes, are intended to identify forward-looking statements.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in Part I. Item 1A. “Risk Factors” and elsewhere in this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. 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 forward-looking events and circumstances discussed in this Annual Report on Form 10-K may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely on forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. We undertake no obligation to update publicly any forward-looking statements for any reason, except as required by law.

Unless otherwise stated or the context otherwise indicates, references to “we,” “us,” “our” and similar references refer to Trupanion, Inc. and its subsidiaries taken as a whole.

## PART I

### Item 1. Business

#### Our Mission

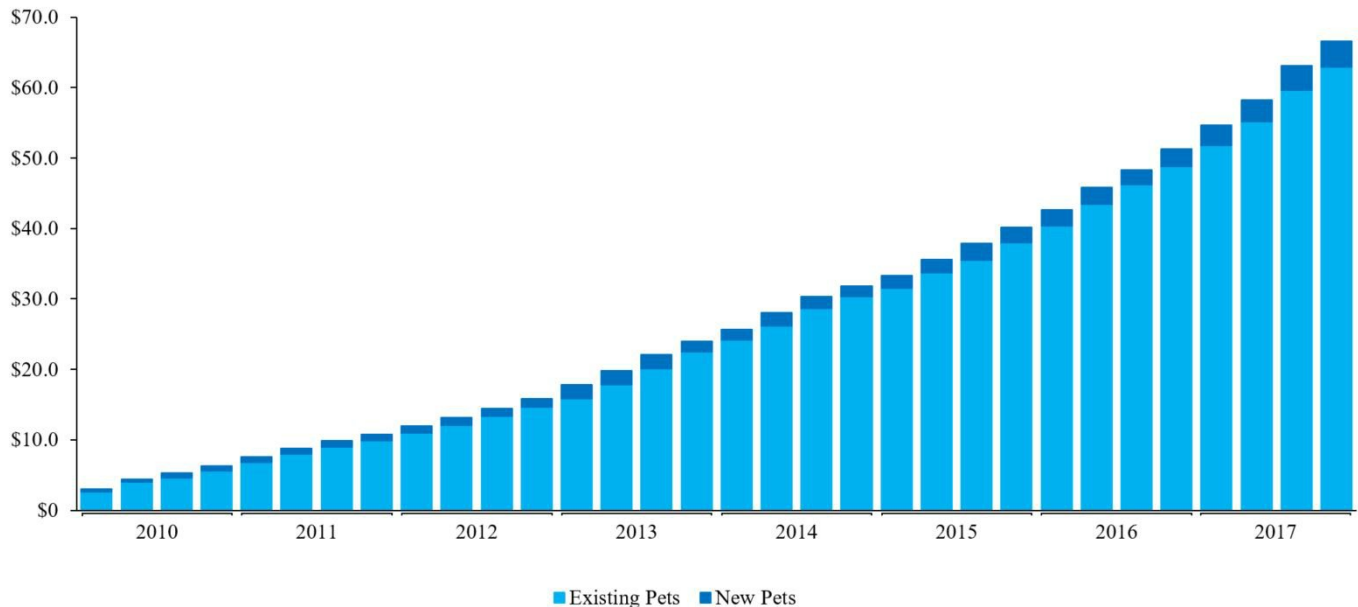
Our mission is to help the pets we all love receive the best veterinary care.

#### Our Company and Approach

We provide medical insurance for cats and dogs throughout the United States, Canada and Puerto Rico. Our data-driven, vertically-integrated approach enables us to provide pet owners with what we believe is the highest value medical insurance for their pets, priced specifically for each pet's unique characteristics. Our growing and loyal member base provides us with highly predictable and recurring revenue. We operate our business similar to other subscription-based businesses, with a focus on maximizing the lifetime value of each pet while sustaining a favorable ratio of lifetime value relative to acquisition cost, based on our desired return on investment.

Our target market is large and under-penetrated. We have pioneered a unique solution that sits at the center of the pet medical ecosystem, meeting the needs of pets, pet owners and veterinarians, and we believe we are uniquely positioned to continue to drive market penetration. Our aggregate total pets enrolled grew from 31,207 pets on January 1, 2010 to 423,194 pets on December 31, 2017, which represents a compound annual growth rate of 39%.

**Total Revenue by New and Existing Pets Enrolled  
(in millions)**



It is very difficult for pet owners to budget for their pet becoming sick or injured when pet owners don't know whether their pet's health will be average, lucky, or unlucky, and the cost of medical care varies dramatically by geography and pet breed. A pet owner budgeting for average medical care costs is not an effective solution for an unlucky pet. Additionally, the timing of accidents or illnesses may not align with the owner's budgeting approach. Our cost-plus model is designed to spread the risk evenly within each category of pets. Our goal is to charge each pet the appropriate amount for their specific circumstances (*e.g.*, breed, age at enrollment, geography, etc.) so that each pet receives the same value proposition, and, in aggregate, the extra amount paid by lucky pets covers the veterinary costs incurred by unlucky pets. To an informed, responsible, and loving pet owner, Trupanion is a hedge to help them budget for the unexpected cost and variable timing of necessary veterinary care.



We provide our members with a high-quality medical plan for the life of their cat or dog. Our product is simple, fair, and covers all unexpected illnesses and injuries, including those that are most likely to occur with particular breeds of pet, which other insurance providers may label as congenital or hereditary conditions. We pay 90% of actual veterinary costs if a pet becomes sick or injured, including all diagnostic tests, surgeries, and medications. In general, only certain taxes, examination fees, and medical issues existing prior to enrollment are not included. Once enrolled in our subscription, we pay for the veterinary costs for the pet's entire life, and pet owners are free to use any licensed veterinarian in the United States and Canada, including any referral or specialty hospital. We aim to pay veterinarians directly, within five minutes of the veterinary invoice being created and prior to the pet owner checking out, eliminating the traditional reimbursement model and providing our members the convenience of not having to pay out of pocket or confirm treatment.

Veterinarians are able to recommend treatment to Trupanion members without having their decisions dictated by costs or the financial burden of the pet owner. Veterinarians, as a result, are able to establish stronger relationships and better alignment with pet owners who are protected by Trupanion. Our members tend to visit veterinarians more frequently and select the best course of treatment for their pet regardless of cost.

We generate revenue primarily from our members' subscription fees. Fees are paid at the beginning of each subscription period, which automatically renews on a monthly basis. Since 2010, at least 88% of our subscription business revenue every quarter has come from existing members who had active subscriptions at the beginning of the quarter. Due to our focus on providing a superior value proposition and member experience, our members are very loyal, as evidenced by our 98.5% average monthly retention rate since 2010. For more information regarding average monthly retention, including an explanation of how we calculate this metric, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Operating Metrics."

We enrolled our first pet in Canada in 2000 and our first pet in the United States in 2008. Our revenue for the year ended December 31, 2017 was \$242.7 million, representing a compound annual growth rate of 44% from our revenue of \$19.1 million for the year ended December 31, 2010. We have made and expect to continue to make substantial investments in member acquisition and in expanding our operations to support our expected growth. For the year ended December 31, 2017, we had a net loss of \$1.5 million and our accumulated deficit was \$82.8 million at December 31, 2017.

## **Our Strategy**

We are focused on attracting and retaining members by providing a best-in-class value and member experience by focusing on the following strategies:

***Increase the number of referring veterinary practices.*** We intend to increase the number of veterinary practices that are actively introducing Trupanion to their clients.

***Increase the number of referrals from active veterinary practices.*** We intend to continue increasing the number and quality of interactions that we have with veterinarians to accelerate the rate at which active veterinary practices refer us leads.

***Increase the number of third-party referrals from members.*** We believe that it is critical to our long-term success that existing members add a pet or refer their friends and family to Trupanion, so we focus on improving the member experience. For example, Trupanion Express<sup>®</sup> is designed to directly pay veterinary invoices, eliminating the reimbursement model and transforming the payment process to simplify the administrative hassle for our members.

***Improve online lead generation and conversion.*** We are investing in our online marketing capabilities, and intend to continue to do so in order to fully capture the online opportunity. Our online marketing initiatives have played an integral role in converting leads to enrolled pets and also in generating new leads.

***Explore other member acquisition channels.*** We regularly evaluate new member acquisition channels. We intend to aggressively pursue those channels that we believe could, over time, generate an attractive ratio of lifetime value relative to acquisition cost, based on our desired return on investment.

***Expand internationally.*** While we are currently focused on capturing the large opportunity in the U.S. and Canadian markets, we may choose to explore international expansion in the future.

***Pursue other revenue opportunities.*** We may opportunistically engage in other revenue opportunities. For example, our wholly-owned insurance subsidiary, American Pet Insurance Company, has partnered with unaffiliated general agents offering pet insurance products since 2012.

## **Sales and Marketing**

### ***Marketing to Veterinarians***

Veterinary practices represent our largest referral source, and combined with referrals from members, accounted for approximately 76% of our leads in 2017. Our Territory Partner model was designed to facilitate frequent, in-person, face-to-face communications with veterinarians and their staff about the benefits of Trupanion and high-quality medical insurance for the life of a pet. The most important job of a Territory Partner is to build strong relationships with each veterinarian hospital, so the staff can trust and recommend Trupanion. Alignment with veterinarians is critical for a positive member experience, long term retention, and pet owner referrals. We strongly believe that earning the trust of veterinarians and their staff is the first step to successfully capturing more of the North American market.

The current market for veterinary services is highly fragmented and includes many sole-owner veterinary practices and small veterinary practices that are difficult to reach. We believe that no pet insurance company has a referral group that compares in scale to our Territory Partners and that it would be extremely difficult, costly and time consuming to replicate. Our Territory Partners are independent contractors who market our product and are paid fees based on activity in their regions. We believe this structure aligns our interests and provides a platform that we can leverage over time.

### ***Sales and Marketing to Pet Owners***

We generate leads through a diverse set of third-party referrals and online member acquisition channels, which we then convert into members through our website and contact center.

- *Referrals from third-parties.* We actively promote the value of Trupanion to veterinarians, veterinary affiliates (including purchasing groups and other veterinary membership organizations), corporate employee benefit providers, and shelters and breeders so they can inform their clients on the benefits of Trupanion. For the year ended December 31, 2017, 67% of our new pet enrollments were generated from these third-party referrals (excluding referral from existing members).
- *Referrals from existing members.* For the year ended December 31, 2017, 26% of our new pet enrollments were generated from existing members adding a pet or referring their friends and family.
- *Online.* We believe many of our members spend some time researching options before deciding to purchase our subscription. A significant portion of the members we acquire from online leads come through our paid search marketing, email marketing, social media marketing and search engine optimization initiatives.

## **Competition**

We compete with consumers that self-fund veterinary costs with cash or credit, as well as traditional "pet insurance" providers and new entrants to our market. The vast majority of pet owners in the United States and Canada do not currently have medical insurance for their pets. We are primarily focused on expanding the overall size of the market by improving the value proposition for consumers. We view our primary competitive challenge as educating pet owners on why Trupanion is a better alternative to self-funding.

In addition, new entrants backed by large insurance companies with substantial financial resources have attempted to enter the market in the past and may do so again in the future. Further, traditional providers may consolidate, resulting in the emergence of new providers that are vertically integrated or able to create other operational efficiencies, which could lead to increased competition. We believe that we have competitive strengths that position us favorably related to existing and potential competitors. These include: a superior value proposition for pet owners due in part to our vertically integrated structure that reduces frictional costs, a unique member acquisition strategy that we have developed using Territory Partners, a proprietary database containing historical data since the year 2000 that provides actionable data insights, a powerful technology infrastructure, and an experienced management team.

## **Intellectual Property**

We rely on federal, state, common law, and international rights, as well as contractual restrictions, to protect our intellectual property. We control access to our proprietary technology, software, and documentation by entering into confidentiality and invention assignment agreements with our employees and partners, and confidentiality agreements with third parties, such as service providers, vendors, individuals and entities that may be exploring a business relationship with us. We also rely on a combination of intellectual property rights, including trade secrets, patents, copyrights, trademarks, and domain names to establish and protect our intellectual property. We seek to protect our proprietary position by filing patent applications in the United States and in jurisdictions outside of the United States related to our technology, inventions, and improvements that are important to our business. We additionally rely on data and market exclusivity, and patent term extensions when available. Our ability to protect and enforce our intellectual property rights is subject to risk and may adversely impact our business.

## **Employees**

We highly value our company culture. We are a mission-driven company and attract employees that share our passion for pets. Our culture enables our employees to channel that passion collectively toward our goals and is key to our success. As of December 31, 2017, we had 523 employees.

## **Regulation**

Each U.S. state, the District of Columbia and U.S. territories and possessions, as well as all of the Canadian provinces, have insurance laws that apply to companies licensed to transact insurance business in the jurisdiction. The primary regulator of an insurance company, however, is located in its state of domicile. Our insurance subsidiary, American Pet Insurance Company (APIC), is domiciled in New York State and its primary regulator is therefore the New York Department of Financial Services (NY DFS). APIC is currently licensed to do business in all 50 states, Puerto Rico and the District of Columbia in the United States. As such, APIC is subject to comprehensive regulation and supervision under U.S. state and federal laws.

State insurance regulators have broad authority with respect to all aspects of the insurance industry, including the following:

- licensing to transact business, and approval and issuance of certificates of authority;
- revoking or suspending previously issued certificates of authority;
- assessing the officers and directors to ensure a minimum level of competency and trustworthiness;
- licensing of individual producers and agents and business entities marketing and selling insurance products;
- licensing of claims adjusters and third-party administrators;
- penalizing for noncompliance with respect to licensing requirements and regulations;
- admitting assets to statutory surplus and regulating the nature of investments;
- regulating premium rate levels for the insurance products offered;
- approving policy forms;
- regulating claims practices; and
- establishing reserve requirements and solvency standards.

Regulators also have broad authority to perform on-site market conduct examinations of our management and operations, marketing and sales, underwriting, customer service, claims handling and licensing. Market conduct examinations can involve direct, on-site contact with a company to identify potential regulatory violations, discussion and correction of an identified problem, or obtaining a better understanding of how the company is operating in the marketplace.

State insurance laws and regulations in the United States require APIC to file financial statements with state insurance regulators everywhere it is licensed and its operations and accounts are subject to examination at any time. APIC's statutorily required financial statements are available to the public. APIC prepares statutory financial statements in accordance with accounting practices and procedures prescribed or permitted by these regulators. The National Association of Insurance Commissioners (NAIC) has approved a series of uniform statutory accounting principles (SAP) that have been adopted, in some cases with minor modifications, by all state insurance regulators. As a basis of accounting, SAP was developed to monitor and regulate the solvency of insurance companies. In developing SAP, insurance regulators were primarily concerned with assuring an insurer's ability to pay all its current and future obligations to policyholders. As a result, statutory accounting focuses on conservatively valuing the assets and liabilities of insurers, generally in accordance with standards specified by the insurer's domiciliary state. The values for assets, liabilities and equity reflected in financial statements prepared in accordance with U.S. generally accepted accounting principles are usually different from those reflected in financial statements prepared under SAP.

In Canada, our medical insurance is written by an unaffiliated Canadian-licensed insurer, Omega General Insurance Company (Omega). Under the terms of our agreements with Omega, our subsidiary Trupanion Brokers Ontario acts as a general agent through a fronting and reinsurance agreement with Omega pursuant to which, we retain any financial risk associated with our Canadian business. Effective January 1, 2015, these agreements were restructured to include our segregated cell business, Wyndham Segregated Account AX (WICL), located in Bermuda. These restructured agreements automatically renew annually, but may be terminated by either party with one year's written notice. Omega's Canadian insurance operations are supervised and regulated by the Canadian federal, provincial and territorial governments. Omega is a fully licensed insurer in all of the Canadian provinces and territories in which we do business.

Though we are not directly regulated by the Bermuda Monetary Authority (BMA), WICL's regulation and compliance impacts us as it could have an adverse impact on the ability of WICL to pay dividends. WICL is regulated by the BMA under the Insurance Act of 1978 (Insurance Act) and the Segregated Accounts Company Act of 2000. The Insurance Act imposes on Bermuda insurance companies solvency and liquidity standards, certain restrictions on the declaration and payment of dividends and distributions, certain restrictions on the reduction of statutory capital, and auditing and reporting requirements, and grants BMA the powers to supervise and, in certain circumstances, to investigate and intervene in the affairs of insurance companies. Under the Insurance Act, WICL as a class 3 insurer is required to maintain available statutory capital and surplus at a level equal to or in excess of a prescribed minimum established by reference to net written premiums and loss reserves.

Under the Bermuda Companies Act of 1981, as amended, a Bermuda company may not declare or pay a dividend or make a distribution out of contributed surplus if there are reasonable grounds for believing that: (a) the company is, or would be after the payment, unable to pay its liabilities as they become due; or (b) the realizable value of the company's assets would thereby be less than its liabilities. The Segregated Accounts Company Act of 2000 further requires that dividends out of a segregated account can only be paid to the extent that the cell remains solvent. The value of its assets must remain greater than the aggregate of its liabilities, issued share capital, and share premium accounts. Per our contractual agreements with WICL, the allowable dividend to be paid by WICL is equivalent to the positive undistributed profit attributable to the shares.

### ***Insurance Holding Company Regulation***

APIC is subject to laws governing insurance holding companies in New York, its state of domicile. These laws impact us in a number of ways, including the following:

- We must file periodic information reports with the NY DFS, including information concerning our capital structure, ownership, financial condition and general business operations.
- New York regulates certain transactions between APIC and our other affiliated entities, including the fee levels payable by APIC to affiliates that provide services to APIC.
- New York law restricts the ability of any one person to acquire certain levels of our voting securities without prior regulatory approval. State insurance holding company regulations generally provide that no person, corporation or other entity may acquire control of an insurance company, or a controlling interest in any parent company of an insurance company, without the prior approval of such insurance company's domiciliary state insurance regulator. Any person acquiring, directly or indirectly, 10% or more of the voting securities of an insurance company is presumed to have acquired "control" of the company. To obtain approval of any change in control, the proposed acquirer must file with the applicable insurance regulator an application disclosing, among other information, its background, financial condition, the financial condition of its affiliates, the source and amount of funds by which it will effect the acquisition, the criteria used in determining the nature and amount of consideration to be paid for the acquisition, proposed changes in the management and operations of the insurance company and other related matters. In considering an application to acquire control of an insurer, the insurance commissioner generally will consider such factors as the experience, competence and financial strength of the applicant, the integrity of the applicant's board of directors and executive officers, the acquirer's plans for the management and operation of the insurer and any anti-competitive results that may arise from the acquisition.
- New York law restricts the ability of APIC to pay dividends to its holding company parent. These restrictions are based in part on the prior year's statutory income and surplus. In general, dividends up to specified levels are considered ordinary and may be paid without prior approval, and dividends in larger amounts, or extraordinary dividends, are subject to approval by the NY DFS. An extraordinary dividend or distribution is defined as a dividend or distribution that, in the aggregate in any 12-month period, exceeds the lesser of (i) 10% of surplus as of the preceding December 31 or (ii) the insurer's adjusted net investment income for such 12-month period, not including realized capital gains.



## ***Financial Regulation of Insurers***

### ***Risk-Based Capital Requirements***

The NAIC has adopted risk-based capital requirements for life, health and property and casualty insurance companies. Refer to Item 1A. “Risk Factors” for details of these requirements.

### ***NAIC Insurance Regulatory Information System Ratios***

The NAIC has developed a set of financial relationships or tests known as the Insurance Regulatory Information System, or IRIS, to assist state regulators in monitoring the financial condition of U.S. insurance companies and identifying companies requiring special attention or action. IRIS consists of a statistical phase and an analytical phase whereby financial examiners review insurers’ annual statements and financial ratios. The statistical phase consists of 12 key financial ratios based on year-end data that are generated from the NAIC database annually; each ratio has a “usual range” of results. For IRIS ratio purposes, APIC submits data annually to state insurance regulators who then analyze our data using prescribed financial data ratios. A ratio falling outside the prescribed “usual range” is not considered a failing result. Rather, unusual values are viewed as part of the regulatory early monitoring system. In many cases, it is not unusual for financially sound companies to have one or more ratios that fall outside the usual range. As of December 31, 2017, APIC had three such ratios outside the usual range, relating to net premiums written to surplus, change in net premiums written, and investment yield.

Regulators may investigate or monitor an insurance company if its IRIS ratios fall outside the prescribed usual range. The inquiries made by state insurance regulators into an insurance company’s IRIS ratios can take various forms. In some instances, regulators may require the insurance company to provide a written explanation as to the causes of the particular ratios being outside the usual range, management’s actions to produce results that will be within the usual range in future years and what, if any, actions the insurance company’s domiciliary state insurance regulators have taken. Regulators are not required to take action if an IRIS ratio is outside the usual range, but, depending on the nature and scope of the particular insurance company’s exception, regulators may request additional information to monitor going forward and, as a consequence, may take additional regulatory action.

### ***Insurance Guaranty Associations, Residual Markets, Wind Pools and State-specific Reinsurance Mechanisms***

Most jurisdictions in which we operate have laws or regulations that require insurance companies doing business in the state to participate in various types of guaranty associations or other similar arrangements designed to protect policyholders from losses under insurance policies issued by insurance companies that become impaired or insolvent. Typically, these associations levy assessments, up to prescribed limits, on member insurers on the basis of the member insurer’s proportionate share of the business in the relevant jurisdiction in the lines of business in which the impaired or insolvent insurer is engaged. Some jurisdictions permit member insurers to recover assessments that they paid through full or partial premium tax offsets, usually over a period of years.

Some states in which APIC operates have residual markets, wind pools or state reinsurance mechanisms. The general intent behind these is to provide insurance to individuals and businesses that cannot find appropriate insurance in the private marketplace. The intent of state-specific reinsurance mechanisms generally is to stabilize the cost of, and ensure access to, reinsurance for admitted insurers writing business in the state. Historically, APIC has had minimal financial exposure to guaranty associations, residual markets, wind pools and state-specific reinsurance mechanisms; however there is no guarantee that these items will continue to be of low financial impact to APIC.

### ***Federal Initiatives***

The U.S. federal government generally does not directly regulate the insurance business. From time to time, various regulatory and legislative changes have been proposed in the insurance industry. Among the proposals that have in the past been, or are at present may be under consideration, are the possible introduction of federal regulation in addition to, or in lieu of, the current system of state regulation of insurers. There have also been proposals in various state legislatures (some of which have been enacted) to conform portions of their insurance laws and regulations to various model acts adopted by the NAIC. The NAIC has undertaken a Solvency Modernization Initiative focused on updating the U.S. insurance solvency regulation framework, including capital requirements, governance and risk management, group supervision, accounting and financial reporting and reinsurance. The NAIC Amendments are a result of these efforts. Additional requirements are also expected.

In July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) established a Federal Insurance Office within the U.S. Department of the Treasury. The Federal Insurance Office initially is charged with monitoring all aspects of the insurance industry (other than health insurance, certain long-term care insurance and crop insurance), gathering data and conducting a study on methods to modernize and improve the insurance regulatory system in the United States. It is not possible to predict whether, in what form or in what jurisdictions any of these proposals might be adopted, or the effect federal involvement in insurance will have, if any, on us.

### ***Privacy and Data Collection Regulation***

There are numerous federal, state and foreign laws regarding privacy and the protection of member data. The regulatory environment in this area for online businesses is very unsettled in the United States and internationally and new legislation is frequently being proposed and enacted.

In the area of information security and data protection, many states have passed laws requiring notification to users when there is a security breach for personal data or requiring the adoption of minimum information security standards. In addition, our operations subject us to certain payment card association operating rules, certification requirements and rules, including the Payment Card Industry Data Security Standard, a security standard for companies that collect, store or transmit certain data regarding credit and debit cards, credit and debit card holders and credit and debit card transactions.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or obtain and use our technology or data to develop products that may compete with our offerings. Policing unauthorized use of our technology or data is difficult. The laws of other countries in which we operate may offer little or no effective protection of our proprietary technology. Our competitors could also independently develop technologies equivalent to ours, and our intellectual property rights may not be broad enough for us to prevent competitors from selling products incorporating those technologies.

Companies in our industry and in other industries may own a large number of patents, copyrights and trademarks and may frequently request license agreements, threaten litigation or file suit against us based on allegations of infringement or other violations of intellectual property rights. From time to time, we face, and we expect to face in the future, allegations that we have infringed the trademarks, copyrights, patents and other intellectual property rights of third parties, including our competitors. As we face increasing competition and as our business grows, we will likely face more claims of infringement.

### **Information About Segments and Geographic Revenue**

We have two reportable business segments. See Note 12 of our audited consolidated financial statements included in this report for information about segments and geographic revenue. For financial information regarding our business, see Part II - Item 7 - "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this report and our audited consolidated financial statements and related notes included elsewhere in this report.

### **Corporate Information**

We were founded in Canada in 2000 as Vetinsurance Ltd. In 2006, we effected a business reorganization whereby Vetinsurance Ltd. became a consolidated subsidiary of Vetinsurance International, Inc., a Delaware corporation. In 2007, we began doing business as Trupanion. In 2013, we formally changed our name from Vetinsurance International, Inc. to Trupanion, Inc. Our principal executive offices are located at 6100 4th Avenue South, Seattle, Washington 98108, and our telephone number is (855) 727-9079. Our website address is [www.trupanion.com](http://www.trupanion.com). Information contained on, or that can be accessed through, our website is not incorporated by reference, and you should not consider information on our website to be part of, this Annual Report on Form 10-K.

## Available Information

We are required to file annual, quarterly and other reports, proxy statements and other information with the Securities and Exchange Commission (SEC) under the Securities Exchange Act of 1934, as amended (Exchange Act). We also make available, free of charge on the investor relations portion of our website at [investors.trupanion.com](http://investors.trupanion.com), our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after they are filed electronically with the SEC. You can inspect and copy our reports, proxy statements and other information filed with the SEC at the offices of the SEC's Public Reference Room located at 100 F Street, NE, Washington D.C 20549 on official business days during the hours of 10 a.m. to 3 p.m. Eastern time. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Rooms. The SEC also maintains an Internet website at [www.sec.gov](http://www.sec.gov) where you can obtain our SEC filings. You can also obtain paper copies of these reports, without charge, by contacting Investor Relations at [InvestorRelations@Trupanion.com](mailto:InvestorRelations@Trupanion.com).

Investors and others should note that we may announce material financial information to our investors using our investor relations website, SEC filings, our annual stockholder meeting, press releases, public conference calls, investor conferences, presentations and webcasts. We use these channels, as well as social media, to communicate with our members and the public about our company, our services and other issues. It is possible that the information we post on these channels, such as social media, could be deemed to be material information.

## Item 1A. 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 in this report, including our consolidated financial statements and related notes, as well as in our other filings with the SEC, in evaluating our business and before investing in our common stock. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that are not expressly stated, 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, operating results, financial condition and prospects could be materially harmed. In that event, the price of our common stock could decline, and you could lose part or all of your investment.***

### **Risks Related to Our Business and Industry**

***We have incurred significant net losses since our inception and may not be able to achieve or maintain profitability in the future.***

We have incurred significant net losses since our inception. We had a net loss of \$1.5 million for the year ended December 31, 2017. Additionally, as of December 31, 2017, our accumulated deficit was \$82.8 million. We have funded our operations through equity financings, borrowings under a revolving line of credit and term loans and, more recently, positive cash flows from operations. We may not be able to achieve or maintain profitability in the near future or at all. Our recent growth, including our growth in revenue and membership, may not be sustainable or may decrease, and we may not generate sufficient revenue to achieve or maintain profitability. Additionally, our expense levels are based, in significant part, on our estimates of future revenue and many of these expenses are fixed in the short term. As a result, we may be unable to adjust our spending in a timely manner if our revenue falls short of our expectations. Accordingly, any significant shortfall of revenue in relation to our estimates could have an immediate negative effect on our financial results.

We have made and plan to continue to make significant investments to grow our member base. Our average pet acquisition cost and the number of new pets we enroll depends on a number of factors, including the effectiveness of our sales execution and marketing initiatives, changes in costs of media, the mix of our sales and marketing expenditures and the competitive environment. Our average pet acquisition cost has in the past significantly varied and in the future may significantly vary period to period based upon specific marketing initiatives. We also regularly test new member acquisition channels and marketing initiatives, which often are more expensive than our traditional marketing channels and generally increase our average acquisition costs. We plan to expand the number of Territory Partners we use to reach veterinarians and other referral sources and to engage in other marketing activities, including direct to consumer advertising, which are likely to increase our acquisition costs.

We expect to continue to make significant expenditures to maintain and expand our business including expenditures relating to the acquisition of new members, retention of our existing members and development and implementation of our technology platforms. These increased expenditures will make it more difficult for us to achieve and maintain future profitability. Our ability to achieve and maintain profitability depends on a number of factors, including our ability to attract and service members on a profitable basis. If we are unable to achieve or maintain profitability, we may not be able to execute our business plan, our prospects may be harmed and our stock price could be materially and adversely affected.

***We base our decisions regarding our member acquisition expenditures primarily on the projected lifetime value of the pets that we expect to acquire and the projected internal rate of return on marketing spend. Our estimates and assumptions may not accurately reflect our future results, we may overspend on member acquisition, and we may not be able to recover our member acquisition costs or generate profits from these investments.***

We invest significantly in member acquisition. We spent \$19.1 million on sales and marketing to acquire new members for the year ended December 31, 2017. We expect to continue to spend significant amounts to acquire additional members. We utilize Territory Partners, who are paid fees based on activity in their regions, to communicate the benefits of our subscription to veterinarians through in-person visits. Veterinarians then educate pet owners, who visit our website or call our contact center to learn more about, and potentially enroll in, our subscription. We also invest in other third-party referrals and direct to consumer member acquisition channels, though we have limited experience with some of them.

We base our decisions regarding our member acquisition expenditures primarily on the lifetime value of the pets that we project to acquire. This analysis depends substantially on estimates and assumptions based on our historical experience with pets enrolled in earlier periods, including our key operating metrics described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Key Operating Metrics.”

If our estimates and assumptions regarding the lifetime value of the pets that we project to acquire and our related decisions regarding investments in member acquisition prove incorrect, or if the expected lifetime value of the pets that we project to acquire differs significantly from that of pets acquired in prior periods, we may be unable to recover our member acquisition costs or generate profits from our investment in acquiring new members. Moreover, if our member acquisition costs increase or we invest in member acquisition channels that do not ultimately result in any or an adequate number of new member enrollments, the return on our investment may be lower than we anticipate irrespective of the lifetime value of the pets that we project to acquire as a result of the new members. If we cannot generate profits from this investment, we may need to alter our growth strategy, and our growth rate and operating results may be adversely affected.

***If we are unable to maintain high member retention rates, our growth prospects and revenue will be adversely affected.***

We have historically experienced high average monthly retention rates. For example, our average monthly retention rate between 2010 and 2017 was 98.5%. If our efforts to satisfy our existing members are not successful or if new marketing initiatives result in enrolling more pets that inherently have a lower retention rate, we may not be able to maintain our retention rates. Members we obtain through aggressive promotions or other channels that involve relatively less meaningful contact between us and the member may be more likely to terminate their subscription. In the past, we have experienced reduced retention rates during periods of rapid member growth, as our retention rate generally has been lower during the first year of member enrollment. Members may choose to terminate their subscription for a variety of reasons, including perceived or actual lack of value, delays or other unsatisfactory experiences in how we review and process veterinary invoice payments, unsatisfactory member service, an economic downturn, increased subscription fees, loss of a pet, a more attractive offer from a competitor, changes in our subscription or other reasons, including reasons that are outside of our control. Our cost of acquiring a new member is substantially greater than the cost involved in maintaining our relationship with an existing member. If we are not able to successfully retain existing members and limit terminations, our revenue and operating margins will be adversely impacted and our business, operating results and financial condition would be harmed.

***The prices of our subscriptions are based on assumptions and estimates and may be subject to regulatory approvals. If our actual experience differs from the assumptions and estimates used in pricing our subscriptions or if we are unable to obtain any necessary regulatory pricing approvals we need, at all or in a timely manner, our revenue and financial condition could be adversely affected.***

The pricing of our subscriptions reflect amounts we expect to pay for a pet's medical care derived from assumptions that we make regarding a number of factors, including a pet's species, breed, age, gender and location. Factors related to pet location include the current and assumed changes in the cost and availability of veterinary technology and treatments and local veterinary practice preferences. The prices of our subscriptions also include assumptions and estimates regarding our own operating costs and expenses. We monitor and manage our pricing and overall sales mix to achieve target returns. Profitability from new members emerges over a period of years depending on the nature and length of time a pet is enrolled, and is subject to variability as actual results may differ from pricing assumptions. If the subscription fees we collect are insufficient to cover actual costs, including veterinary invoice expense, operating costs and expenses within anticipated pricing allowances, or if our member retention rates are not high enough to ensure recovery of member acquisition costs, then our gross profit could be adversely affected, and our revenue may be insufficient to achieve profitability. Conversely, if our pricing assumptions differed from actual results such that we overpriced risks, our competitiveness and growth prospects could be adversely affected. Further, even if our pricing assumptions are accurate, we may not be able to obtain the necessary regulatory approvals for any pricing changes that we may determine are appropriate based on our pricing assumptions, which could prevent us from obtaining sufficient revenue from subscriptions to cover our costs, including veterinary invoice expense, processing costs, pet acquisition costs and other expenses in any such jurisdiction unless and until such regulatory approvals are obtained in appropriate amounts.

***The anticipated benefits of our analytics platform may not be fully realized.***

Our analytics platform draws upon our proprietary pet data to price our subscriptions. The assumptions we make about breeds and other factors in pricing may prove to be inaccurate and, accordingly, these pricing analytics may not accurately reflect the expense that we will ultimately incur. Furthermore, if any of our competitors develop similar or better data systems, adopt similar or better underwriting criteria and pricing models or receive our data, our competitive advantage could decline or be lost.



***Our actual veterinary invoice expense may exceed our current reserve established for veterinary invoices and may adversely affect our operating results and financial condition.***

Our recorded reserve for veterinary invoices is based on our best estimates of the amount of veterinary invoices we expect to pay, inclusive of an estimate for veterinary invoices we have not yet received, after considering known facts and interpretations of circumstances and the estimated cost to process and pay those veterinary invoices. We consider internal factors, including data from our proprietary data analytics platform, experience with similar cases, actual veterinary invoices paid, historical trends involving veterinary invoice payment patterns, patterns of receipt of veterinary invoices, seasonality, pending levels of unpaid veterinary invoices, veterinary invoice processing programs and contractual terms. We may also consider external factors, including changes in the law, court decisions, changes to regulatory requirements and economic conditions. Because reserves are estimates of veterinary invoices that have been incurred but are not yet submitted to us, the establishment of appropriate reserves is an inherently uncertain and complex process that involves significant subjective judgment. Further, we do not transfer or cede our risk as an insurer and, therefore, we maintain more risk than we would if we purchased reinsurance. The ultimate cost of paying veterinary invoices and the related administration may vary materially from recorded reserves, and such variance may result in adjustments to the reserve for veterinary invoices, which could have a material effect on our operating results.

***We rely significantly on Territory Partners, veterinarians and other third parties to recommend us.***

We rely significantly on Territory Partners and other third parties to cultivate direct veterinary relationships and build awareness of the benefits that we offer veterinarians and their clients. In turn, we rely on veterinarians to introduce and recommend Trupanion to their clients. We also rely significantly on other third parties, such as existing members, online and other businesses, animal shelters, breeders and veterinary affiliates, including veterinarian purchasing groups and associations, to help generate leads for our subscription. Veterinary referred leads represent our largest member acquisition channel. In the year ended December 31, 2017, approximately 76% of our enrollments came from referrals from veterinarians and existing members, as well as people adding pets to their existing subscription.

Many factors influence the success of our relationships with these referral sources, including:

- the continued positive market presence, reputation and growth of our company and of the referral sources;
- the effectiveness of referral sources;
- the decision of any such referral source to support one or more of our competitors;
- the interest of the referral sources' customers or clients in our subscription;
- the relationship and level of trust between Territory Partners and veterinarians, and between us and the referral source;
- the percentage of the referral sources' customers or clients that submit applications or use trial certificates to enroll through our website or contact center;
- our ability to implement or maintain any marketing programs, including trial certificates, in any jurisdiction; and
- our ability to work with the referral source to implement any changes in our marketing initiatives, including website changes, infrastructure and technology and other programs and initiatives necessary to generate positive consumer experiences.

In order for us to implement our business strategy and grow our revenue, we must effectively maintain and increase the number and quality of our relationships with Territory Partners, veterinarians and other referral sources, and continue to scale and improve our processes, programs and procedures that support them. Those processes, programs and procedures could become increasingly complex and difficult to manage. We expend significant time and resources attracting qualified Territory Partners and providing them with complete and current information about our business. Their relationship with us may be terminated at any time, and, if terminated, we may not recoup the costs associated with educating them about our subscription or be able to maintain any relationships they may have developed with veterinarians within their territories. Sometimes a single relationship may be used to cover multiple territories so that a terminated relationship could significantly impact our company. Further, if we experience an increase in the rate at which Territory Partner relationships are terminated, we may not develop or maintain relationships with veterinarians as quickly as we have in the past. If the financial cost to maintain our relationships with Territory Partners outweighs the benefits provided by Territory Partners, or if they feel unsupported or undervalued by us and terminate their relationship with us, our growth and financial performance could be adversely affected.

The success of our relationships with veterinary practices depends on the overall value we can provide to veterinarians. If the scope of our subscription is perceived to be inadequate or if our process for paying veterinary invoices is unsatisfactory to the veterinarians' clients because, for example, a service is not included in our subscription, member requests for reimbursement are denied or we fail to timely settle and pay veterinary invoices, veterinarians may be unwilling to recommend us to their clients and they may encourage their existing clients who have subscribed to stop or to purchase a competing product. If veterinarians determine our subscription is unreliable, cumbersome or otherwise does not provide sufficient value, they may terminate their relationship with us or begin recommending a competing product, which could negatively impact our ability to increase our member base and grow our business.

If we fail to establish or are unable to maintain successful relationships with Territory Partners, veterinarians and other referral sources, or experience an increase in the rate at which any of these relationships are terminated, it could negatively impact our ability to increase and retain our member base and our financial results. If we are unable to maintain our existing member acquisition channels and/or continue to add new member acquisition channels, if the cost of our existing sources increases or does not scale as we anticipate, or if we are unable to continue to use any existing channels or programs in any jurisdiction, including our trial certificate program, our member levels and sales and marketing expenses may be adversely affected.

***Territory Partners are independent contractors and, as such, may pose additional risks to our business.***

Territory Partners are independent contractors and, accordingly, we do not directly provide the same direction, motivation and oversight over Territory Partners as we otherwise could if Territory Partners were our own employees. Further, Territory Partners may themselves employ or engage others; we refer to these partners and their associates, collectively, as our Territory Partners. We do not control a Territory Partner's employment or engagement of others, and it is possible that the actions of their employees and/or contractors could create threatened or actual legal proceedings against us.

Territory Partners may decide not to participate in our marketing initiatives and/or training opportunities, accept our introduction of new solutions or comply with our policies and procedures applicable to them, any of which may adversely affect our ability to develop relationships with veterinarians and grow our membership. Our sole recourse against Territory Partners who fail to perform is to terminate their contract, which could also trigger contractually obligated termination payments or result in disputes, including threatened or actual legal or regulatory proceedings.

We believe that Territory Partners are not and should not be classified as employees under existing interpretations of the applicable laws of the jurisdictions in which we operate. We do not pay or withhold any employment tax with respect to or on behalf of Territory Partners or extend any benefits to them that we generally extend to our employees, and we otherwise treat Territory Partners as independent contractors. Applicable authorities or the Territory Partners have in the past questioned and may in the future challenge this classification. Further, the applicable laws or regulations, including tax laws or interpretations, may change. If it were determined that we had misclassified any of our Territory Partners, we may be subjected to penalties and/or be required to pay withholding taxes, extend employee benefits, provide compensation for unpaid overtime, or otherwise incur substantially greater expenses with respect to Territory Partners.

Any of the foregoing circumstances could have a material adverse impact on our operating results and financial condition.

***Our member base has grown rapidly in recent periods, and we may not be able to maintain the same rate of membership growth.***

Our ability to grow our business and to generate revenue depends significantly on attracting new members. For the year ended December 31, 2017, we generated 90% of our revenue from subscriptions. In order to continue to increase our membership, we must continue to offer a superior value to our members. Our ability to continue to grow our membership will also depend in part on the effectiveness of our sales and marketing programs. Our member base may not continue to grow or may decline as a result of increased competition or the maturation of our business.

***We may not maintain our current rate of revenue growth.***

Our revenue has increased quickly and substantially in recent periods. We believe that our continued revenue growth will depend on, among other factors, our ability to:

- improve our market penetration through efficient and effective sales and marketing programs to attract new members;
- maintain high retention rates;
- increase the lifetime value per pet to, in turn, enable us to spend more on sales and marketing programs;
- maintain positive relationships with veterinarians and other referral sources, and convince them to recommend our subscription;
- maintain positive relationships with and increase the number and efficiency of Territory Partners;
- continue to offer a superior value with competitive features and rates;

- accurately price our subscriptions in relation to actual member costs and operating expenses and achieve required regulatory approval for pricing changes;
- provide our members with superior member service, including timely and efficient payment of veterinary invoices, and by recruiting, integrating and retaining skilled and experienced personnel who can appropriately and efficiently review veterinary invoices and process payments;
- generate new and maintain existing relationships and programs in our other business segment;
- recruit, integrate and retain skilled, qualified and experienced sales department professionals who can demonstrate our value proposition to new and existing members;
- react to changes in technology and challenges in the industry, including from existing and new competitors;
- increase awareness of and positive associations with our brand; and
- successfully respond to any regulatory matters and defend any litigation.

You should not rely on our historical rate of revenue growth as an indication of our future performance.

***Our use of capital may be constrained by risk-based capital regulations or contractual obligations.***

Our subsidiary, American Pet Insurance Company, is subject to risk-based capital regulations that require us to maintain certain levels of surplus to support our overall business operations in consideration of our size and risk profile. We have in the past and may in the future fail to maintain the amount of risk-based capital required to avoid additional regulatory oversight, which was \$22.2 million as of December 31, 2017. To comply with these regulations and our related contractual obligations, we may be required to maintain capital that we would otherwise invest in our growth and operations, which may require us to modify our operating plan or marketing initiatives, delay the implementation of new solutions or development of new technologies, decrease the rate at which we hire additional personnel and enter into relationships with Territory Partners, incur indebtedness or pursue equity or debt financings or otherwise modify our business operations, any of which could have a material adverse effect on our operating results and financial condition.

We are also subject to a contractual obligation related to our reinsurance agreement with Omega General Insurance Company (Omega). Under this agreement, we are required to fund a Canadian Trust account in accordance with Canadian regulations. As of December 31, 2017, the account held CAD \$2.8 million.

***Unexpected increases in the number or amounts of veterinary invoices received, or that we expect to receive, may negatively impact our operating results.***

Unexpected changes in the number or amounts of veterinary invoices received, or that we expect to receive, may negatively impact our operating results. Rising costs of veterinary care and the increasing availability and usage of more expensive, technologically advanced medical treatments may increase the amounts of veterinary invoices we receive. Increases in the number of veterinary invoices we receive could arise from unexpected events that are inherently difficult to predict, such as a pandemic that spreads through the pet population, tainted pet food or supplies or an unusually high number of serious injuries or illnesses. We may experience volatility in the number of veterinary invoices we receive from time to time, and short-term trends may not continue over the longer term. The number of veterinary invoices may be affected by the level of care and attentiveness an owner provides to the pet, the pet's breed and age and other factors outside of our control, as well as fluctuations in member retention rates and by new member initiatives that encourage an increase in veterinary invoices and other new member acquisition activities. A significant increase in the number or amounts of veterinary invoices could increase our cost of revenue and have a material adverse effect on our financial condition.

***Our success depends on our ability to review, process, and pay veterinary invoices timely and accurately.***

We must accurately evaluate and pay veterinary invoices timely in a manner that gives our members high satisfaction. Many factors can affect our ability to do this, including the training, experience and skill of our personnel, our ability to reduce the number of payment requests made for services not included in our subscription, the department's culture and the effectiveness of its management, our ability to develop or select and implement appropriate procedures, supporting technologies and systems, and changes in our policy. Our failure to fairly pay veterinary invoices, accurately and in a timely manner, or to deploy resources appropriately, could result in unanticipated costs to us, lead to material litigation, undermine member goodwill and our reputation, and impair our brand image and, as a result, materially and adversely affect our competitiveness, financial results, prospects and liquidity.

***We may not identify fraudulent or improperly inflated veterinary invoices.***

It is possible that a member, or a third-party actually or purportedly on behalf of the member, could submit a veterinary invoice which we would then pay that appears authentic but in fact does not reflect services provided or products purchased for which the member paid. It is also possible that veterinarians will charge insured customers higher amounts than they would charge their non-insured clients for the same service or product. Such activity could lead to unanticipated costs to us and/or to time and expense to recover such costs. They could also lead to strained relationships with veterinarians and/or members, and could adversely affect our competitiveness, financial results and liquidity.

***Changes in the Canadian currency exchange rate may adversely affect our revenue and operating results.***

We offer our subscription in Canada, which exposes us to the risk of changes in the Canadian currency exchange rates. For the year ended December 31, 2017, approximately 20% of our total revenue was generated in Canada. Fluctuations in the relative strength of the Canadian economy and the Canadian dollar has in the past and could in the future adversely affect our revenue and operating results.

***We are and will continue to be faced with many competitive challenges, any of which could adversely affect our prospects, operating results and financial condition.***

We compete with pet owners that self-finance unexpected veterinary invoices with savings or credit, as well as traditional "pet insurance" providers and relatively new entrants into our market. The vast majority of pet owners in the United States and Canada do not currently have medical insurance for their pets. We are focused primarily on expanding our share of the overall market, and we view our primary competitive challenge as educating pet owners on why our subscription is a better alternative to self-financing.

Additionally, there are traditional insurance companies that provide pet insurance products, either as a stand-alone product or along with a broad range of other insurance products. In addition, new entrants backed by large insurance companies have attempted to enter the pet insurance market in the past and may do so again in the future. Further, traditional "pet insurance" providers may consolidate or take other actions to mimic the efficiencies from our vertically-integrated structure or create other operational efficiencies, which could lead to increased competition.

Some of our current and potential competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, technical, marketing and other resources than we do. Some of our competitors may be able to undertake more extensive marketing initiatives for their brands and services, devote more resources to website and systems development and make more attractive offers to potential employees, referral sources and third-party service providers.

To compete effectively, we will need to continue to invest significant resources in sales and marketing, in improving our member service levels, in the online experience and functionalities of our website and in other technologies and infrastructure. Failure to compete effectively against our current or future competitors could result in loss of current or potential members, subscription terminations or a reduction in member retention rates, which could adversely affect our pricing, lower our revenue and prevent us from achieving or maintaining profitability. We may not be able to compete effectively for members in the future against existing or new competitors, and the failure to do so could result in loss of existing or potential members, increased sales and marketing expenses or diminished brand strength, any of which could harm our business.

***If we are not successful in cost-effectively converting visitors to our website and contact center into members, our business and operating results would be harmed.***

Our growth depends in large part upon growth in our member base. We seek to convert consumers who visit our website and call our contact center into members. The rate at which consumers visiting our website and contact center seeking to enroll in our subscription are converted into members is a significant factor in the growth of our member base. A number of factors have influenced, and could in the future influence, the conversion rates for any given period, some of which are outside of our control. These factors include:

- the competitiveness of our subscription, including its perceived value, simplicity, and fairness;
- changes in consumer shopping behaviors due to circumstances outside of our control, such as economic conditions and consumers' ability or willingness to pay for our product;
- the quality of and changes to the consumer experience when speaking with us on the phone or using our website;
- regulatory requirements, including those that make the experience on our website cumbersome or difficult to navigate or that hinder our ability to speak with potential members quickly and in a way that is conducive to converting leads, enrolling new pets, and/or resolving member concerns;
- system failures or interruptions in the operation of our abilities to write policies or operate our website or contact center; and

- changes in the mix of consumers who are referred to us through various member acquisition channels, such as veterinary referrals, existing members adding a pet and referring their friends and family members and other third-party referrals and direct-to-consumer acquisition channels.

Our ability to convert consumers into members can be impacted by a change in the mix of referrals received through our member acquisition channels. In addition, changes to our website or contact center, or other programs or initiatives we undertake, may adversely impact our ability to convert consumers into members at our current rate, or at all. These changes may have the unintended consequence of adversely impacting our conversion rates. A decline in the percentage of members who enroll in our subscription on our website or by calling our contact center also could result in increased member acquisition costs. To the extent the rate at which we convert consumers into members suffers, the growth rate of our member base may decline, which would harm our business, operating results and financial condition.

We have made and plan to continue to make substantial investments in features and functionality for our website and training and staffing for our contact center that are designed to generate traffic, increase member engagement and improve new and existing member service. These activities do not directly generate revenue, however, and we may never realize any benefit from these investments. If the expenses that we incur in connection with these activities do not result in sufficient growth in members to offset the cost, our business, operating results and financial condition will be adversely affected.

***If we are unable to maintain and enhance our brand recognition and reputation, our business and operating results will be harmed.***

We believe that maintaining and enhancing our brand recognition and reputation is critical to our relationships with existing members, Territory Partners, veterinarians and other referral sources, and to our ability to attract new members, new Territory Partners, additional supportive veterinarians and other referral sources. We also believe that the importance of our brand recognition and reputation will continue to increase as competition in our market continues to develop and mature. Our success in this area will depend on a wide range of factors, some of which are out of our control, including the following:

- the efficacy and viability of our sales and marketing programs;
- the perceived value of our subscription;
- quality of service provided, including the fairness, ease and timeliness of reviewing and paying veterinary invoices;
- actions of our competitors, Territory Partners, veterinarians and other referral sources;
- positive or negative publicity, including regulatory pronouncements and material on the Internet or social media;
- regulatory and other government-related developments; and
- litigation-related developments.

The promotion of our brand may require us to make substantial investments, and we anticipate that, as our market becomes increasingly competitive, these branding initiatives may become increasingly difficult and expensive. Our brand promotion activities may not be successful or yield increased revenue, and to the extent that these activities result in increased revenue, the increased revenue may not offset the expenses we incur and our operating results could be harmed. If we do not successfully maintain and enhance our brand, our business may not grow and our relationships with veterinarians and other referral sources could be terminated, which would harm our business, operating results and financial condition.

Furthermore, negative publicity, whether or not justified, relating to events or activities attributed to us, our employees, our strategic partners, our affiliates, or others associated with any of these parties, may tarnish our reputation and reduce the value of our brands. Damage to our reputation and loss of brand equity may reduce demand for our services and have an adverse effect on our business, operating results, and financial condition. Moreover, any attempts to rebuild our reputation and restore the value of our brands may be costly and time consuming, and such efforts may not ultimately be successful.



***Our business depends on our ability to maintain and scale the infrastructure necessary to operate our technology platform and could be adversely affected by a system failure.***

Our business depends on our ability to maintain and scale the infrastructure necessary to operate our technology platform, which includes our analytics and pricing engine, systems for managing veterinary invoice payments, customer relationship management system, contact center phone system and website. We use these technology frameworks to price our subscriptions, enroll members, engage with current members and pay veterinary invoices. Our members review and purchase subscriptions through our website and contact center, and we receive and pay veterinarian invoices directly through Trupanion Express<sup>®</sup>. Our reputation and ability to acquire, retain and serve our members depends on the reliable performance of our technology platform and the underlying network systems and infrastructure, and on providing best-in-class member service, including through our contact center and website. As our member base continues to grow, the amount of information collected and stored on the systems and infrastructure supporting our technology platform will continue to grow, and we expect to require an increasing amount of network capacity, computing power and information technology personnel to develop and maintain our technology platform and service our departments involved in member interaction.

We have made, and expect to continue to make, substantial investments in equipment and related network infrastructure to handle the operational demands on our technology platform, including increasing data collection, software development, traffic on our website and the volume of calls at our contact center. The operation of the systems and infrastructure supporting our technology platform is expensive and complex and could experience operational failures. In the event that our data collection, member base or amount of traffic on these systems grows more quickly than anticipated, we may be required to incur significant additional costs to increase the capacity in our systems. Any system failure that causes an interruption in or decreases the responsiveness of our services could impair our revenue-generating capabilities, harm our business and operating results and damage our reputation. In addition, any loss or mishandling of data could result in breach of confidence, competitive disadvantage or loss of members, and subject us to potential liability. Any failure of the systems and infrastructure that we rely on could negatively impact our enrollments as well as our relationship with members. If we do not maintain or expand the systems and infrastructure underlying our technology platform successfully, or if we experience operational failures, our reputation could be harmed and we could lose current and potential members, which could harm our operating results and financial condition.

***We have made, and expect to continue to make, significant investments in new solutions and enhancements to our technology platform. These new solutions and enhancements may not be successful, and we may not recognize the expected benefits.***

We have a team of product and engineering professionals dedicated in part to enhancing our technology platform and developing new solutions. We have made, and expect to continue to make, significant investments in these new solutions and enhancements. For example, we have made significant investments in Trupanion Express<sup>®</sup>, which is designed to facilitate the direct payment of invoices to veterinary practices. These development and implementation activities may not be successful, and we may incur delays or cost overruns or elect to curtail our currently planned expenditures related to them. Further, if or when these new solutions or enhancements are introduced, they may not be well received by veterinarians or by new or existing members, particularly if they are costly, cumbersome or unreliable. Even if they are well-received, they may be or become obsolete due to technological reasons or to the availability of alternative solutions in the marketplace. If new solutions and enhancements are not successful on a long-term basis, we may not recognize benefits from these investments, and our business and financial condition could be adversely affected.

***If we fail to effectively manage our growth, our business, operating results and financial condition may suffer.***

We have recently experienced, and expect to continue to experience, significant growth, which has placed, and may continue to place, significant demands on our management and our operational and financial systems and infrastructure. We expect that our growth strategy will require us to commit substantial financial, operational and technical resources. It may also result in increased costs, including unexpected increases in our underlying costs (such as member acquisition costs or increases in the number or amounts of veterinary invoices received) generated by our new business, which could prevent us from becoming profitable and could impair our ability to compete effectively for business. Additionally, we have in the past, and may in the future, experience increases in terminations as our membership grows, which negatively affects our retention rate. If we do not effectively manage growth at any time, our financial condition could be harmed and the quality of our services could suffer.

In order to successfully expand our business, we need to hire, integrate and retain highly skilled and motivated employees. We also need to continue to improve our existing systems for operational and financial management. These improvements could require significant capital expenditures and place increasing demands on our management. We may not be successful in managing or expanding our operations or in maintaining adequate financial and operating systems and controls. If we do not successfully implement improvements in these areas, our business, operating results and financial condition will be harmed.

***Our operating results may vary, which could cause the trading price of our stock to fluctuate or decline, make period-to-period comparisons less meaningful, and make our future results difficult to predict.***

We may experience fluctuations in our revenue, expenses and operating results in future periods. Our operating results may fluctuate in the future as a result of a number of factors, many of which are beyond our control. These fluctuations may lead analysts to change their long-term models for valuing our common stock, cause us to face short-term liquidity issues, impact our ability to retain or attract key personnel or cause other unanticipated issues, all of which could result in declines in our stock price. Moreover, these fluctuations may make comparing our operating results on a period-to-period basis less meaningful and make our future results difficult to predict. You should not rely on our past results as an indication of our future performance. In addition, if revenue levels do not meet our expectations, our operating results and ability to execute on our business plan are likely to be harmed. In addition to the other factors listed in this “Risk Factors” section, factors that could affect our operating results include the following:

- our ability to retain our current members and grow our member base;
- the level of operating expense we elect to incur related to sales and marketing and technology and development initiatives that are discretionary in nature;
- the effectiveness of our sales and marketing programs;
- our ability to improve veterinarians’ and other third-parties’ willingness to recommend our subscription;
- the timing, volume and amount of veterinary invoices and the adequacy of our related reserve;
- our ability to accurately price our subscription and achieve required regulatory pricing approvals;
- regulatory limitations or other constraints on our ability or our willingness to implement pricing changes;
- the level of demand for and cost of our subscription or competing products;
- fluctuations in applicable foreign currency exchange rates;
- the perceived value of our subscription to veterinarians and pet owners;
- spending decisions by our members and prospective members;
- our costs and expenses, including pet acquisition costs and costs to pay and process veterinary invoices;
- our ability to expand the scope and efficiency of our Territory Partner group;
- our ability to effectively manage our growth;
- the effects of increased competition in our business;
- our ability to keep pace with changes in technology and our competitors;
- the impact of any security incidents or service interruptions;
- costs associated with defending any regulatory action or litigation or with enforcing our intellectual property, contractual or other rights;
- the impact of economic conditions on our revenue and expenses; and
- changes in government regulation affecting our business.

Seasonal or periodic variations in the behavior of our members also may cause fluctuations in our financial results. Enrollment in our subscription tends to be discretionary in nature and may be sporadic, reflecting overall economic conditions, budgeting constraints, pet-buying patterns and a variety of other factors, many of which are outside our control. For example, we expect to experience some effects of seasonal trends in visits to veterinarians in the fourth quarter and in the beginning of the first quarter of each year in connection with the traditional holiday season. While we believe seasonal trends have affected and will continue to affect our quarterly results, our growth may have overshadowed these effects to date. We believe that our business will continue to be subject to seasonality in the future, which may result in fluctuations in our financial results.

Due to these and other factors, our financial results for any quarterly or annual period may not meet our expectations or the expectations of investors or analysts that follow our stock and may not be meaningful indications of our future performance.

***Our vertical integration may result in higher costs.***

We manage all aspects of our business, including operating our own insurance subsidiary, implementing our own national independent referral group of Territory Partners, pricing our subscriptions with our in-house actuarial team, processing and paying veterinary invoices, operating our own contact center and owning our own brand. While we believe this vertically integrated approach reduces frictional costs and enhances members' experiences, third-party providers may, now or in the future, be able to replicate this model, partially or entirely, on a more efficient and effective basis. If our in-house services are or become less efficient or less effective than the same services provided by a third party, we may not realize the related cost savings and may be unable to provide a superior membership experience, which may have an adverse effect on our operating results.

***Our forecasts of market growth may prove to be inaccurate, and even if the market for medical insurance for cats and dogs in North America achieves the forecasted growth, our business may not grow at similar rates, if at all.***

Growth forecasts are subject to significant uncertainty and are based on assumptions and estimates, which may not prove to be accurate. Although we believe that the North American market for pet medical insurance will grow over time if consumers are offered a high-value product, the market in North America has been historically growing slowly, if at all, and may not be capable of growing further. Even if this market experiences significant growth, we may not grow our business at similar rates, or at all. For example, the market for medical insurance for cats and dogs in North America has been highly competitive and may become even more competitive in the future. Our growth is subject to many factors, including our success in implementing our business strategy and maintaining our position in a highly competitive market, which are subject to many risks and uncertainties.

***We depend on key personnel to operate our business and, if we are unable to retain, attract and integrate qualified personnel, our ability to develop and successfully grow our business could be harmed.***

Our success depends to a significant extent on the continued services of our current management team, including Darryl Rawlings, our founder and Chief Executive Officer. The loss of Mr. Rawlings or several other key executives or employees within a short time frame could have a material adverse effect on our business. We employ all of our executive officers and key employees on an at-will basis, and their employment can be terminated by us or them at any time, for any reason and without notice, subject, in certain cases, to severance payment rights. In order to retain valuable employees, in addition to salary and cash incentives, we have provided stock options and restricted stock that vest over time and may in the future grant equity awards tied to company performance. The value to employees of stock options and restricted stock that vest over time will be significantly affected by movements in our stock price that are beyond our control and may at any time be insufficient to maintain their retention benefit or counteract offers from other companies. Additionally, if we were to lose a large percentage of our current employees in a relatively short time period, or our employees were to engage in a work stoppage or unionize, we may be unable to hire and train new employees quickly enough to prevent disruptions in our operations, which may result in the loss of members, Territory Partners or referral sources.

Our success also depends on our ability to attract, retain and motivate additional skilled management personnel. We plan to continue to expand our work force, which we believe will enhance our business and operating results. We believe that there is significant competition for qualified personnel with the skills and knowledge that we require. Many of the other companies with which we compete for qualified personnel have greater financial and other resources than we do. They also may provide more diverse opportunities and better chances for career advancement. Some of these characteristics may be more appealing to high-quality candidates than those we have to offer. If we are unable to attract and retain the necessary qualified personnel to accomplish our business objectives, we may experience constraints that will significantly impede the achievement of our business objectives and our ability to pursue our business strategy. New hires require significant training and, in most cases, take significant time before they achieve full productivity. New employees may not become as productive as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals. If our recruiting, training and retention efforts are not successful or do not generate a corresponding increase in revenue, our business will be harmed.

***If we cannot maintain our corporate culture as we grow, we could lose the innovation, teamwork and focus that contribute crucially to our business.***

Our culture is fundamental to our success and defines who we are and how we operate our business. We were founded on a deep appreciation of the special relationship between pet owners, their beloved pets and their trusted veterinarians. We have invested substantial time, energy and resources in developing a culture that fosters teamwork, innovation, creativity and a focus on providing value for our members as well as for Territory Partners and veterinarians. As we develop our infrastructure while we grow, we may find it difficult to maintain these valuable aspects of our corporate culture. Any failure to preserve our culture could negatively impact our future success, including our ability to attract and retain personnel, encourage innovation and teamwork and effectively focus on and pursue our corporate objectives.

***We depend on relationships with strategic partners, and our inability to maintain our existing and secure new relationships with strategic partners could harm our revenue and operating results.***

A portion of our enrollment leads are attributable to a variety of different types of strategic partnership arrangements. These partnerships involve various risks, depending on their structure, including the following:

- we may be unable to maintain or secure favorable relationships with strategic partners;
- our strategic partners may not be successful in creating leads;
- we may be unable to convert leads from our strategic partners into enrolled pets;
- our strategic partners could terminate their relationships with us;
- we may not experience a consistent correlation between revenues and expenditures related to the partnership, and
- bad publicity and other issues faced by our strategic partners could negatively impact us.

***Our business and financial condition is subject to risks related to our writing of policies pursuant to contractual relationships with unaffiliated third parties.***

Our other business segment generally includes revenues and expenses involving contractual relationships with unaffiliated third parties and marketing to enterprises. We have relatively limited experience in writing policies for unaffiliated third parties. This business is not expected to grow at the same rate as our core business and may decline. Changes to this business may be volatile due to the nature of the relationships. Further, this business historically has had, and we expect it to continue to have, lower margins than our core business. As a result of this line of business, we are subject to additional regulatory requirements and scrutiny, which increase our costs, risks and may have an adverse effect on our operations. Further, administration of this business and any similar business in the future may divert our time and attention away from our core business, which could adversely affect our operating results in the aggregate.

For example, we have written pet insurance policies for general agents since 2012. These policies are subject to materially different terms and conditions than our subscription. Further, the unaffiliated general agents administer these policies and market them to consumers. For the year ended December 31, 2017, premiums from these policies accounted for 8.0% of our total revenue. These relationships can be terminated by either party and, if terminated, would result in a reduction in our revenue to the extent we cannot enter other relationships and generate equivalent revenues with different general agents. In addition, the general agents control trust accounts they maintain on our behalf. If the general agents make operating decisions that adversely affect its business or brand, our business or brand could also be adversely affected.

***In Canada, our medical plan is written by Omega General Insurance Company. If Omega were to terminate its underwriting arrangement with us, our business could be adversely affected.***

In Canada, our medical plan is written by Omega, and we assume all premiums written by Omega and the related veterinary invoice expense through an agency agreement and a fronting and administration agreement. These agreements may be terminated by either party with one year's prior written notice. If Omega were to terminate our agreement or be unable to write insurance for regulatory or other reasons, we may have to terminate subscriptions with our existing members, or suspend member enrollment and renewals, in Canada until we entered into a relationship with another third party to write our subscription, which may take a significant amount of time and require significant expense. We may not be able to enter into a new relationship, and any new relationship would likely be on less favorable terms. Any delay in entry into a new relationship or suspension of member enrollment and renewals could have a material adverse effect on our operating results and financial condition.

***If we are unable to implement and maintain effective internal control over financial reporting in the future, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock may be negatively affected.***

We are required to maintain internal control over financial reporting and to report any material weaknesses in such internal control. Section 404 of the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) requires that we evaluate and determine the effectiveness of our internal control over financial reporting and provide a management report on the internal control over financial reporting, which must be attested to by our independent registered public accounting firm to the extent we no longer qualify for the exemption provided to an emerging growth company, as defined by The Jumpstart Our Business Startups Act of 2012 (the JOBS Act).

We may not detect errors on a timely basis and our financial statements may be materially misstated. We have had in the past, and may have in the future, material weaknesses and significant deficiencies in our internal control over financial reporting. If we or our independent registered public accounting firm identify future material weaknesses in our internal control over financial reporting, we are unable to comply with the requirements of Section 404 in a timely manner, we are unable to assert that our internal control over financial reporting is effective or 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. We could also 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.

***If our security measures are breached and unauthorized access is obtained to our data, including our members' data, we may lose our competitive advantage, our systems may be perceived as not being secure and we may incur third-party liability.***

Our data repository contains proprietary information that we believe gives us a competitive advantage, including data on veterinary invoices received and other data with respect to members, Territory Partners, veterinarians and other third parties. Security breaches could expose us to a risk of loss of our data and/or disclosure of this data, either publicly or to a third party who could use the information to gain a competitive advantage. In the event of a loss of our systems or data, we could experience increased costs or delays, which in turn may harm our financial condition, damage our brand and result in the loss of members. Such a disclosure also could lead to litigation and possible liability.

In the course of operating our business, we may store and/or transmit our members' confidential information, including credit card and bank account numbers and other private information. Security breaches could expose us to a risk of loss of this information, litigation and possible liability. Our payment services may be susceptible to credit card and other payment fraud schemes, including unauthorized use of credit cards, debit cards or bank account information, identity theft or merchant fraud.

If our security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and, as a result, someone obtains unauthorized access to our data, including data of our members, our reputation may be damaged, our business may suffer and we could incur significant liability. 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 implement adequate preventative measures. If an actual or perceived breach of our security occurs, the public perception of the effectiveness of our security measures could be harmed and we could lose members, which would adversely affect our business.

***Any legal liability, regulatory penalties or negative publicity we encounter, including based on the information on our website or that we otherwise distribute or provide, directly or through Territory Partners or other referral sources, could harm our business, operating results and financial condition.***

Any legal disputes or regulatory penalties involving us may be publicly announced, which could materially harm our reputation and adversely affect our business. We also provide information on our website, through our contact center and in other ways regarding pet health, the pet insurance industry in general and our subscription, including information relating to subscription fees, benefits, exclusions, limitations, availability and medical plan comparisons. A significant amount of both automated and manual effort is required to maintain the information on our website. Separately, from time to time, we use the information provided on our website and otherwise collected by us to publish reports designed to educate consumers. For example, we produce a significant amount of marketing materials regarding our subscription. If the information we provide on our website, through our contact centers or otherwise is not accurate or is construed as misleading, or if we improperly assist individuals in purchasing subscriptions, our members, competitors or others could attempt to hold us liable for damages, our relationships with veterinarians and other referral sources could be terminated and regulators could attempt to subject us to penalties, revoke our licenses to transact business in one or more jurisdictions or compromise the status of our licenses to transact our business in other jurisdictions, which could result in our loss of revenue. In the ordinary course of operating our business, we may receive complaints that the information we provided was not accurate or was misleading. These types of claims could be time-consuming and expensive to defend, could divert our management's attention and other resources and could cause a loss of confidence in our business. As a result, whether or not we are able to successfully resolve these claims, they could harm our business, operating results and financial condition.

***We are subject to a number of risks related to accepting automatic fund transfers and credit card and debit card payments.***

We accept payments of subscription fees from our members through automatic fund transfers and credit and debit card transactions. For credit and debit card payments, we pay interchange and other fees, which may increase over time. An increase in the number of members who utilize credit and debit cards to pay their subscription fees or related credit and debit card fees would reduce our margins and could require us to increase subscription fees, which could cause us to lose members and revenue, or suffer an increase in our operating expenses, either of which could adversely affect our operating results.



If we, or any of our processing vendors or banks have problems with our billing software, or if the billing software malfunctions, it could have an adverse effect on our member satisfaction and could cause one or more of the major credit card companies or banks to disallow our continued use of their payment products. In addition, if our billing software fails to work properly and, as a result, we do not automatically charge our members' credit cards on a timely basis or at all, or a bank withdraws the incorrect amount or fails to timely transfer the correct amount to us, we could lose revenue and harm our member experience, which could adversely affect our business and operating results. Moreover, a vendor could fail to process payments, or could process payments in the wrong amounts, which could result in us failing to collect premiums, could result in increased cancellations and could adversely affect our reputation.

We are also subject to payment card association operating rules, certification requirements and rules governing electronic funds transfers, including the Payment Card Industry Data Security Standard (PCI DSS), a security standard applicable to companies that collect, store or transmit certain data regarding credit and debit cards, holders and transactions. In the past we may not have been, we currently are not and in the future we may not be, fully or materially compliant with PCI DSS, or other payment card operating rules. Any failure to comply fully or materially with the PCI DSS now or at any point in the future may violate payment card association operating rules, federal and state laws and regulations, and the terms of our contracts with payment processors and merchant banks. Such failure to comply fully or materially also may subject us to fines, penalties, damages and civil liability, and may result in the loss of our ability to accept credit and debit card payments. In addition, there is no guarantee that PCI DSS compliance, if we are able to become compliant, will prevent illegal or improper use of our payment systems or the theft, loss or misuse of data pertaining to credit and debit cards, credit and debit card holders and credit and debit card transactions.

If we fail to adequately control fraudulent credit card transactions, we may face civil liability, diminished public perception of our security measures and significantly higher credit card-related costs, each of which could adversely affect our business, operating results and financial condition.

If we are unable to maintain our chargeback rate at acceptable levels, our credit card fees for chargeback transactions, or our fees for many or all categories of credit and debit card transactions, credit card companies and debit card issuers may increase our fees or terminate their relationship with us. Any increases in our credit card and debit card fees could adversely affect our operating results, particularly if we elect not to raise our subscription fees. The termination of our ability to process payments on any major credit or debit card would significantly impair our ability to operate our business.

***Failure to adequately protect our intellectual property could substantially harm our business and operating results.***

We rely on a combination of intellectual property rights, including trade secrets, copyrights, trademarks and domain names, as well as contractual restrictions, to establish and protect our intellectual property. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy our digital content, pricing analytics, technology, software, branding and functionality, or obtain and use information that we consider proprietary. Moreover, policing our proprietary rights is difficult and may not always be effective. If we continue to expand internationally, we may need to enforce our rights under the laws of countries that do not protect proprietary rights to as great an extent as do the laws of the United States, which may be expensive and divert management's attention away from other operations.

Our digital content is not protected by any registered copyrights or other registered intellectual property. Rather, our digital content is protected by statutory and common law rights, user agreements that limit access to and use of our data and by technological measures. Compliance with use restrictions is difficult to monitor, and our proprietary rights in our digital content databases may be more difficult to enforce than other forms of intellectual property rights.

We currently hold several registered trademarks, including "Trupanion". Trademark protection may not always be available, or sought by us, in every country in which our subscription is available. Competitors may adopt names similar to ours, or purchase our trademarks and confusingly similar terms as keywords in Internet search engine advertising programs, thereby impeding our ability to build brand identity and possibly confusing members. Moreover, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate marks similar to our trademarks.

We may take action, including initiating litigation, to protect our intellectual property rights and the integrity of our brand, and these efforts may prove costly, ineffective and increase the likelihood of counterclaims against us.

We currently hold the “Trupanion.com” Internet domain name and numerous other related domain names. Domain names generally are regulated by Internet regulatory bodies. If we lose the ability to use a domain name in the United States, Canada or any other country, we may be forced to acquire domain names at significant cost or, in the alternative, be forced to incur significant additional expenses to market our subscription, including the development of a new brand and the creation of new promotional materials, which could substantially harm our business and operating results. The regulation of domain names in the United States, Canada and in other foreign countries is subject to change. Regulatory bodies could establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names. As a result, we may not be able to acquire or maintain the domain names that utilize the “Trupanion” name in all of the countries in which we currently intend to conduct business.

We seek to control access to our proprietary technology, software and documentation by entering into confidentiality and invention assignment agreements with our employees and partners, confidentiality agreements with third parties, such as service providers, vendors, individuals and entities that may be exploring a business relationship with us, and terms of use with third parties, such as veterinary hospitals desiring to use our technology, software and documentation. These agreements may not prevent disclosure of intellectual property, trade secrets and/or other confidential information, and may not provide an adequate remedy in the event of misappropriation of trade secrets or any unauthorized disclosure of trade secrets and other confidential information. In addition, others may independently discover trade secrets and confidential information and, in such cases, we may not be able to assert any trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our intellectual property rights and related confidentiality and nondisclosure provisions, and failure to obtain or maintain trade secret protection, or our competitors being able to obtain our trade secrets or to independently develop technology similar to ours or competing technologies, could adversely affect our competitive business position.

Litigation or proceedings before the U.S. Patent and Trademark Office or other governmental authorities and administrative bodies in the United States and abroad may be necessary in the future to enforce our intellectual property rights, to protect our domain names and to determine the validity and scope of the proprietary rights of others. Our efforts to enforce or protect our proprietary rights may be ineffective, could result in substantial costs and diversion of resources and could substantially harm our operating results.

***Assertions by third parties of infringement or other violation by us of their intellectual property rights could result in significant costs and substantially harm our business and operating results.***

Third parties have in the past and may in the future claim that our services infringe or otherwise violate their intellectual property rights. We may be subject to legal proceedings and claims, including claims of alleged infringement by us of the intellectual property rights of third parties. Any dispute or litigation regarding intellectual property could be expensive and time consuming, regardless of the merits of any claim, and could divert our management and key personnel from our operations.

If we were to discover or be notified that our services potentially infringe or otherwise violate the intellectual property rights of others, we may need to obtain licenses from these parties in order to avoid infringement. We may not be able to obtain the necessary licenses on acceptable terms, or at all, and any such license may substantially restrict our use of the intellectual property. Moreover, if we are sued for infringement and lose the lawsuit, we could be required to pay substantial damages or be enjoined from offering the infringing services. Any of the foregoing could cause us to incur significant costs and prevent us from selling or properly administering subscriptions or performing under our other contractual relationships.

***We rely on third parties to provide intellectual property and technology necessary for the operation of our business.***

We utilize intellectual property and technology owned by third parties in developing and operating our technology platform and operating our business. From time to time, we may be required to renegotiate with these third parties or negotiate with other third parties to include or continue using their intellectual property or technology in our existing technology platform or business operations or in modifications or enhancements to our technology platform or business operations. We may not be able to obtain the necessary rights from these third parties on commercially reasonable terms, or at all, and the third-party intellectual property and technology we use or desire to use may not be appropriately supported, maintained or enhanced by the third parties. If we are unable to obtain the rights necessary to use or continue to use third-party intellectual property and technology in our operations, or if those third parties are unable to support, maintain and enhance their intellectual property and technology, we could experience increased costs or delays, which in turn may harm our financial condition, damage our brand and result in the loss of members.

Our technology platform and our data are also hosted by a third-party service provider. The terms under which such third-party service provider provides us services may change and we may be required to renegotiate with that third party. If we are unable to renegotiate satisfactory terms, we may not be able to transition to an alternative service provider without interrupting the availability of our technology platform and any interruption could materially and adversely affect our business. Additionally, if our third-party service provider experiences any disruptions, outages or catastrophes, or if it ceases to conduct business for any reason, we could experience an interruption in our business, which in turn may damage our brand, result in a loss of members and harm our financial condition.

***The outcome of litigation or regulatory proceedings could subject us to significant monetary damages, restrict our ability to conduct our business, harm our reputation and otherwise negatively impact our business.***

From time to time, we have been, and in the future may become, subject to litigation, claims and regulatory proceedings and inquiries, including market conduct examinations and investigations by state insurance regulatory agencies and threatened or filed lawsuits by, among others, government agencies, employees, competitors, current or former members, or business partners.

We cannot predict the outcome of these actions or proceedings, and the cost of defending such actions or proceedings could be material. Further, defending such actions or proceedings could divert our management and key personnel from our business operations. If we are found liable in any action or proceeding, we may have to pay substantial damages or fines, or change the way we conduct our business, either of which may have a material adverse effect on our business, operating results, financial condition and prospects. There may also be negative publicity associated with litigation or regulatory proceedings that could harm our reputation or decrease acceptance of our services. These claims may be costly to defend and may result in assessment of damages, adverse tax consequences and harm to our reputation.

***Covenants in the credit agreement governing our revolving line of credit may restrict our operations, and if we do not effectively manage our business to comply with these covenants, our financial condition could be adversely affected.***

The credit agreement governing our revolving line of credit contains various restrictive covenants, including restrictions on our ability to dispose of our assets, change the name, location, office or executive management of our business, merge with or acquire other entities, incur other indebtedness, incur encumbrances, pay dividends or make distributions to holders of our capital stock, make investments, engage in transactions with our affiliates, permit withdrawals from APIC (with certain exceptions) and conduct operations in certain of our Canadian subsidiaries. Our credit agreement also contains certain financial covenants, including having APIC maintain statutory capital and surplus at all times of not less than the greater of the amount required by regulatory statute or 110% of the highest amount of statutory capital and surplus required in any state in which APIC is licensed; maintaining a minimum cash balance of \$0.6 million in our account at Western Alliance Bank (WAB) and/or WAB affiliates and other cash or investments of \$1.4 million in our accounts at Pacific Western Bank (PWB); maintaining all of our depository and operating accounts at PWB and/or WAB; maintaining certain investment accounts at PWB and/or PWB affiliates; achieving certain quarterly revenue levels and claims ratio thresholds; maintaining greater than negative \$1.0 million net total of operating cash flow and capital expenditures quarterly; and remaining within certain monthly maximum EBITDA loss levels. EBITDA is defined as earnings, plus an amount equal to the sum of (i) tax, plus (ii) depreciation and amortization, plus (iii) interest and non-cash expenses, plus (iv) any non-cash stock-based compensation expense, plus (v) (gain)/loss from equity method investments. Our ability to meet these restrictive covenants can be affected by events beyond our control, and we have been in the past, and may be in the future, unable to do so. In addition, our failure to maintain effective internal controls to measure compliance with our financial covenants could affect our ability to take corrective actions on a timely basis and could result in our being in breach of these covenants. Our credit agreement provides that our breach or failure to satisfy certain covenants constitutes an event of default. Upon the occurrence of an event of default, our lenders could elect to declare any future amounts outstanding under our credit agreement to be immediately due and payable. If we are unable to repay those amounts, our financial condition could be adversely affected.

***Any indebtedness we incur could adversely affect our business and limit our ability to expand our business or respond to changes, and we may be unable to generate sufficient cash flow to satisfy any of our debt service obligations.***

As of December 31, 2017, we had \$9.5 million outstanding indebtedness under our revolving line of credit. We may incur indebtedness in the future, including any additional borrowings available under our revolving line of credit. Any substantial indebtedness and the fact that a substantial portion of our cash flow from operating activities could be needed to make payments on this indebtedness could have adverse consequences, including the following:

- reducing the availability of our cash flow for our operations, capital expenditures, future business opportunities and other purposes;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate, which could place us at a competitive disadvantage compared to our competitors that may have less debt;
- limiting our ability to borrow additional funds; and

- increasing our vulnerability to general adverse economic and industry conditions.

Our ability to borrow any funds needed to operate and expand our business will depend in part on our ability to generate cash. Our ability to generate cash is subject to the performance of our business, as well as general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We may also need to use operating funds to support risk-based capital requirements and borrow additional funds to support our growth. If our business does not generate sufficient cash flow from operating activities or if future borrowings are not available to us, under our revolving credit facility or otherwise, in amounts sufficient to enable us to fund our liquidity needs, our operating results, financial condition and ability to expand our business and meet our risk-based capital requirements may be adversely affected.

***Our financial results may be negatively affected if we are required to pay income tax, premium tax, transaction tax or other taxes in jurisdictions where we are currently not collecting and reporting tax.***

We currently pay income tax, premium tax, transaction tax and other taxes in certain jurisdictions in which we do business. A successful assertion by one or more jurisdictions that we should be paying income, premium, transaction or other taxes on our income or in connection with enrollment or intercompany services, or the enactment of new laws requiring the payment of income, premium, transfer or other taxes in connection with our business operations, including enrollment or intercompany services, could result in substantial tax liabilities.

***If consumer acceptance of the Internet as an acceptable marketplace for our subscription does not continue to increase, our growth prospects will be harmed.***

Our success depends in part on widespread consumer acceptance of the Internet as a marketplace for the purchase of medical insurance for cats and dogs. Internet use may not continue to develop at historical rates, and consumers may not continue to use the Internet to research, select and purchase insurance. In addition, the Internet may not be accepted as a viable resource for a number of reasons, including lack of security of information or privacy protection, possible disruptions, computer viruses or other damage to Internet servers or to users' computers, and excessive governmental regulation.

Our success will depend, in large part, on third parties maintaining the Internet infrastructure to provide a reliable network backbone with the speed, data capacity, security and hardware necessary for reliable Internet access and services.

***We depend in part on Internet search engines to attract potential new members to visit our website. If Internet search engines' methodologies are modified or our search result page rankings decline for other reasons, our new member growth could decline, and our business and operating results could be harmed.***

We derive a significant amount of traffic to our website from consumers who search for pet medical insurance through Internet search engines, such as Google, Bing and Yahoo!. A critical factor in attracting consumers searching for pet medical insurance on the Internet to our website is whether we are prominently displayed in response to an Internet search relating to pet insurance. Algorithmic search result listings are determined and displayed in accordance with a set of formulas or algorithms developed by the particular Internet search engine, which may change from time to time. If we are listed less prominently in, or removed altogether from, search result listings for any reason, the traffic to our websites would decline and we may not be able to replace this traffic, which in turn would harm our business, operating results and financial condition. If we decide to attempt to replace this traffic, we may be required to increase our sales and marketing expenditures, including by utilizing paid search advertising, which would also increase our pet acquisition costs and harm our business, operating results and financial condition.

***Changes in the economy may negatively impact our business, operating results and financial condition.***

Our business may be affected by changes in the economic environment. Medical insurance for cats and dogs is a discretionary purchase, and members may reduce or eliminate their discretionary spending during an economic downturn, resulting in an increase in terminations and a reduction in the number of new member enrollments. We may experience a material increase in terminations or a material reduction in our member retention rate in the future, especially in the event of a prolonged recessionary period or a downturn in economic conditions. Conversely, consumers may have more income to pay veterinary costs out-of-pocket and less desire to purchase our subscription during a period of economic growth. In addition, media prices may increase during a period of economic growth, which could increase our sales and marketing expenses. As a result, our business, operating results and financial condition may be significantly affected by changes in the economic environment.

***We may acquire other companies or technologies, which could divert our management's attention, result in additional dilution to our stockholders and otherwise disrupt our operations and harm our operating results.***

We may decide to acquire businesses, products and technologies. Our ability to successfully make and integrate acquisitions is unproven. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. Further, even if we successfully acquire additional businesses or technologies, we may not be able to migrate the policyholders to our subscription, integrate the acquired personnel, operations and technologies successfully, or effectively manage the combined business following the acquisition. We also may not achieve the anticipated benefits from the acquired business or technology. In addition, we may unknowingly inherit liabilities from future acquisitions that arise after the acquisition and are not adequately covered by indemnities. Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our operating results. If an acquired business or technology fails to meet our expectations, our business, operating results and financial condition may suffer.

***Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.***

As of December 31, 2017, we had U.S. federal net operating loss carryforwards of approximately \$86.7 million that will begin to expire in 2027. Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the Code), if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, such as research tax credits, to offset its post-change income and taxes may be limited. In general, an "ownership change" generally occurs if there is a cumulative change in our ownership by "5-percent stockholders" that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws. Pursuant to Sections 382 and 383 of the Code, annual use of our net operating loss carryforwards and credit carryforwards may be limited if we experience an ownership change. We believe the utilization of approximately \$0.5 million of net operating losses are subject to limitation as a result of prior ownership changes based on our Section 382 study performed as of September 30, 2016. We note subsequent ownership changes may have already and may further affect the limitation in future years.

***We may explore opportunities to expand our operations globally, and we may therefore become subject to a number of risks associated with international expansion and operations.***

As part of our growth plan, we expect to explore opportunities to expand our operations globally. We have no history of marketing, selling, administrating and supporting our subscription for consumers outside of the United States, Canada and Puerto Rico. International sales and operations are subject to a number of risks, including the following:

- regulatory rules and practices, foreign exchange controls, tariffs, tax laws and treaties that are different than those we operate under in the United States, Canada and Puerto Rico and that carry a greater risk of unexpected changes;
- the costs and resources required to modify our technology and sell our subscription in non-English speaking countries;
- the costs and resources required to modify our subscription appropriately to suit the needs and expectations of residents and veterinarians in such foreign countries;
- our data analytics platform may have limited applicability in foreign countries, which may impact our ability to develop adequate underwriting criteria and accurately price subscriptions in such countries;
- increased expenses incurred in establishing and maintaining office space and equipment for our international operations;
- technological incompatibility;
- fluctuations in exchange rates between the U.S. dollar and foreign currencies in markets where we do business;
- difficulties in attracting and retaining personnel with experience in international operations;
- difficulties in modifying our business model in a manner suitable for any particular foreign country, including any modifications to our Territory Partner model to the extent we determine that our existing model is not suitable for use in foreign countries;
- our lack of experience in marketing to consumers and veterinarians, and encouraging online marketing, in foreign countries;
- our relative lack of industry connections in many foreign countries;
- difficulties in managing operations due to language barriers, distance and time zone differences, staffing, cultural differences and business infrastructure constraints, including difficulty in obtaining foreign and domestic visas;
- application of foreign laws and regulations to us, including more stringent or materially different insurance, employment, consumer and data protection laws;
- the uncertainty of protection for intellectual property rights in some countries;

- greater risk of a failure of foreign employees to comply with applicable U.S. and foreign laws, including antitrust regulations, the U.S. Foreign Corrupt Practices Act and any trade regulations ensuring fair trade practices; and
- general economic and political conditions in these foreign markets.

These factors and other factors could harm our ability to gain future international revenue and, consequently, materially impact our business and operating results. The expansion of our existing international operations and entry into additional international markets will require significant management attention and financial resources, detracting from management attention and financial resources otherwise available to our existing business. Our failure to successfully manage our international operations and the associated risks effectively could limit the future growth of our business and could have an adverse effect on our operating results and financial condition.

***A downgrade in the financial strength rating of our insurance company may have an adverse effect on our competitive position, the marketability of our subscription, and/or on our liquidity, access to and cost of borrowing, operating results and financial condition.***

Although we do not believe that the financial strength rating of APIC is material for customers or to understand our business beyond what is already publicly available, financial strength ratings can be important factors in establishing the competitive position of insurance companies and generally have an effect on an insurance company's business. On an ongoing basis, rating agencies review the financial performance and condition of APIC and could downgrade or change the outlook on its ratings due to, for example, a change in its statutory capital, a change in the rating agency's determination of the amount of risk-based capital required to maintain a particular rating or a reduced confidence in management or its business strategy, as well as a number of other considerations that may or may not be under our control. The insurance financial strength rating of APIC is subject to quarterly review, and APIC may not retain the current rating. A downgrade in this or any future ratings could have a material effect on our sales, our competitiveness, the marketability of our subscription, our liquidity, access to and cost of borrowing, operating results and financial condition.

***Our business is subject to the risks of earthquakes, floods, fires and other natural catastrophic events and to interruption by man-made problems such as computer viruses or terrorism.***

Our systems and operations are vulnerable to damage or interruption from earthquakes, human error, intentional bad acts, hurricanes, floods, fires, power losses, telecommunications failures, hardware and system failures, terrorist attacks, acts of war, break-ins or similar events. For example, our corporate headquarters and facilities are located in Seattle, Washington near known earthquake fault zones and are vulnerable to significant damage from earthquakes. In addition, cyber-attacks or acts of terrorism could cause disruptions in our business or the economy as a whole. Our servers and systems may also be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems, which could lead to interruptions, delays, loss of critical data or the unauthorized disclosure of confidential member data. We currently have limited disaster recovery capability, and our business interruption insurance may be insufficient to compensate us for losses that may occur. Such disruptions could negatively impact our ability to run our business, which could have an adverse effect on our operating results and financial condition.

#### **Risks Related to Compliance with Laws and Regulations**

***We may not maintain the amount of risk-based capital required to avoid additional regulatory oversight, which may adversely affect our ability to operate our business.***

Memberships in our U.S. subscription are written by APIC. APIC is an insurance company domiciled in the state of New York and licensed by the New York Department of Financial Services. Regulators in the states in which we do business impose risk-based capital requirements on APIC that generally are approved by the National Association of Insurance Commissioners to ensure APIC maintains reasonably appropriate levels of surplus to protect our members against adverse developments in APIC's financial circumstances, taking into account the risk characteristics of our assets, liabilities and certain other items. Generally, the NY DFS will compare, on an annual basis as of December 31 or more often as deemed necessary, an insurer's total adjusted capital and surplus against what is referred to as an "Authorized Control Level" of risk-based capital that is calculated based on a formula designed to estimate an insurer's capital adequacy. There generally are five outcomes possible from this comparison, depending on the insurer's level of risk-based capital as compared to the applicable Authorized Control Level.

- *No Action Level:* Insurer's total adjusted capital is equal to or greater than 200% of the Authorized Control Level.



- *Company Action Level:* Insurer's total adjusted capital is less than 200% but greater than 150% of the Authorized Control Level. When at this level, an insurer must prepare and submit a financial plan to the NY DFS for review and approval. Generally, a risk-based capital plan would identify the conditions that contributed to the Company Action Level and include the insurer's proposed plans for increasing its risk-based capital in order to satisfy the No Action Level. The failure to provide the NY DFS with a risk-based capital plan on a timely basis or the inability of the NY DFS and the insurer to mutually agree on an appropriate risk-based capital plan could trigger a Regulatory Action Level outcome, subject to the insurer's right to a hearing on the issue.
- *Regulatory Action Level:* Insurer's total adjusted capital is less than 150% but greater than 100% of the Authorized Control Level. When at this level, an insurer generally must provide a risk-based capital plan to the NY DFS and be subject to examination or analysis by the NY DFS to the extent it deems necessary, including such corrective actions as the NY DFS may require.
- *Authorized Control Level:* Insurer's total adjusted capital is less than 100% but greater than 70% of the Authorized Control Level. At this level, the NY DFS generally could take remedial actions that it determines necessary to protect the insurer's assets, including placing the insurer under regulatory control.
- *Mandatory Control Level:* Insurer's total adjusted capital is less than 70% of the Authorized Control Level. At this level, the NY DFS generally is required to take steps to place the insurer under regulatory control, even if the insurer is still solvent.

As of December 31, 2017, APIC was required to maintain at least \$22.2 million of risk-based capital to satisfy the No Action Level (the highest of the above levels). As of December 31, 2017, APIC maintained \$37.2 million of risk-based capital. The NY DFS may increase the required levels of risk-based capital in the future, and we anticipate that we will need to maintain greater amounts of risk-based capital if our pet enrollment continues to grow.

Additionally, if our risk-based capital falls below the Company Action Level, we may be in breach of various contractual relationships, including, for example, with the unaffiliated general agents for which we write pet insurance policies, which may give such parties the ability to cancel their contracts with us and/or sue us for damages related to our risk-based capital levels, which could have a material adverse effect on our financial condition.

***We may require additional capital to meet our risk-based capital requirements, pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances. If capital is not available to us at any time, our business, operating results and financial condition may be harmed.***

We may require additional capital to meet our risk-based capital requirements, operate or expand our business or respond to unforeseen circumstances. Additional funds may not be available when we need them, on terms that are acceptable to us, or at all. If we raise additional funds through the issuance of equity or convertible securities, the percentage ownership of holders of our common stock could be significantly diluted and these newly issued securities may have rights, preferences or privileges senior to those of holders of our common stock. Further, volatility in the credit or equity markets may have an adverse effect on our ability to obtain debt or equity financing or the cost of such financing. Similarly, our access to funds may be impaired if regulatory authorities or rating agencies take negative actions against us. If a combination of these factors were to occur, our internal sources of liquidity may prove to be insufficient and, in such case, we may not be able to successfully obtain additional financing on favorable terms. If funds are unavailable to us on reasonable terms when we need them, we may be unable to meet our risk-based capital requirements, train and support our employees, support Territory Partners, maintain the competitiveness of our technology, pursue business opportunities, service our existing debt, pay veterinary invoices or acquire new members, any of which could have an adverse effect on our business, operating results and financial condition.

***If we fail to comply with the numerous laws and regulations that are applicable to the sale of medical insurance for cats and dogs, our business and operating results could be harmed.***

The sale of medical insurance for cats and dogs, which is considered a type of property and casualty insurance in most jurisdictions, is heavily regulated by each state in the United States, in the District of Columbia, in Puerto Rico and by Canadian federal, provincial and territorial governments. In the United States, state insurance regulators are charged with protecting policyholders and have broad regulatory, supervisory and administrative powers over our business practices. Because we do business in all 50 states, the District of Columbia, all Canadian provinces and territories and Puerto Rico, compliance with insurance-related laws, rules and regulations is difficult and imposes significant costs on our business. Each jurisdiction's insurance department typically has the power, among other things, to:

- grant and revoke licenses to transact insurance business;
- conduct inquiries into the insurance-related activities and conduct of agents and agencies and others in the sales, marketing and promotional channels;
- require and regulate disclosure in connection with the sale and solicitation of insurance policies;

- authorize how, by which personnel and under what circumstances insurance premiums can be quoted and published and an insurance policy sold;
- approve which entities or individuals can be paid commissions from carriers and the circumstances under which they may be paid;
- regulate the content of insurance-related advertisements, including web pages, and other marketing practices;
- approve policy forms, require specific benefits and benefit levels and regulate premium rates;
- impose fines and other penalties; and
- impose continuing education requirements.

While the U.S. federal government does not directly regulate the insurance industry, federal legislation and administrative policies can also affect us. Congress and various federal agencies periodically discuss proposals that would provide for federal oversight of insurance companies. We cannot predict whether any such laws will be enacted or the effect that such laws would have on our business. We also do business in all ten provinces and three territories of Canada. The provincial and territorial insurance regulators have the power to regulate the market conduct of insurers and insurance intermediaries, and the licensing and supervision of insurance agents, and brokers, along with enforcement rights, including the right to assess administrative monetary penalties in certain provinces.

Insurance companies are also regulated at the federal level in Canada, and the Insurance Companies Act prohibits a foreign entity from insuring risks in Canada unless it is authorized by an Order made by the Superintendent of Financial Institutions (Canada) permitting it to do so.

Due to the complexity, periodic modification and differing interpretations of insurance laws and regulations, we have not always been, and we may not always be, in compliance with them. New insurance laws, regulations and guidelines also may not be compatible with the manner in which we market and sell subscriptions in all of our jurisdictions and member acquisition channels, including over the Internet. Failure to comply with insurance laws, regulations and guidelines or other laws and regulations applicable to our business could result in significant liability, additional department of insurance licensing requirements, the revocation of licenses in a particular jurisdiction or our inability to sell subscriptions, which could significantly increase our operating expenses, result in the loss of our revenue and otherwise harm our business, operating results and financial condition.

Moreover, an adverse regulatory action in one jurisdiction could result in penalties and adversely affect our license status or reputation in other jurisdictions, including due to the current requirement that adverse regulatory actions in one jurisdiction be reported to other jurisdictions. Even if the allegations in any regulatory or other action against us ultimately are determined to be unfounded, we could incur significant time and expense defending against the allegations, and any related negative publicity could harm consumer and third-party confidence in us, which could significantly damage our brand.

In addition, we have received, and may in the future receive, inquiries from regulators regarding our marketing and business practices. These inquiries may include investigations regarding a number of our business practices, including the manner in which we market and sell subscriptions, the manner in which we write policies for any unaffiliated general agent, and whether any amounts we pay to hospitals or hospital groups is appropriate. Any modification of our marketing or business practices in response to regulatory inquiries could harm our business, operating results or financial condition and lead to reputational harm.

***A regulatory environment that limits rate increases may adversely affect our operating results and financial condition.***

Many states, including New York, have adopted laws or are considering proposed legislation that, among other things, limit the ability of insurance companies to effect rate increases or to cancel, reduce or not renew existing policies, and many state regulators have the power to reduce, or to disallow increases in premium rates. Most states, including New York, require licensure and regulatory approval prior to marketing new insurance products. Our practice has been to regularly reevaluate the price of our subscriptions, with any pricing changes implemented at least annually, subject to the review and approval of the state regulators, who may reduce or disallow our pricing changes. Such review has often in the past resulted, and may in the future result, in delayed implementation of pricing changes and prevent us from making changes we believe are necessary to achieve our targeted payout ratio, which could adversely affect our operating results and financial condition. In addition, we may be prevented by regulators from limiting significant pricing changes, requiring us to raise rates more quickly than we otherwise may desire. This could damage our reputation with our members and reduce our retention rates, which could significantly damage our brand, result in the loss of expected revenue and otherwise harm our business, operating results and financial condition.

In addition to regulating rates, certain states have enacted laws that require a property-casualty insurer, which includes a pet insurance company, conducting business in that state to participate in assigned risk plans, reinsurance facilities, joint underwriting associations (JUAs), Fair Access to Insurance Requirements (FAIR) plans and wind pools. In these markets, if the state reinsurance facilities, wind pools, FAIR plans or JUAs recognize a financial deficit, they may in turn have the ability to assess participating insurers, adversely affecting our operating results and financial condition if we are a part of such state reinsurance facilities, wind pools, FAIR plans or JUAs. Additionally, certain states require insurers to participate in guaranty funds for impaired or insolvent insurance companies. These funds periodically assess losses against all insurance companies doing business in the state. Our operating results and financial condition could be adversely affected by any of these factors.

***Regulations that require individuals or entities that sell medical insurance for cats and dogs or process claims to be licensed may be interpreted to apply to our business, which could require us to modify our business practices, create liabilities, damage our reputation, and harm our business.***

Insurance regulators generally require that each individual who transacts pet insurance business on our behalf must maintain a valid license in one or more jurisdictions. Regulators may also require certain individuals who process claims to be licensed. These requirements are subject to a variety of interpretations between jurisdictions. We may not interpret and apply the requirements in the same manner as all applicable regulators, and, even if we have, the requirements or regulatory interpretations of those requirements may change. Regulators have in the past and/or may in the future determine that certain of our personnel or referral sources were performing licensable activities without the required license. If such persons were not in fact licensed in any such jurisdiction, we could become subject to conviction for an offense or the imposition of an administrative penalty, and liable for significant penalties. We would also likely be required to modify our business practices and/or sales and marketing programs, or license the affected individuals, which may be impractical or costly and time-consuming to implement. Any modification of our business or marketing practices in response to regulatory licensing requirements could harm our business, operating results or financial condition.

Most insurance legislation requires entities that solicit the sale of pet insurance to be validly licensed in the applicable jurisdiction. If an insurance regulator were to determine that any entity soliciting the sale of a subscription on our behalf did not hold the required license, we may have to modify our business practices or marketing efforts, or license the affected entities, which may be costly and time-consuming to implement.

***We are subject to numerous laws and regulations, and compliance with one law or regulation may result in non-compliance with another.***

We are subject to numerous laws and regulations that are administered and enforced by a number of different governmental authorities, each of which exercises a degree of interpretive latitude, including, in the United States, state insurance regulators, state securities administrators, state attorneys general and federal agencies including the SEC, Internal Revenue Service and the U.S. Department of Justice. Consequently, we are subject to the risk that compliance with any particular regulator's or enforcement authority's interpretation of a legal issue may not result in compliance with another's interpretation of the same issue, particularly when compliance is judged in hindsight. In addition, there is risk that laws and regulations or any particular regulator's or enforcement authority's interpretation of a legal issue may change over time to our detriment, or that changes in the overall legal environment may, even absent any particular regulator's or enforcement authority's interpretation of a legal issue changing, cause us to change our views regarding the actions we need to take from a legal risk management perspective, thus necessitating changes to our practices that may, in some cases, increase our costs and limit our ability to grow or to improve the profitability of our business. Further, in some cases, these laws and regulations are designed to protect or benefit the interests of a specific constituency rather than a range of constituencies. For example, state insurance laws and regulations generally are intended to protect or benefit purchasers or users of insurance products, not holders of securities, which generally is the jurisdiction of the SEC. In many respects, these laws and regulations limit our ability to grow or to improve the profitability of our business.

***Regulation of the sale of medical insurance for cats and dogs is subject to change, and future regulations could harm our business and operating results.***

The laws and regulations governing the offer, sale and purchase of medical insurance for cats and dogs are subject to change, and future changes may be adverse to our business. For example, if a jurisdiction were to increase our risk-based capital requirements or alter the requirements for obtaining or maintaining an agent's license in connection with the enrollment of a member, it could have a material adverse effect on our operations. Some states in the United States have adopted, and others are expected to adopt, new laws and regulations related to the insurance industry. It is difficult to predict how these or any other new laws and regulations will impact our business, but, in some cases, changes in insurance laws, regulations and guidelines may be incompatible with various aspects of our business and require that we make significant modifications to our existing technology or practices, which may be costly and time-consuming to implement and could also harm our business, operating results and financial condition.

***Failure to comply with federal, state and provincial laws and regulations relating to privacy and security of personal information, and civil liabilities relating to breaches of privacy and security of personal information, could create liabilities for us, damage our reputation and harm our business.***

A variety of U.S. and Canadian federal, state and provincial laws and regulations govern the collection, use, retention, sharing and security of personal information. We collect and utilize demographic and other information from and about our members when they visit our website, call our contact center and apply for enrollment. Further, we use tracking technologies, including “cookies,” to help us manage and track our members’ interactions and deliver relevant advice and advertising. Claims or allegations that we have violated applicable laws or regulations related to privacy and data security could in the future result in negative publicity and a loss of confidence in us by our members and our participating service providers, and may subject us to fines by credit card companies and the loss of our ability to accept credit and debit card payments. In addition, we have posted privacy policies and practices concerning the collection, use and disclosure of member data on our website. Several Internet companies have incurred penalties for failing to abide by the representations made in their privacy policies and practices. In addition, our use and retention of personal information could lead to civil liability exposure in the event of any disclosure of such information due to hacking, viruses, inadvertent action or other use or disclosure. Several companies have been subject to civil actions, including class actions, relating to this exposure.

We have incurred, and will continue to incur, expenses to comply with privacy and security standards and protocols for personal information imposed by law, regulation, self-regulatory bodies, industry standards and contractual obligations. Such laws, standards and regulations, however, are evolving and subject to potentially differing interpretations, and federal, state and provincial legislative and regulatory bodies may expand current or enact new laws or regulations regarding privacy matters. We are unable to predict what additional legislation, standards or regulation in the area of privacy and security of personal information could be enacted or its effect on our operations and business.

***Government regulation of the Internet and email could adversely affect our business.***

The laws governing general commerce on the Internet remain unsettled and it may take years to fully determine whether and how existing laws such as those governing insurance, intellectual property, privacy and taxation apply to the Internet. In addition, the growth and development of the market for electronic commerce and Internet-related pet insurance advertisements and transactions may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies conducting business and selling subscriptions over the Internet. Any new laws or regulations or new interpretations of existing laws or regulations relating to the Internet could harm our business and we could be forced to incur substantial costs in order to comply with them, which would harm our business, operating results and financial condition.

Additionally, we use email to market our services to potential members and as a means of communicating with our existing members. The laws and regulations governing the use of email for commercial purposes continue to evolve and the growth and development of the market for commerce over the Internet may lead to the adoption of additional legislation. Failure to comply with existing or new laws regarding electronic communications with members could lead to significant damages. We have incurred, and will continue to incur, expenses to comply with electronic messaging laws. If new laws or regulations are adopted, or existing laws and regulations are interpreted, to impose additional restrictions on our ability to send email to our members or potential members, we may not be able to communicate with them in a cost-effective manner. In addition to legal restrictions on the use of email for commercial purposes, Internet and email service providers and others attempt to block the transmission of unsolicited email, commonly known as “spam.” Many service providers have relationships with organizations whose purpose it is to detect and notify the Internet and email service providers of entities that the organization believes is sending unsolicited email. If an Internet or email service provider identifies messaging and email from us as “spam” as a result of reports from these organizations or otherwise, we could be placed on a restricted list that will block our emails to members or potential members. If we are restricted or unable to communicate by email with our members and potential members as a result of legislation, blockage or otherwise, our business, operating results and financial condition would be harmed.

***Applicable insurance laws regarding the change in control of our company may impede potential acquisitions that our stockholders might consider to be desirable.***

We are subject to statutes and regulations of the state of New York that generally require that any person or entity desiring to acquire direct or indirect control of APIC obtain prior regulatory approval. These laws may discourage potential acquisition proposals and may delay, deter or prevent a change in control of our company, including through transactions, and in particular unsolicited transactions, that some of our stockholders might consider to be desirable. Similar laws or regulations may also apply in other states in which we may operate.

***Our segregated account in Bermuda, WICL segregated account AX, could be adversely impacted by regulatory compliance of a third party.***

Wyndham Insurance Company (SAC) Limited (WICL) is a class 3 insurer regulated by the Bermuda Monetary Authority (BMA). WICL's ability to continue operations and pay dividends could impact the ability of our segregated account to do the same. WICL's failure to meet regulatory requirements set forth by the BMA could result in our inability to transact business with WICL segregated account AX. Further, WICL could be limited from allowing dividends to be paid out of segregated account AX in the event of adverse regulatory actions.

***We will continue to incur significantly increased costs and devote substantial management time as a result of operating as a public company.***

As a public company, we incur significant legal, accounting and other expenses that we did not incur as a private company. For example, we are subject to the reporting requirements of the Exchange Act, and are required to comply with the applicable requirements of the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act and the JOBS Act, as well as rules and regulations subsequently implemented by the SEC and the stock exchange on which our common stock is listed, including the establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. Compliance with these requirements has and may continue to increase our legal and financial compliance costs and will make some activities more time consuming and costly. In addition, from time to time, our management and other personnel need to divert attention from operational and other business matters to devote substantial time to these public company requirements. In particular, we have and will continue to incur significant expenses and devote substantial management effort toward ensuring compliance with the requirements of Section 404 of the Sarbanes-Oxley Act, which will increase when we are no longer an emerging growth company, as defined by the JOBS Act. We cannot predict or estimate the amount of additional costs we may incur as a result of being a public company or the timing of such costs.

***We are an emerging growth company and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.***

We are an emerging growth company. Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have irrevocably elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, we will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

For as long as we continue to be an emerging growth company, we intend to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies including, but not limited to, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find our common stock less attractive because we will rely on these exemptions. 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 generally will remain an emerging growth company until the earliest of (i) the end of the fiscal year in which the market value of our common stock that is held by non-affiliates exceeds \$700 million as of June 30, (ii) the end of the fiscal year in which we have total annual gross revenue of \$1 billion or more during such fiscal year, (iii) the date on which we issue more than \$1 billion in non-convertible debt in a three-year period or (iv) December 31, 2019, which is the end of the year in which the fifth anniversary of our IPO would occur.

***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, could affect the reporting of transactions completed before the announcement of a change and could affect our compliance with financial debt covenants.

## **Risks Related to Ownership of Our Common Stock**

***Our actual operating results may differ significantly from our guidance.***

From time to time we have released, and may continue to release, guidance in our quarterly earnings conference call, quarterly earnings releases, or otherwise, regarding our future performance that represents our management's estimates as of the date of release. This guidance, which includes forward-looking statements, has been and will be based on projections prepared by our management. These projections are not prepared with a view toward compliance with published guidelines of the American Institute of Certified Public Accountants, and neither our registered public accountants nor any other independent expert or outside party compiles or examines the projections. Accordingly, no such person expresses any opinion or any other form of assurance with respect to the projections.

Projections are based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. We intend to state possible outcomes as high and low ranges which are intended to provide a sensitivity analysis as variables are changed but are not intended to imply that actual results could not fall outside of the suggested ranges. The principal reason that we release guidance is to provide a basis for our management to discuss our business outlook with analysts and investors. We do not accept any responsibility for any projections or reports published by any such third parties.

Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results may vary from our guidance and the variations may be material. In light of the foregoing, investors are urged not to rely upon our guidance in making an investment decision regarding our common stock.

Any failure to successfully implement our operating strategy or the occurrence of any of the events or circumstances set forth in this report could result in the actual operating results being different from our guidance, and the differences may be adverse and material.

***If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, our stock price and trading volume could decline.***

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the securities or industry analysts who publish research about us or our business downgrade our stock or publish inaccurate or unfavorable evaluations of our company or our stock, the price of our stock could decline. If one or more of these analysts cease coverage of our company, our stock may lose visibility in the market, which in turn could cause our stock price to decline.

***The market price of our common stock has been and is likely to continue to be volatile, and you may be unable to sell your shares at or above the price at which you purchased them.***

The market price of our common stock has been and is likely to continue to fluctuate widely. Factors affecting the market price of our common stock include:

- variations in our operating results, earnings per share, cash flows from operating activities, and key operating metrics, and how those results compare to analyst expectations;
- forward-looking guidance that we provide to the public and industry and financial analysts related to future revenue and profitability, and any change in that guidance or our failure to achieve the results reflected in that guidance;
- the net increases in the number of members, either independently or as compared with published expectations of industry, financial or other analysts that cover our company;
- changes in the estimates of our operating results or changes in recommendations by securities analysts that elect to follow our common stock;
- announcements of changes to our subscription, strategic alliances or significant agreements by us or by our competitors;
- announcements by us or by our competitors of mergers or other strategic acquisitions, or rumors of such transactions involving us or our competitors;
- recruitment or departure of key personnel;
- the economy as a whole and market conditions in our industry;
- trading activity by a limited number of stockholders who together beneficially own a majority of our outstanding common stock;
- the number of shares of our stock trading on a regular basis; and
- any other factors discussed in these risk factors.

In addition, if the market for stock in our industry 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 of our common 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 the subject of securities class action litigation. If we are the subject of such litigation, it could result in substantial costs and a diversion of our management's attention and resources.



***We do not intend to pay dividends on our common stock and, therefore, any returns will be limited to the value of our stock.***

We have never declared or paid any cash dividends on our common stock. We currently intend to retain all available funds and any future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. In addition, our ability to pay cash dividends on our common stock is limited by the terms of our credit agreement, APIC's ability to pay dividends is limited by New York state insurance laws, and WICL Segregated Account AX's ability to pay dividends is limited by our agreements with WICL as well as WICL's regulatory requirements. Any return to stockholders will therefore be limited to the increase, if any, of our stock price.

***Our directors and principal stockholders own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval.***

Our directors, five percent or greater stockholders and their respective affiliates beneficially hold a significant amount of our outstanding voting stock. Therefore, these stockholders have the ability to influence us through this ownership position. These stockholders may be able to determine all matters requiring stockholder approval. For example, these stockholders may be able to control elections of directors, amendments of our organizational documents, or approval of any merger, sale of assets, or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that you or other stockholders may feel are in your or their best interest as one of our stockholders.

***Provisions in our restated certificate of incorporation, restated bylaws and Delaware law might discourage, delay or prevent a change in control of our company or changes in our management and, therefore, depress the market price of our common stock.***

Our restated certificate of incorporation and restated bylaws contain provisions that could depress the market price of our common stock by acting to discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions, among other things:

- establish a classified board of directors so that not all members of our board are elected at one time;
- permit only the board of directors to establish the number of directors and fill vacancies on the board;
- provide that directors may only be removed "for cause" and only with the approval of two-thirds of our stockholders;
- require super-majority voting to amend some provisions in our restated certificate of incorporation and restated bylaws;
- authorize the issuance of "blank check" preferred stock that our board could use to implement a stockholder rights plan (also known as a "poison pill");
- eliminate the ability of our stockholders to call special meetings of stockholders;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- prohibit cumulative voting; and
- establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

In addition, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations and other transactions between us and holders of 15% or more of our common stock.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Our principal executive offices are located at 6100 4th Avenue South, Seattle, Washington. The lease for our principal office is for 89,900 square feet and expires in July 2026. This lease includes provisions that increase our principal office space to a total of 107,642 square feet in 2018. We also occupy 1,600 square feet of office space in Vancouver, British Columbia pursuant to a lease that expires in March 2022.

**Item 3. Legal Proceedings**

Information with respect to this item may be found in Note 7 of Item 8, "Financial Statements and Supplementary Data", under the caption, "Legal Proceedings" which information is incorporated herein by reference.

**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 for our Common Stock

Our common stock began trading on the New York Stock Exchange (NYSE) under the symbol “TRUP” on July 18, 2014. Prior to that time, there was no public market for our common stock. On June 17, 2016, we voluntarily transferred the listing of our common stock from the NYSE to the NASDAQ Global Market of the NASDAQ Stock Market LLC (NASDAQ) where our common stock continues to be traded under the symbol “TRUP”. The following table sets forth the high and low intra-day sales price per share for our common stock on the NASDAQ and NYSE for the period indicated:

	Fiscal Year 2017		Fiscal Year 2016	
	High	Low	High	Low
1st Quarter	\$ 16.99	\$ 13.91	\$ 9.85	\$ 7.82
2nd Quarter	\$ 23.16	\$ 14.39	\$ 15.92	\$ 9.54
3rd Quarter	\$ 26.93	\$ 21.00	\$ 16.93	\$ 13.52
4th Quarter	\$ 32.68	\$ 26.08	\$ 17.18	\$ 14.75

#### Dividend Policy

We have never declared or paid cash dividends on our capital stock. Under our credit agreement, we are restricted from paying any dividends or making any distributions on account of our capital stock. We currently intend to retain any future earnings for use in the operation of our business and do not intend to declare or pay any cash dividends in the foreseeable future. Any further determination to pay dividends on our capital stock will be at the discretion of our board of directors, subject to applicable laws and restrictions in our outstanding credit agreement, and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors considers relevant.

#### Holders of Record

As of February 7, 2018, there were 43 stockholders of record of our common stock. The actual number of stockholders is greater than this number of record holders, and includes stockholders who are beneficial owners, whose shares are held of record by banks, brokers, and other financial institutions.

#### Securities Authorized for Issuance under Equity Compensation Plans

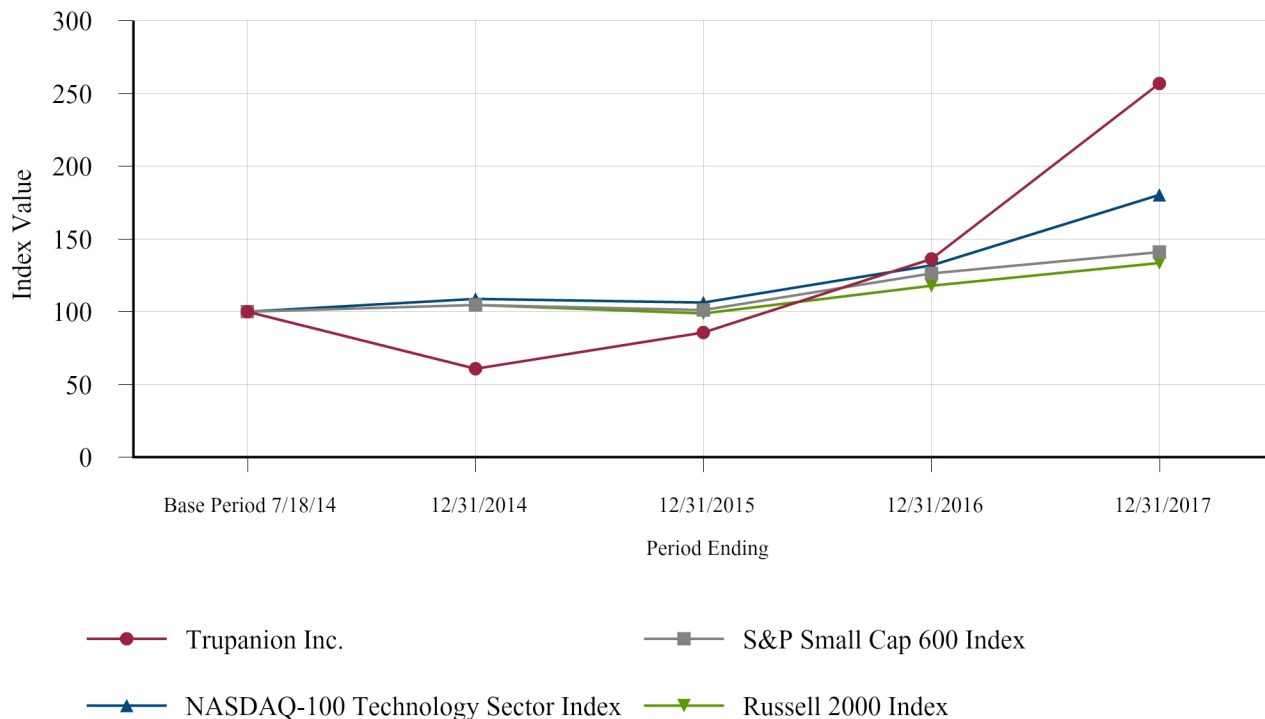
The information called for by this item is incorporated by reference to our Proxy Statement for the Annual Meeting of Stockholders to be held in 2018. See Part III, Item 12 “Security Ownership of Certain Beneficial Owners and Management.”

#### Stock Performance Graph

The following shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent we specifically incorporate it by reference into such filing.

This chart compares the stockholder return on an investment of \$100 at the close of market on July 18, 2014 for (1) our common stock, (2) the S&P Small Cap 600 Index, (3) the NASDAQ-100 Technology Sector Index, and (4) the Russell 2000 Index. All values assume the reinvestment of any dividends; however, no dividends have been declared on our common stock to date. The stockholder return on the following graph is not necessarily indicative of future performance.

**Comparison of Cumulative Total Return**  
**Among Trupanion, S&P Small Cap 600 Index, NASDAQ-100 Technology Sector Index, and Russell 2000 Index**



	<u>7/18/2014</u>	<u>12/31/2014</u>	<u>12/31/2015</u>	<u>12/31/2016</u>	<u>12/31/2017</u>
Trupanion Inc.	\$ 100.00	\$ 60.79	\$ 85.61	\$ 136.14	\$ 256.75
S&P Small Cap 600 Index	\$ 100.00	\$ 104.67	\$ 101.16	\$ 126.19	\$ 140.99
NASDAQ-100 Technology Sector Index	\$ 100.00	\$ 108.80	\$ 106.25	\$ 131.81	\$ 180.16
Russell 2000 Index	\$ 100.00	\$ 104.61	\$ 98.63	\$ 117.85	\$ 133.34

## Item 6. Selected Financial Data

The selected statements of operations, balance sheet, and other data presented below should be read with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this report. The selected statements of operations and balance sheet data are derived from our audited consolidated financial statements included elsewhere in this report and our previously audited financial statements that are not included herein. Our historical results are not necessarily indicative of the results to be expected in any future period.

	Year Ended December 31,				
	2017	2016	2015	2014	2013
	(in thousands)				
<b>Consolidated statements of operations data:</b>					
Revenue:					
Subscription business	\$ 218,354	\$ 173,356	\$ 133,406	\$ 103,502	\$ 76,413
Other business	24,313	14,874	13,557	12,408	7,416
Total revenue	242,667	188,230	146,963	115,910	83,829
Cost of revenue:					
Subscription business <sup>(1)</sup>	176,883	141,321	109,428	85,169	61,394
Other business	22,734	13,621	12,306	10,867	6,791
Total cost of revenue	199,617	154,942	121,734	96,036	68,185
Gross profit:					
Subscription business	41,471	32,035	23,978	18,333	15,019
Other business	1,579	1,253	1,251	1,541	625
Total gross profit	43,050	33,288	25,229	19,874	15,644
Operating expenses:					
Technology and development <sup>(1)</sup>	9,768	9,534	11,215	9,899	4,888
General and administrative <sup>(1)</sup>	16,820	15,205	15,558	14,312	8,652
Sales and marketing <sup>(1)</sup>	19,104	15,247	15,231	11,608	9,091
Total operating expenses	45,692	39,986	42,004	35,819	22,631
Operating loss	(2,642)	(6,698)	(16,775)	(15,945)	(6,987)
Interest expense	533	218	325	6,726	609
Other (income) expense, net	(1,244)	(58)	(9)	(1,487)	671
Loss before income taxes	(1,931)	(6,858)	(17,091)	(21,184)	(8,267)
Income tax (benefit) expense	(428)	38	114	(7)	(92)
Net loss	\$ (1,503)	\$ (6,896)	\$ (17,205)	\$ (21,177)	\$ (8,175)

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

	Year Ended December 31,				
	2017	2016	2015	2014	2013
	(in thousands)				
Cost of revenue	\$ 594	\$ 275	\$ 263	\$ 315	\$ 230
Technology and development	216	246	404	461	351
General and administrative	1,887	1,893	1,889	2,755	680
Sales and marketing	722	532	446	553	677
Total stock-based compensation expense	\$ 3,419	\$ 2,946	\$ 3,002	\$ 4,084	\$ 1,938

	December 31,				
	2017	2016	2015	2014	2013
	(in thousands)				
<b>Consolidated balance sheet data:</b>					
Cash and cash equivalents	\$ 25,706	\$ 23,637	\$ 17,956	\$ 53,098	\$ 14,939
Short-term investments	37,590	29,570	25,288	22,371	16,088
Working capital	40,692	34,729	30,016	62,111	13,710
Total assets	105,859	82,345	70,917	98,306	51,653
Warrant liabilities	—	—	—	—	4,900
Current and long-term debt	9,324	4,767	—	14,900	26,099
Total liabilities	57,425	37,630	25,561	39,031	52,928
Common stock and additional paid-in capital	134,511	129,574	122,844	119,045	5,769
Convertible preferred stock	—	—	—	—	31,724
Accumulated deficit	(82,784)	(81,281)	(74,385)	(57,180)	(36,003)
Total stockholders' equity (deficit)	48,434	44,715	45,356	59,275	(32,999)

	Year Ended December 31,				
	2017	2016	2015	2014	2013
<b>Other operational data<sup>(1)</sup>:</b>					
Total subscription pets enrolled (at period end)	371,683	323,233	272,636	215,491	168,405
Total pets enrolled (at period end)	423,194	343,649	291,818	232,450	182,497
Monthly average revenue per pet	\$ 52.07	\$ 47.82	\$ 45.04	\$ 44.14	\$ 42.56
Lifetime value of a pet (LVP)	\$ 727	\$ 631	\$ 591	\$ 591	\$ 619
Average pet acquisition cost (PAC) <sup>(2)</sup>	\$ 152	\$ 123	\$ 132	\$ 121	\$ 104
Average monthly retention	98.63%	98.60%	98.64%	98.69%	98.65%

(1) For more information about how we calculate total subscription pets enrolled, total pets enrolled, monthly average revenue per pet, lifetime value of a pet, average pet acquisition cost and average monthly retention, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Operating Metrics."

(2) Average pet acquisition cost is calculated in part based on net acquisition cost, a non-GAAP financial measure. For more information about net acquisition cost and a reconciliation of sales and marketing expenses to net acquisition cost, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures."



## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

We provide medical insurance for cats and dogs throughout the United States, Canada and Puerto Rico. Our data-driven, vertically-integrated approach enables us to provide pet owners with what we believe is the highest value medical insurance for their pets, priced specifically for each pet's unique characteristics. Our growing and loyal member base provides us with highly predictable and recurring revenue. We operate our business similar to other subscription-based businesses, with a focus on maximizing the lifetime value of each pet while sustaining a favorable ratio of lifetime value relative to pet acquisition cost, based on our desired return on investment.

We operate in two business segments: subscription business and other business. We generate revenue in our subscription business segment primarily from subscription fees for our medical insurance, which we market to consumers. Fees are paid at the beginning of each subscription period, which automatically renews on a monthly basis. We generate revenue in our other business segment writing policies on behalf of third parties, where we do not undertake the marketing, and have more of a business-to-business relationship. Our other business segment consists of companies or organizations that choose to provide medical insurance for cats and dogs as a benefit to their employees or members, and contracts include multiple pets. The policies in our other business segment may be materially different from our subscription business. Our ultimate goal is to build the Trupanion brand by continuing to offer the highest value proposition in the industry and maintain strong alignment with the veterinary community. We believe our activities in our other business segment benefit the overall market for pet medical insurance by expanding upon product options and distribution models within other market niches.

We generate leads for our subscription business through both third-party referrals and direct-to-consumer acquisition channels, which we then convert into members through our website and contact center. Veterinary practices represent our largest referral source. We engage a national referral group of Territory Partners. These independent contractors are dedicated to cultivating direct veterinary relationships and building awareness of the benefits of our subscription to veterinarians and their clients. Veterinarians then educate pet owners, who visit our website or call our contact center to learn more about, and potentially enroll in, Trupanion. We pay Territory Partners fees based on activity in their regions. We also receive a significant number of new leads from existing members adding pets and referring their friends and family members. Our direct-to-consumer acquisition channels serve as important resources for pet owner education and drive new member leads and conversion. We continuously evaluate the effectiveness of our member acquisition channels and marketing initiatives based upon their return on investment, which we measure by comparing the ratio of the lifetime value of a pet generated through each specific channel or initiative to the related acquisition cost.

### Key Operating Metrics

The following tables set forth our key operating metrics for our subscription business for the periods ended December 31, 2017, 2016 and 2015, and for each of the last eight fiscal quarters.

	Year Ended December 31,		
	2017	2016	2015
Total subscription pets enrolled (at period end)	371,683	323,233	272,636
Total pets enrolled (at period end)	423,194	343,649	291,818
Monthly average revenue per pet	\$ 52.07	\$ 47.82	\$ 45.04
Lifetime value of a pet (LVP)	\$ 727	\$ 631	\$ 591
Average pet acquisition cost (PAC)	\$ 152	\$ 123	\$ 132
Average monthly retention	98.63%	98.60%	98.64%

	Period Ended							
	Dec. 31, 2017	Sept. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016
Total subscription pets enrolled (at period end)	371,683	359,102	346,409	334,909	323,233	312,282	299,856	287,123
Total pets enrolled (at period end)	423,194	404,069	383,293	364,259	343,649	334,070	320,896	307,298
Monthly average revenue per pet	\$ 53.17	\$ 52.95	\$ 51.47	\$ 50.50	\$ 49.17	\$ 48.37	\$ 47.39	\$ 46.12
Lifetime value of a pet (LVP)	\$ 727	\$ 701	\$ 654	\$ 637	\$ 631	\$ 624	\$ 622	\$ 603
Average pet acquisition cost (PAC)	\$ 184	\$ 151	\$ 143	\$ 128	\$ 133	\$ 120	\$ 118	\$ 123
Average monthly retention	98.63%	98.61%	98.57%	98.58%	98.60%	98.61%	98.64%	98.65%

**Total subscription pets enrolled.** Total subscription pets enrolled reflects the number of pets in active memberships at the end of each period presented. We monitor total subscription pets enrolled because it provides an indication of the growth of our subscription business.

**Total pets enrolled.** Total pets enrolled reflects the number of subscription pets or pets enrolled in one of the insurance products offered in our other business segment at the end of each period presented. We monitor total pets enrolled because it provides an indication of the growth of our consolidated business.

**Monthly average revenue per pet.** Monthly average revenue per pet is calculated as amounts billed in a given month for subscriptions divided by the total number of subscription pet months in the period. Total subscription pet months in a period represents the sum of all pets enrolled for each month during the period. We monitor monthly average revenue per pet because it is an indicator of the per pet unit economics of our business.

**Lifetime value of a pet.** Lifetime value of a pet (LVP) is a business operating metric that we believe reflects the lifetime value we might expect from a new pet enrollment. We calculate LVP based on gross profit from our subscription business segment for the 12 months prior to the period end date excluding stock-based compensation expense related to cost of revenue from our subscription business segment, sign-up fee revenue and the change in deferred revenue between periods, multiplied by the implied average subscriber life in months. Implied average subscriber life in months is calculated as the quotient obtained by dividing one by one minus the average monthly retention rate. We monitor LVP to assess how much lifetime value we might expect from new pets over their implied average subscriber life in months and to evaluate the amount of sales and marketing expenses we may want to incur to attract new pet enrollments.

**Average pet acquisition cost.** Average pet acquisition cost (PAC) is calculated as net acquisition cost divided by the total number of new subscription pets enrolled in that period. Net acquisition cost, a non-GAAP financial measure, is calculated in a reporting period as sales and marketing expense, excluding stock-based compensation expense and other business segment sales and marketing expense, offset by sign-up fee revenue. We exclude stock-based compensation expense because the amount varies from period to period based on number of awards issued and market-based valuation inputs. We offset sign-up fee revenue because it is a one-time charge to new members collected at the time of enrollment used to partially offset initial setup costs, which are included in sales and marketing expenses. We exclude other business segment sales and marketing expense because that does not relate to subscription enrollments. We monitor average pet acquisition cost to evaluate the efficiency of our sales and marketing programs in acquiring new members and measure effectiveness using the ratio of our lifetime value of a pet to average pet acquisition cost, based on our desired return on investment.

**Average monthly retention.** Average monthly retention is measured as the monthly retention rate of enrolled subscription pets for each applicable period averaged over the 12 months prior to the period end date. As such, our average monthly retention rate as of December 31, 2017 is an average of each month's retention from January 1, 2017 through December 31, 2017. We calculate monthly retention as the number of pets that remain after subtracting all pets that cancel during a month, including pets that enroll and cancel within that month, divided by the total pets enrolled at the beginning of that month. We monitor average monthly retention because it provides a measure of member satisfaction and allows us to calculate the implied average subscriber life in months.

## Non-GAAP Financial Measures

We believe that using net acquisition cost to calculate and present certain of our other key metrics is helpful to our investors and an important tool for financial and operational decision-making and evaluating our operating results over different periods of time. Measuring net acquisition cost by removing stock-based compensation expense and other business segment sales and marketing expense offset by sign-up fee revenue provides for a more comparable metric across periods.

This measure, which is a non-GAAP financial measure, may not provide information that is directly comparable to that provided by other companies in our industry. In addition, this measure excludes stock-based compensation expense, which has been, and is expected to continue to be for the foreseeable future, a significant recurring component of our sales and marketing expense. The presentation and utilization of non-GAAP financial measures is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with GAAP.

The following tables reflect the reconciliation of net acquisition cost to sales and marketing expense (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Sales and marketing expense	\$ 19,104	\$ 15,247	\$ 15,231
Net of sign-up fee revenue	(2,169)	(2,073)	(1,983)
Excluding:			
Stock-based compensation expense	(722)	(532)	(446)
Other business segment sales and marketing expense	(218)	(218)	(80)
Net acquisition cost	\$ 15,995	\$ 12,424	\$ 12,722

	Three Months Ended							
	Dec. 31, 2017	Sept. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016
Sales and marketing expense	\$ 5,781	\$ 4,862	\$ 4,372	\$ 4,089	\$ 3,951	\$ 3,892	\$ 3,564	\$ 3,840
Net of sign-up fee revenue	(550)	(558)	(517)	(544)	(526)	(525)	(495)	(527)
Excluding:								
Stock-based compensation expense	(172)	(165)	(198)	(187)	(113)	(172)	(165)	(82)
Other business segment sales and marketing expense	(56)	(51)	(63)	(48)	(62)	(63)	(55)	(38)
Net acquisition cost	\$ 5,003	\$ 4,088	\$ 3,594	\$ 3,310	\$ 3,250	\$ 3,132	\$ 2,849	\$ 3,193

## Components of Operating Results

### General

We operate in two business segments: subscription business and other business. Our subscription business segment includes revenue and expenses related to monthly subscriptions for pet medical insurance, which we market to consumers. When we do not directly market and sell to consumers, we classify the related revenue and expenses in our other business segment.

### Revenue

We generate revenue in our subscription business segment primarily from subscription fees for our pet medical insurance. Fees are paid at the beginning of each subscription period, which automatically renews on a monthly basis. In most cases, our members authorize us to directly charge their credit card, debit card or bank account through automatic funds transfer. Subscription revenue is recognized on a pro rata basis over the monthly enrollment term. Membership may be canceled at any time without penalty, and we issue a refund for the unused portion of the canceled membership.

We generate revenue in our other business segment primarily from writing policies on behalf of third parties where we do not undertake the direct consumer marketing. This segment includes the writing of policies that may be materially different from our subscription.

## ***Cost of Revenue***

Cost of revenue in each of our segments is comprised of the following:

### ***Veterinary invoice expense***

Veterinary invoice expense includes our costs to review veterinary invoices, administer the payments, and provide member services, and other operating expenses directly or indirectly related to this process. We also accrue for veterinary invoices that have been incurred but not yet received. This also includes amounts paid by unaffiliated general agents, and an estimate of amounts incurred and not yet paid for our other business segment.

### ***Other cost of revenue***

Other cost of revenue for the subscription business segment includes direct and indirect member service expenses, Territory Partner renewal fees, credit card transaction fees and premium tax expenses. Other cost of revenue for the other business segment includes the commissions we pay to unaffiliated general agents, costs to administer the programs in the other business segment and premium taxes on the sales in this segment.

## ***Operating Expenses***

Our operating expenses are classified into three categories: technology and development, general and administrative, and sales and marketing. For each category, the largest component is personnel costs, which include salaries, employee benefit costs, bonuses and stock-based compensation expense.

### ***Technology and Development***

Technology and development expenses primarily consist of personnel costs and related expenses for our technology staff, which includes information technology development and infrastructure support, third-party services and depreciation of hardware and capitalized software.

### ***General and Administrative***

General and administrative expenses consist primarily of personnel costs and related expenses for our finance, actuarial, human resources, regulatory, legal and general management functions, as well as facilities and professional services.

### ***Sales and Marketing***

Sales and marketing expenses primarily consist of the cost to educate veterinarians and consumers about the benefits of Trupanion, to generate leads and to convert leads into enrolled pets, as well as print, online and promotional advertising costs, and employee compensation and related costs. Sales and marketing expenses are driven primarily by investments to acquire new members.

## Factors Affecting Our Performance

**Average monthly retention.** Our performance depends on our ability to continue to retain our existing and newly enrolled pets and is impacted by our ability to provide a best-in-class value and member experience. Our ability to retain enrolled pets depends on a number of factors, including the actual and perceived value of our services and the quality of our member experience, the ease and transparency of the process for reviewing and paying veterinary invoices for our members, and the competitive environment. In addition, if the number of new pets enrolled increases at a faster rate than our historical experience, our average monthly retention rate could be adversely impacted, as our retention rate is generally lower during the first year of member enrollment.

**Investment in pet acquisition.** We have made and plan to continue to make significant investments to grow our member base. Our net acquisition cost and the number of new members we enroll depends on a number of factors, including the amount we elect to invest in sales and marketing activities in any particular period in the aggregate and by channel, the frequency of existing members adding a pet or referring their friends or family, effectiveness of our sales execution and marketing initiatives, changes in costs of media, the mix of our sales and marketing expenditures and the competitive environment. Our average pet acquisition cost has in the past significantly varied, and in the future may significantly vary, from period to period based upon specific marketing initiatives and the actual or expected relationship to LVP and estimated rates of return on pet acquisition spend. We also regularly test new member acquisition channels and marketing initiatives, which may be more expensive than our traditional marketing channels and may increase our average acquisition costs. We continually assess our sales and marketing activities by monitoring the ratio of LVP to PAC and the return on PAC spend both on a detailed level by acquisition channel and in the aggregate.

**Timing of initiatives.** Over time we plan to implement new initiatives to improve our member experience, make modifications to our subscription plan and find other ways to maintain a strong value proposition for our members. These initiatives will sometimes be accompanied by price adjustments, in order to compensate for an increase in benefits received by our members. The implementation of such initiatives may not always coincide with the timing of price adjustments, resulting in fluctuations in revenue and gross profit in our subscription business segment.

**Geographic mix of sales.** The relative mix of our business between the United States and Canada impacts the monthly average revenue per pet we receive. Prices for our plan in Canada are generally higher than in the United States (in local currencies), which is consistent with the relative cost of veterinary care in each country. As our revenue has grown faster in the United States compared to Canada, this geographic shift in the mix of business has reduced the growth in our monthly average revenue per pet. In addition, as our mix of revenue changes between the United States and Canada, our exposure to foreign exchange fluctuations will be impacted.

**Other business segment.** Our other business segment primarily includes revenue and expenses related to policies written on behalf of third parties. This segment includes the writing of policies that may be materially different from our subscription. Our relationships in our other business segment are generally subject to termination provisions and are non-exclusive. Accordingly, we cannot control the volume of business, even if a contract is not terminated. Loss of an entire program via contract termination could result in the associated policies and revenues being lost over a period of 12 to 18 months, which could have a material impact on our results of operations. We may enter into additional relationships in the future to the extent we believe they will be profitable to us, which could also impact our operating results.

## Results of Operations

The following tables set forth our results of operations for the periods presented both in absolute dollars and as a percentage of total revenue for those periods. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Year Ended December 31,		
	2017	2016	2015
	(in thousands)		
<b>Revenue:</b>			
Subscription business	\$ 218,354	\$ 173,356	\$ 133,406
Other business	24,313	14,874	13,557
Total revenue	242,667	188,230	146,963
<b>Cost of revenue:</b>			
Subscription business <sup>(1)</sup>	176,883	141,321	109,428
Other business	22,734	13,621	12,306
Total cost of revenue	199,617	154,942	121,734
<b>Gross profit:</b>			
Subscription business	41,471	32,035	23,978
Other business	1,579	1,253	1,251
Total gross profit	43,050	33,288	25,229
<b>Operating expenses:</b>			
Technology and development <sup>(1)</sup>	9,768	9,534	11,215
General and administrative <sup>(1)</sup>	16,820	15,205	15,558
Sales and marketing <sup>(1)</sup>	19,104	15,247	15,231
Total operating expenses	45,692	39,986	42,004
Operating loss	(2,642)	(6,698)	(16,775)
Interest expense	533	218	325
Other (income) expense, net	(1,244)	(58)	(9)
Loss before income taxes	(1,931)	(6,858)	(17,091)
Income tax (benefit) expense	(428)	38	114
Net loss	\$ (1,503)	\$ (6,896)	\$ (17,205)

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

	Year Ended December 31,		
	2017	2016	2015
	(in thousands)		
Cost of revenue	\$ 594	\$ 275	\$ 263
Technology and development	216	246	404
General and administrative	1,887	1,893	1,889
Sales and marketing	722	532	446
Total stock-based compensation expense	\$ 3,419	\$ 2,946	\$ 3,002



	Year Ended December 31,		
	2017	2016	2015
	(as a percentage of revenue)		
Revenue	100 %	100 %	100 %
Cost of revenue	82	82	83
Gross profit	18	18	17
<b>Operating expenses:</b>			
Technology and development	4	5	8
General and administrative	7	8	11
Sales and marketing	8	8	10
Total operating expenses	19	21	29
Operating loss	(1)	(4)	(12)
Interest expense	—	—	—
Other (income) expense, net	(1)	—	—
Loss before income taxes	(1)	(4)	(12)
Income tax (benefit) expense	—	—	—
Net loss	(1)%	(4)%	(12)%

	Year Ended December 31,		
	2017	2016	2015
	(as a percentage of subscription revenue)		
Subscription business revenue	100%	100%	100%
Subscription business cost of revenue	81	82	82
Subscription business gross profit	19%	18%	18%

## Comparison of the years ended December 31, 2017, 2016 and 2015

### Revenue

	Year Ended December 31,			Change	
	2017	2016	2015	2017 vs. 2016	2016 vs. 2015
	(in thousands, except percentages, pet and per pet data)				
<b>Revenue:</b>					
Subscription business	\$ 218,354	\$ 173,356	\$ 133,406	26%	30%
Other business	24,313	14,874	13,557	63	10
Total revenue	\$ 242,667	\$ 188,230	\$ 146,963	29	28
<b>Percentage of Revenue by Segment:</b>					
Subscription business	90%	92%	91%		
Other business	10	8	9		
Total revenue	100%	100%	100%		
Total subscription pets enrolled (at period end)	371,683	323,233	272,636	15	19
Total pets enrolled (at period end)	423,194	343,649	291,818	23	18
Monthly average revenue per pet	\$ 52.07	\$ 47.82	\$ 45.04	9	6
Average monthly retention	98.63%	98.60%	98.64%		

**Year ended December 31, 2017 compared to year ended December 31, 2016.** Total revenue increased by \$54.4 million to \$242.7 million for the year ended December 31, 2017, or 29%. Revenue from our subscription business segment increased by \$45.0 million to \$218.4 million for the year ended December 31, 2017, or 26%. This increase in subscription business revenue was primarily due to a 15% increase in total subscription pets enrolled as of December 31, 2017 compared to December 31, 2016, and increased average revenue per pet of 9% for the same period. Increases in pricing were due to the increased cost of veterinary care and more accurately pricing to our cost-plus margin structure by subcategory. Revenue from our other business segment increased \$9.4 million to \$24.3 million for the year ended December 31, 2017, or 63%, due to an increase in enrolled pets in this segment.

**Year ended December 31, 2016 compared to year ended December 31, 2015.** Total revenue increased by \$41.3 million to \$188.2 million for the year ended December 31, 2016, or 28%. Revenue for our subscription business segment increased by \$40.0 million to \$173.4 million for the year ended December 31, 2016, or 30%. This increase in subscription business revenue was primarily due to a 19% increase in total subscription pets enrolled as of December 31, 2016 compared to December 31, 2015, and increased average revenue per pet of 6% for the same period. Increases in pricing were due to the increased cost of veterinary care. Revenue from our other business segment increased \$1.3 million to \$14.9 million for the year ended December 31, 2016, or 10%, due to an increase in enrolled pets in this segment.

### Cost of Revenue

	Year Ended December 31,			Change	
	2017	2016	2015	2017 vs. 2016	2016 vs. 2015
(in thousands, except percentages, pet and per pet data)					
<b>Cost of Revenue:</b>					
<b>Subscription business:</b>					
Veterinary invoice expense	\$ 155,554	\$ 124,636	\$ 95,420	25%	31%
Other cost of revenue	21,329	16,685	14,008	28	19
Total cost of revenue	176,883	141,321	109,428	25	29
Gross profit	41,471	32,035	23,978	29	34
<b>Other business:</b>					
Veterinary invoice expense	14,568	8,898	7,904	64	13
Other cost of revenue	8,166	4,723	4,402	73	7
Total cost of revenue	22,734	13,621	12,306	67	11
Gross profit	1,579	1,253	1,251	26	—
<b>Percentage of Revenue by Segment:</b>					
<b>Subscription business:</b>					
Veterinary invoice expense	71%	72%	72%		
Other cost of revenue	10	10	10		
Total cost of revenue	81	82	82		
Gross profit	19	18	18		
<b>Other business:</b>					
Veterinary invoice expense	60	60	58		
Other cost of revenue	34	32	32		
Total cost of revenue	94	92	91		
Gross profit	6	8	9		
Total subscription pets enrolled (at period end)	371,683	323,233	272,636	15	19
Total pets enrolled (at period end)	423,194	343,649	291,818	23	18
Monthly average revenue per pet	\$ 52.07	\$ 47.82	\$ 45.04	9	6

**Year ended December 31, 2017 compared to year ended December 31, 2016.** Cost of revenue for our subscription business segment was \$176.9 million, or 81% of revenue, for the year ended December 31, 2017, compared to \$141.3 million, or 82%, of revenue for the year ended December 31, 2016. This \$35.6 million increase in subscription cost of revenue was primarily the result of a 15% increase in subscription pets enrolled, resulting in a 25% increase in veterinary invoice expense and related internal processing costs. As a percentage of revenue, these costs decreased to 71% for the year ended December 31, 2017 from 72% for the year ended December 31, 2016, due to the increase in monthly average revenue per pet outpacing the cost of veterinary care for certain subcategories as we more accurately priced those subcategories. Cost of revenue for our other business segment increased \$9.1 million to \$22.7 million for the year ended December 31, 2017, due to an increase in enrolled pets in this segment.

**Year ended December 31, 2016 compared to year ended December 31, 2015.** Cost of revenue for our subscription business segment was \$141.3 million, or 82% of revenue, for the year ended December 31, 2016, compared to \$109.4 million, or 82% of revenue, for the year ended December 31, 2015. This \$31.9 million increase in subscription cost of revenue was primarily the result of a 19% increase in subscription pets enrolled, resulting in a 31% increase in veterinary invoice expense and related internal processing costs. As a percentage of revenue, these costs were 72% for the years ended December 31, 2016 and 2015. Average revenue per pet increased for the year ended December 31, 2016, however the impact of this on gross margin was offset by an increase in compensation expense by \$2.1 million, or 17%, related to increases in headcount to service growth and improve member experience. Cost of revenue for our other business segment increased \$1.3 million to \$13.6 million for the year ended December 31, 2016, due to an increase in enrolled pets in this segment.

### **Technology and Development Expenses**

	Year Ended December 31,			Change	
	2017	2016	2015	2017 vs. 2016	2016 vs. 2015
	(in thousands, except percentages)				
Technology and development	\$ 9,768	\$ 9,534	\$ 11,215	2%	(15)%
Percentage of total revenue	4%	5%	8%		

**Year ended December 31, 2017 compared to year ended December 31, 2016.** Technology and development expenses increased \$0.2 million, or 2%, to \$9.8 million for the year ended December 31, 2017. This increase was primarily due to a \$0.5 million increase in amortization expense related to projects placed into service in late 2016. This was offset by a \$0.3 million decrease in infrastructure related costs compared to the same period in the prior year.

**Year ended December 31, 2016 compared to year ended December 31, 2015.** Technology and development expenses decreased \$1.7 million, or 15%, to \$9.5 million for the year ended December 31, 2016. This decrease was partially due to a \$2.7 million decrease in professional services and compensation expense and related costs as headcount decreased 36% in this department. This was partially offset by a \$1.2 million increase in depreciation expense, driven by several projects being placed into service during 2016.

### **General and Administrative Expenses**

	Year Ended December 31,			Change	
	2017	2016	2015	2017 vs. 2016	2016 vs. 2015
	(in thousands, except percentages)				
General and administrative	\$ 16,820	\$ 15,205	\$ 15,558	11%	(2)%
Percentage of total revenue	7%	8%	11%		

**Year ended December 31, 2017 compared to year ended December 31, 2016.** General and administrative expenses increased \$1.6 million, or 11%, to \$16.8 million for the year ended December 31, 2017. This was primarily due to an increase of \$1.0 million related to higher rent and occupancy costs after our move to a new building in the third quarter of 2016. General and administrative expenses decreased from 8% to 7% as a percentage of revenue for the year ended December 31, 2017, as we experienced scale in our support functions.

**Year ended December 31, 2016 compared to year ended December 31, 2015.** General and administrative expenses decreased \$0.4 million, or 2%, to \$15.2 million for the year ended December 31, 2016. This was primarily due to a decrease in personnel costs and related expenses of \$0.6 million resulting from lower incentive compensation while headcount remained consistent. General and administrative expenses decreased from 11% to 8% as a percentage of revenue for the year ended December 31, 2016, as we experienced scale in our support functions.

### **Sales and Marketing Expenses**

	Year Ended December 31,			Change	
	2017	2016	2015	2017 vs. 2016	2016 vs. 2015
	(in thousands, except pet and per pet data)				
Sales and marketing	\$ 19,104	\$ 15,247	\$ 15,231	25%	—%
<b>Subscription Business:</b>					
Total subscription pets enrolled (at period end)	371,683	323,233	272,636	15	19
Average pet acquisition cost (PAC)	\$ 152	\$ 123	\$ 132	24	(7)

**Year ended December 31, 2017 compared to year ended December 31, 2016.** Sales and marketing expense increased \$3.9 million, or 25%, to \$19.1 million for the year ended December 31, 2017. PAC increased 24% from December 31, 2016, to \$152 for the year ended December 31, 2017, as a result of \$1.8 million in additional testing of new marketing initiatives. Additionally, compensation and related expenses increased by \$2.0 million due to a 21% increase in headcount in the year ended December 31, 2017.

**Year ended December 31, 2016 compared to year ended December 31, 2015.** Sales and marketing expenses remained consistent at \$15.2 million for the years ended December 31, 2016 and 2015. PAC decreased 7% from December 31, 2015 to \$123 for the year ended December 31, 2016. Headcount within the sales and marketing department increased by 30% in the year ended December 31, 2016. This cost was offset by a decrease in the use of third-party vendors. Our core sales and marketing initiatives remained consistent each year.

### **Total Other (Income) Expense, Net**

	Year Ended December 31,		
	2017	2016	2015
	(in thousands)		
Interest expense	\$ 533	\$ 218	\$ 325
Other (income) expense, net	(1,244)	(58)	(9)
Total other (income) expense, net	\$ (711)	\$ 160	\$ 316

**Year ended December 31, 2017 compared to year ended December 31, 2016.** Total other (income) expense, net improved by \$0.9 million primarily due to a \$1.0 million gain related to the sale of our equity method investment in the second quarter of 2017.

**Year ended December 31, 2016 compared to year ended December 31, 2015.** Total other (income) expense, net decreased \$0.2 million primarily due to a \$0.1 million decrease in interest expense resulting from a lower outstanding average loan balance.

## Income Tax (Benefit) Expense

	Year Ended December 31,		
	2017	2016	2015
	(in thousands, except percentages)		
Income tax (benefit) expense	\$ (428)	\$ 38	\$ 114
Effective tax rate	22.2%	(0.6)%	(0.7)%

**Year ended December 31, 2017 compared to year ended December 31, 2016.** On December 22, 2017, the U.S. government enacted the Tax Cuts and Jobs Act (the Tax Act). The Tax Act makes broad and complex changes to the Code, including, but not limited to, reducing the corporate tax rate to 21% effective January 1, 2018. As a result, we have recorded a decrease of \$0.6 million to our net deferred tax liability recorded on our consolidated balance sheet, with a corresponding adjustment to income tax benefit for the year ended December 31, 2017. This tax benefit represents our best estimate of the impact of the Tax Act in accordance with our understanding of the Tax Act and available guidance as of our date of filing. As we complete our analysis, we may identify newly relevant information or adjust our interpretation of the requirements as additional guidance on the Tax Act becomes available. If an adjustment is required, it may materially change our income tax benefit or expense in the period in which the adjustment is made.

The Tax Act makes additional significant changes to the Code, such as, (1) imposing a mandatory one-time tax on accumulated earnings of foreign subsidiaries and transitioning U.S. international taxation from a worldwide tax system to a territorial system with base erosion rules; (2) imposing changes on the utilization of net operating losses; (3) other general changes to the taxation of corporations, including changes to cost recovery rules, changes to the deductibility of interest expense, and elimination of the performance-based compensation exception for executive compensation; therefore, the overall impact of the Tax Act on our future results of operations is uncertain at this time. We intend to continue to reinvest all of our foreign earnings indefinitely outside of the U.S.

**Year ended December 31, 2016 compared to year ended December 31, 2015.** The effective tax rate remained consistent for the years ended December 31, 2016 and 2015 due to our full valuation allowance on our reported deferred tax assets.

## Quarterly Results of Operations

The following tables contain selected quarterly financial information for the years ended December 31, 2017 and 2016. The unaudited quarterly information has been prepared on a basis consistent with the audited consolidated financial statements and includes all adjustments that we consider necessary for a fair presentation of the information shown. These quarterly operating results for any fiscal quarter are not necessarily indicative of the operating results for any full fiscal year or future period.

### Consolidated Statements of Operations Data:

	Three Months Ended							
	Dec. 31, 2017	Sept. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016
	(in thousands)							
Revenue:								
Subscription business	\$ 58,991	\$ 56,493	\$ 52,641	\$ 50,229	\$ 47,422	\$ 44,629	\$ 42,162	\$ 39,143
Other business	7,554	6,625	5,634	4,500	3,918	3,730	3,670	3,556
Total revenue	66,545	63,118	58,275	54,729	51,340	48,359	45,832	42,699
Cost of revenue:								
Subscription business <sup>(1)</sup>	47,831	45,215	42,591	41,246	38,528	36,432	34,158	32,203
Other business	6,977	6,096	5,333	4,328	3,594	3,427	3,408	3,192
Total cost of revenue	54,808	51,311	47,924	45,574	42,122	39,859	37,566	35,395
Gross profit:								
Subscription business	11,160	11,278	10,050	8,983	8,894	8,197	8,004	6,940
Other business	577	529	301	172	324	303	262	364
Total gross profit	11,737	11,807	10,351	9,155	9,218	8,500	8,266	7,304
Operating expenses:								
Technology and development <sup>(1)</sup>	2,572	2,471	2,322	2,403	2,744	2,339	2,164	2,287
General and administrative <sup>(1)</sup>	4,546	4,017	4,245	4,012	4,177	3,811	3,495	3,722
Sales and marketing <sup>(1)</sup>	5,781	4,862	4,372	4,089	3,951	3,892	3,564	3,840
Total operating expenses	12,899	11,350	10,939	10,504	10,872	10,042	9,223	9,849
Operating (loss) income	(1,162)	457	(588)	(1,349)	(1,654)	(1,542)	(957)	(2,545)
Interest expense	163	124	109	137	81	66	41	30
Other (income) expense, net	(5)	(99)	(1,112)	(28)	(19)	16	(38)	(17)
(Loss) income before income taxes	(1,320)	432	415	(1,458)	(1,716)	(1,624)	(960)	(2,558)
Income tax (benefit) expense	(482)	26	4	24	7	13	4	14
Net (loss) income	\$ (838)	\$ 406	\$ 411	\$ (1,482)	\$ (1,723)	\$ (1,637)	\$ (964)	\$ (2,572)

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

	Three Months Ended							
	Dec. 31, 2017	Sept. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016
	(in thousands)							
Cost of revenue	\$ 162	\$ 170	\$ 149	\$ 113	\$ 60	\$ 83	\$ 66	\$ 66
Technology and development	50	57	59	50	88	67	36	55
General and administrative	471	503	482	431	470	454	476	493
Sales and marketing	172	165	198	187	113	172	165	82
Total stock-based compensation expense	\$ 855	\$ 895	\$ 888	\$ 781	\$ 731	\$ 776	\$ 743	\$ 696



	Period Ended							
	Dec. 31, 2017	Sept. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016
<b>Other Financial and Operational Data<sup>(2)</sup>:</b>								
Total subscription pets enrolled (at period end)	371,683	359,102	346,409	334,909	323,233	312,282	299,856	287,123
Total pets enrolled (at period end)	423,194	404,069	383,293	364,259	343,649	334,070	320,896	307,298
Monthly average revenue per pet	\$ 53.17	\$ 52.95	\$ 51.47	\$ 50.50	\$ 49.17	\$ 48.37	\$ 47.39	\$ 46.12
Lifetime value of a pet (LVP)	\$ 727	\$ 701	\$ 654	\$ 637	\$ 631	\$ 624	\$ 622	\$ 603
Average pet acquisition cost (PAC) <sup>(3)</sup>	\$ 184	\$ 151	\$ 143	\$ 128	\$ 133	\$ 120	\$ 118	\$ 123
Average monthly retention	98.63%	98.61%	98.57%	98.58%	98.60%	98.61%	98.64%	98.65%

	Three Months Ended							
	Dec. 31, 2017	Sept. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016
(as a percentage of revenue)								
Revenue	100 %	100%	100%	100 %	100 %	100 %	100 %	100 %
Cost of revenue	82	81	82	83	82	82	82	83
Gross profit	18	19	18	17	18	18	18	17
Operating expenses:								
Technology and development	4	4	4	4	5	5	5	5
General and administrative	7	6	7	7	8	8	8	9
Sales and marketing	9	8	8	8	8	8	8	9
Total operating expenses	19	18	19	19	21	21	20	23
Operating (loss) income	(2)	1	(1)	(3)	(3)	(3)	(2)	(6)
Interest expense	—	—	—	—	—	—	—	—
Other (income) expense, net	—	—	(2)	—	—	—	—	—
(Loss) income before income taxes	(2)	1	1	(3)	(3)	(3)	(2)	(6)
Income tax benefit	(1)	—	—	—	—	—	—	—
Net (loss) income	(1)%	1%	1%	(3)%	(3)%	(3)%	(2)%	(6)%

	Three Months Ended							
	Dec. 31, 2017	Sept. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016
(as a percentage of subscription revenue)								
Subscription business revenue	100%	100%	100%	100%	100%	100%	100%	100%
Subscription business cost of revenue	81	80	81	82	81	82	81	82
Subscription business gross profit	19%	20%	19%	18%	19%	18%	19%	18%

## Liquidity and Capital Resources

The following table summarizes our cash flows for the periods indicated (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Net cash provided by (used in) operating activities	\$ 9,666	\$ 5,006	\$ (10,425)
Net cash used in investing activities	(13,056)	(6,508)	(9,923)
Net cash provided by (used in) financing activities	5,081	7,672	(14,208)
Effect of exchange rates on cash and cash equivalents	378	111	(586)
Net change in cash, cash equivalents, and restricted cash	<u>\$ 2,069</u>	<u>\$ 6,281</u>	<u>\$ (35,142)</u>

Our primary sources of liquidity are cash provided by operations and available borrowings on our line of credit. Our primary requirements for liquidity are paying veterinary invoices, funding operations and capital requirements, investing in new member acquisition, investing in enhancements to our member experience, and servicing debt.

As of December 31, 2017, we had \$63.3 million of cash, cash equivalents, and short-term investments and \$18.7 million available under our line of credit, which excludes \$1.8 million reserved under the credit agreement for an outstanding letter of credit and other ancillary services. Most of the assets in APIC and WICL Segregated Account AX are subject to certain capital and dividend rules and regulations prescribed by jurisdictions in which they are authorized to operate. As of December 31, 2017, total assets and liabilities held outside of our insurance entities totaled \$42.7 million and \$20.4 million, respectively, including \$19.2 million of cash and cash equivalents that are segregated from other operating funds and held in trust for the payment of veterinary invoices on behalf of our subsidiaries.

We believe our cash and cash equivalents, short-term investments and line of credit are sufficient to fund our operations and capital requirements for the next 12 months. As we continue to grow, however, we may explore additional financing to fund our operations or to meet capital requirements. Financing could include equity, equity-linked, or debt financing. Additional financing may not be available to us on acceptable terms, or at all.

### *Operating Cash Flows*

We derive operating cash flows from the sale of our subscription plans, which is used to pay veterinary invoices and other cost of revenue. Additionally, cash is used to support the growth of our business by reinvesting to acquire new pet enrollments and to fund projects that improve our members' experience. Cash provided by operating activities was \$9.7 million for the year ended December 31, 2017 compared to cash provided by operating activities of \$5.0 million for the year ended December 31, 2016. The increase in cash provided by operating activities of \$4.7 million was primarily due to the \$4.1 million decrease in operating loss, driven by higher revenue and decreased operating expenses as a percentage of revenue as we increased scale in our technology and general and administrative departments.

Cash provided by operating activities was \$5.0 million for the year ended December 31, 2016 compared to cash used in operating activities of \$10.4 million for the year ended December 31, 2015. The increase in cash provided by operating activities of \$15.4 million was primarily due to the \$10.1 million decrease in operating loss, driven by higher revenue and decreased operating expenses as a percentage of revenue as we increased scale in our technology and general and administrative departments. Additionally, we reduced spend as a percentage of revenue in our sales and marketing department.

### *Investing Cash Flows*

Net cash used in investing activities for each of the periods presented was primarily related to the net purchase of investments to increase our statutory capital. As of December 31, 2017, we had \$40.8 million in short-term and long-term investments in our insurance entities, APIC and WICL Segregated Account AX. These investments are held to satisfy statutory requirements. Our regulators may increase the required levels of risk-based capital in the future, and we anticipate that we will need to maintain greater amounts of risk-based capital if our pet enrollment continues to grow.

### *Financing Cash Flows*

Cash provided by financing activities was \$5.1 million and \$7.7 million for the years ended December 31, 2017 and 2016, respectively. The decrease of \$2.6 million was primarily due to a decrease of \$1.2 million in proceeds from exercises of stock options. We also paid an additional \$0.5 million for tax withholding on restricted stock.

Cash used in financing activities for the year ended December 31, 2015 was \$14.2 million. For the year ended December 31, 2016, cash provided by financing activities increased by \$21.9 million primarily due to borrowings under our line of credit of \$5.0 million, as compared to payments on our line of credit of \$14.9 million, for the years ended December 31, 2016 and 2015, respectively.

## Long-Term Debt

### Pacific Western Bank Loan and Security Agreement

In December 2016, we entered into a syndicated loan agreement with Pacific Western Bank (PWB) and Western Alliance Bank (WAB) that increased our previous facility from \$20.0 million to \$30.0 million. The agreement was amended during the current year to extend the maturity date to December 2019. We refer to the restated and amended loan and security agreement as our PWB credit facility. The maximum amount available to us under the PWB credit facility, inclusive of any amounts outstanding under the revolving line of credit, is the lesser of \$30.0 million or the total amount of cash and securities held by our insurance subsidiaries (APIC and WICL), less \$1.8 million for obligations we have outstanding from PWB and/or WAB for other ancillary services and our letter of credit. Interest on the PWB credit facility accrues at a variable annual rate equal to the greater of 4.5% or 1.25% plus the prime rate (5.75% at December 31, 2017).

The PWB credit facility requires us to maintain certain financial and non-financial covenants, including maintaining a minimum cash balance of \$0.6 million in our account at WAB and/or WAB affiliates and other cash or investments of \$1.4 million in our accounts at PWB. As of December 31, 2017, we were in compliance with each of the financial and non-financial covenants.

Our obligations under the PWB credit facility are secured by substantially all of our assets and a pledge of certain of our subsidiaries' stock. As of December 31, 2017, we had \$9.5 million in aggregate borrowings outstanding under the PWB credit facility.

## Contractual Obligations

We enter into long-term contractual obligations and commitments in the normal course of business, primarily debt obligations and non-cancellable operating leases. For enforceable and legally binding contracts, our contractual cash obligations as of December 31, 2017 are set forth below (in thousands):

	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Long-term debt obligations <sup>(1)</sup>	\$ 9,500	\$ —	\$ 9,500	\$ —	\$ —
Operating lease obligations <sup>(2)</sup>	19,201	1,876	4,151	4,455	8,719
Capital leases <sup>(3)</sup>	519	519	—	—	—
Other obligations <sup>(4)</sup>	1,625	927	681	17	—
Total	<u>\$ 30,845</u>	<u>\$ 3,322</u>	<u>\$ 14,332</u>	<u>\$ 4,472</u>	<u>\$ 8,719</u>

(1) Consists of our revolving line of credit. Excludes interest of the greater of 4.5% or 1.25% plus the prime rate (5.75% at December 31, 2017).

(2) Consists of contractual obligations from non-cancellable office space under operating lease.

(3) Consists of contractual obligations from property and equipment purchased under capital lease.

(4) Consists of contractual obligations from non-cancellable vendor service agreements.

## **Critical Accounting Policies and Significant Estimates**

Our 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 GAAP. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements, as well as the reported revenue and expenses during the reporting periods.

Critical accounting policies and estimates are those that we consider the most important to the portrayal of our financial condition and results of operations because they require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Generally, we base our estimates on historical experience and on various other factors that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

### ***Reserve for Veterinary Invoices***

The reserve for our subscription business represents our estimate of the future amount we will pay for veterinary invoices that are dated as of, or prior to, our balance sheet date. The reserve also includes our estimate of related internal processing costs. To determine the accrual, we make assumptions based on our historical experience, including the number of veterinary invoices we expect to receive, the average cost of those veterinary invoices, the length of time between the date of the veterinary invoice and the date we receive it, the member's chosen deductible, and our expected cost to process and administer the payments. As of each balance sheet date, we reevaluate our reserve and may adjust the estimate for new information.

For the year ended December 31, 2017, we paid \$7.8 million for veterinary invoices dated on or before December 31, 2016, including related processing costs. Our reserve estimate for these expenses was \$8.5 million as of December 31, 2016. As of December 31, 2017, we reevaluated the remaining reserve for those periods prior to December 31, 2016 and recorded an adjustment to our income statement to reduce it by \$0.1 million. As of December 31, 2017, our reserve was \$11.1 million, consisting of \$10.4 million for the amount we expect to pay in the future for veterinary invoices dated between January 1, 2017 and December 31, 2017, inclusive of related processing costs, as well as the adjusted reserve of \$0.7 million for periods prior to 2017.

Similarly, for the years ended December 31, 2016 and 2015, we adjusted our reserve for prior periods, increasing it by \$0.8 million and less than \$0.1 million, respectively. These adjustments were recorded in our income statement for each respective year.

### ***Income Taxes***

We determine our deferred tax assets and liabilities based on the differences between the financial reporting and tax basis of assets and liabilities. The deferred tax assets and liabilities are measured using the enacted tax rates that will be in effect when the differences are expected to reverse. A valuation allowance is recorded when it is more likely than not that the deferred tax asset will not be recovered. We apply judgment in the determination of the consolidated financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Although we believe our assumptions, judgments and estimates are reasonable, changes in tax laws or our interpretation of tax laws and the resolution of any tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements.

On December 22, 2017, the U.S. government enacted the Tax Act, making broad and complex changes to the Code. As a result, we have made significant judgments and estimates in accordance with our understanding of the Tax Act and available guidance as of our date of filing. We may identify newly relevant information or adjust our interpretation of the requirements as additional guidance on the Tax Act becomes available. If an adjustment is required, it may materially change our income tax benefit or expense in the period in which the adjustment is made.

### ***Stock-Based Compensation***

Compensation expense related to stock-based transactions, including employee and non-employee stock option awards, restricted stock awards, and restricted stock units, is measured and recognized in the financial statements based on fair value. The fair value of stock options is estimated on the measurement date using the Black-Scholes option-pricing model that requires management to apply judgment and make estimates, including:

- *Expected volatility*—We estimate the expected volatility based on the historical volatility of a representative group of publicly traded companies with similar characteristics to us, and our own historical volatility;
- *Expected term for awards granted to employees*—We have based our expected term for awards issued to employees on the simplified method, as permitted by the SEC Staff Accounting Bulletin No. 110, Share-Based Payment, as we have insufficient historical information regarding our stock options to provide a basis for an estimate;
- *Risk-free interest rate*—The risk-free interest rate is based on the yields of U.S. Treasury securities with maturities similar to the expected term of the options; and
- *Expected dividend yield*—We have never declared or paid any cash dividends and do not presently plan to pay cash dividends in the foreseeable future. Consequently, we use an expected dividend yield of zero.

Stock-based compensation expense for stock options, restricted stock awards, and restricted stock units is recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective award. We recognize forfeitures when they occur.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risks**

We are exposed to market risks in the ordinary course of business, primarily related to interest rate sensitivities and foreign currency exchange risk.

### ***Interest Rate Risk***

We are exposed to interest rate risk as a result of our debt and our investment activities. Our revolving line of credit with Pacific Western Bank (PWB) and Western Alliance Bank (WAB) bears interest at the rate of the greater of 4.5% or 1.25% plus the prime rate. As of December 31, 2017, our aggregate outstanding indebtedness was \$9.5 million. The primary objective of our investment activities is to maintain principal and the majority of our investments are short-term in nature. A 10% change in market interest rates would not be expected to have a material impact on our consolidated financial condition or results of operations.

### ***Foreign Currency Exchange Risk***

We generate approximately 20% of our revenue in Canada. As our operations in Canada or the United States grow on an absolute basis and/or relative to one another, our results of operations and cash flows will be subject to fluctuations due to changes in foreign currency exchange rates. A 10% change in the Canadian currency exchange rate could have a material impact on our consolidated financial condition or results of operations. A hypothetical change of this magnitude would have increased or decreased our total revenues by approximately \$4.7 million, total expenses by approximately \$3.4 million, and have a net impact of \$1.3 million of income or loss for the year ended December 31, 2017. To date, we have not entered into any material foreign currency hedging contracts although we may do so in the future.

## Item 8. Financial Statements and Supplementary Data

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## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Trupanion, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Trupanion, Inc. (the Company) as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and the financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

### **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.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.

Seattle, Washington  
February 13, 2018

**Trupanion, Inc.**  
**Consolidated Statements of Operations**  
(in thousands, except per share data)

	Year Ended December 31,		
	2017	2016	2015
Revenue	\$ 242,667	\$ 188,230	\$ 146,963
Cost of revenue:			
Veterinary invoice expense	170,122	133,534	103,324
Other cost of revenue	29,495	21,408	18,410
Gross profit	43,050	33,288	25,229
Operating expenses:			
Technology and development	9,768	9,534	11,215
General and administrative	16,820	15,205	15,558
Sales and marketing	19,104	15,247	15,231
Total operating expenses	45,692	39,986	42,004
Operating loss	(2,642)	(6,698)	(16,775)
Interest expense	533	218	325
Other (income) expense, net	(1,244)	(58)	(9)
Loss before income taxes	(1,931)	(6,858)	(17,091)
Income tax (benefit) expense	(428)	38	114
Net loss	\$ (1,503)	\$ (6,896)	\$ (17,205)
Net loss per share:			
Basic and diluted	\$ (0.05)	\$ (0.24)	\$ (0.62)
Weighted average common shares outstanding:			
Basic and diluted	29,588,324	28,527,602	27,638,443

**Trupanion, Inc.**  
**Consolidated Statements of Comprehensive Loss**  
(in thousands)

	Year Ended December 31,		
	2017	2016	2015
Net loss	\$ (1,503)	\$ (6,896)	\$ (17,205)
Other comprehensive income (loss):			
Foreign currency translation adjustments	277	79	(517)
Net unrealized gain on available-for-sale debt securities	8	46	4
Other comprehensive income (loss), net of taxes	285	125	(513)
Comprehensive loss	<u>\$ (1,218)</u>	<u>\$ (6,771)</u>	<u>\$ (17,718)</u>

**Trupanion, Inc.**  
**Consolidated Balance Sheets**  
(in thousands, except per share data)

	December 31,	
	2017	2016
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 25,706	\$ 23,637
Short-term investments	37,590	29,570
Accounts and other receivables	20,367	10,118
Prepaid expenses and other assets	2,895	2,062
Total current assets	86,558	65,387
Restricted cash	600	600
Long-term investments, at fair value	3,237	2,579
Equity method investment	—	271
Property and equipment, net	7,868	8,464
Intangible assets, net	4,972	4,910
Other long term assets	2,624	134
Total assets	\$ 105,859	\$ 82,345
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 2,716	\$ 2,006
Accrued liabilities and other current liabilities	7,660	5,416
Reserve for veterinary invoices	12,756	9,521
Deferred revenue	22,734	13,463
Total current liabilities	45,866	30,406
Long-term debt	9,324	4,767
Deferred tax liabilities	1,002	1,623
Other liabilities	1,233	834
Total liabilities	57,425	37,630
Stockholders' equity:		
Common stock: \$0.00001 par value per share, 100,000,000 shares authorized at December 31, 2017 and December 31, 2016, 30,778,796 and 30,121,496 shares issued and outstanding at December 31, 2017; 30,156,247 and 29,498,947 shares issued and outstanding at December 31, 2016	—	—
Preferred stock: \$0.00001 par value per share, 10,000,000 shares authorized at December 31, 2017 and December 31, 2016, and 0 shares issued and outstanding at December 31, 2017 and December 31, 2016	—	—
Additional paid-in capital	134,511	129,574
Accumulated other comprehensive loss	(92)	(377)
Accumulated deficit	(82,784)	(81,281)
Treasury stock, at cost: 657,300 shares at December 31, 2017 and December 31, 2016	(3,201)	(3,201)
Total stockholders' equity	48,434	44,715
Total liabilities and stockholders' equity	\$ 105,859	\$ 82,345

**Trupanion, Inc.**  
**Consolidated Statements of Stockholders' Equity**  
(in thousands, except share amounts)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock	Total Stockholders' Equity						
	Shares	Amount											
<b>Balance at December 31, 2014</b>	27,830,941	—	119,045	(57,180)	11	(2,601)	59,275						
Issuance of common stock in connection with the Company's equity award programs, net of tax withholdings	565,248	—	692	—	—	—	692						
Stock compensation expense	—	—	3,107	—	—	—	3,107						
Other comprehensive loss	—	—	—	—	(513)	—	(513)						
Net loss	—	—	—	(17,205)	—	—	(17,205)						
<b>Balance at December 31, 2015</b>	28,396,189	—	122,844	(74,385)	(502)	(2,601)	45,356						
Exercise of warrants	59,999	—	600	—	—	—	600						
Issuance of common stock in connection with the Company's equity award programs, net of tax withholdings	1,079,080	—	3,083	—	—	—	3,083						
Stock compensation expense	—	—	3,047	—	—	—	3,047						
Purchase of treasury stock	(36,321)	—	—	—	—	(600)	(600)						
Other comprehensive income	—	—	—	—	125	—	125						
Net loss	—	—	—	(6,896)	—	—	(6,896)						
<b>Balance at December 31, 2016</b>	29,498,947	—	129,574	(81,281)	(377)	(3,201)	44,715						
Issuance of common stock in connection with the Company's equity award programs, net of tax withholdings	622,549	—	1,375	—	—	—	1,375						
Stock compensation expense	—	—	3,562	—	—	—	3,562						
Other comprehensive income	—	—	—	—	285	—	285						
Net loss	—	—	—	(1,503)	—	—	(1,503)						
<b>Balance at December 31, 2017</b>	30,121,496	\$	—	\$	134,511	\$	(82,784)	\$	(92)	\$	(3,201)	\$	48,434

**Trupanion, Inc.**  
**Consolidated Statements of Cash Flows**  
(in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>Operating activities</b>			
Net loss	\$ (1,503)	\$ (6,896)	\$ (17,205)
Adjustments to reconcile net loss to cash provided by (used in) operating activities:			
Depreciation and amortization	4,232	3,846	2,542
Stock-based compensation expense	3,419	2,946	3,002
Gain on sale of equity method investment	(1,036)	—	—
Other, net	(383)	104	(68)
Changes in operating assets and liabilities:			
Accounts and other receivables	(10,219)	(1,830)	(328)
Prepaid expenses and other assets	(179)	48	(905)
Accounts payable, accrued liabilities, and other liabilities	3,019	1,164	(483)
Reserve for veterinary invoices	3,149	3,226	1,241
Deferred revenue	9,167	2,398	1,779
Net cash provided by (used in) operating activities	<u>9,666</u>	<u>5,006</u>	<u>(10,425)</u>
<b>Investing activities</b>			
Purchases of investment securities	(31,920)	(31,616)	(24,800)
Maturities of investment securities	23,372	27,247	20,180
Proceeds from sale of equity method investment	1,402	—	—
Purchases of property and equipment	(3,131)	(1,941)	(4,894)
Other investments	(2,779)	(198)	(409)
Net cash used in investing activities	<u>(13,056)</u>	<u>(6,508)</u>	<u>(9,923)</u>
<b>Financing activities</b>			
Proceeds from exercise of stock options	2,545	3,745	1,335
Taxes paid related to net share settlement of equity awards	(1,170)	(662)	(643)
Proceeds from debt financing, net of financing fees	4,400	4,988	(14,900)
Other financing	(694)	(399)	—
Net cash provided by (used in) financing activities	<u>5,081</u>	<u>7,672</u>	<u>(14,208)</u>
Effect of foreign exchange rate changes on cash, cash equivalents, and restricted cash, net	378	111	(586)
Net change in cash, cash equivalents, and restricted cash	2,069	6,281	(35,142)
Cash, cash equivalents, and restricted cash at beginning of period	24,237	17,956	53,098
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 26,306</u>	<u>\$ 24,237</u>	<u>\$ 17,956</u>
<b>Supplemental disclosures</b>			
Income taxes paid	177	19	139
Interest paid	333	153	155
Noncash investing and financing activities:			
Purchases of property and equipment included in accounts payable and accrued liabilities	390	104	98
Property and equipment acquired under capital lease	689	559	—
Cashless exercise of common stock warrants	—	600	—

**Trupanion, Inc.**  
**Notes to Consolidated Financial Statements**

**1. Nature of Operations and Summary of Significant Accounting Policies**

***Description of Business***

Trupanion, Inc. (collectively with its wholly-owned subsidiaries, the Company) provides medical insurance for cats and dogs throughout the United States, Canada and Puerto Rico. The Company believes its data-driven, vertically-integrated approach makes its subscription the highest value for pet owners, with pricing specific to each pet's unique characteristics. The Company strives to operate the business similar to other subscription-based businesses, with a focus on maximizing the lifetime value of each pet while sustaining a favorable ratio of lifetime value relative to pet acquisition cost, based on the Company's desired return on investment.

***Basis of Presentation***

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and related disclosures. Actual results could differ from such estimates.

***Reclassifications***

Certain prior year amounts have been reclassified within the Company's consolidated financial statements from their original presentation to conform to the current period presentation.

***Cash, Cash Equivalents and Restricted Cash***

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. At times, cash on deposit may be in excess of the applicable federal deposit insurance corporation limits.

The Company considers any cash account that is contractually restricted to withdrawal or use to be restricted cash. The Company is party to a financing agreement requiring a restricted cash balance. As of December 31, 2017, the Company was in compliance with all requirements.

***Accounts and Other Receivables***

Receivables are comprised of trade receivables and other miscellaneous receivables. Accounts and other receivables are carried at their estimated collectible amounts.

***Deferred Acquisition Costs***

The Company incurs certain costs, including premium taxes, fees and enrollment-based bonuses, and referral fees that directly relate to the successful acquisition of new or renewal customer contracts. These costs are deferred and are included in prepaid expenses and other assets on the consolidated balance sheet and amortized over the related policy term to the applicable financial statement line item, either sales and marketing expense or other cost of revenue. Deferred acquisition costs for the years ended December 31, 2017, 2016 and 2015 were \$1.0 million, \$0.7 million and \$0.6 million, respectively. Amortized deferred acquisition costs classified within sales and marketing amounted to \$1.7 million, \$1.4 million and \$1.5 million, and amortized deferred acquisition costs classified within other cost of revenue amounted to \$13.2 million, \$10.7 million and \$8.6 million, for the years ended December 31, 2017, 2016 and 2015, respectively.

***Investments***

The Company invests in investment grade fixed income securities of varying maturities. Long-term investments are classified as available-for-sale and reported at fair value with unrealized gains and losses included in accumulated other comprehensive loss. Short-term investments are classified as held-to-maturity and reported at amortized cost. Premiums or discounts on fixed income securities are amortized or accreted over the life of the security and included in interest income. There have been no realized gains and losses on sales of fixed income securities.



The Company evaluates whether declines in the fair value of its investments below book value are other-than-temporary. This evaluation includes the Company's ability and intent to hold the security until an expected recovery occurs, the severity and duration of the unrealized loss, as well as all available information relevant to the collectability of the security, including past events, current conditions, and reasonable and supportable forecasts, when developing estimates of cash flows expected to be collected.

### ***Fair Value of Financial Instruments***

The Company is required to disclose information on all assets and liabilities reported at fair value that enables an assessment of the inputs used in determining the reported fair values. The fair value hierarchy prioritizes valuation inputs based on the observable nature of those inputs. The fair value hierarchy applies only to the valuation inputs used in determining the reported fair value of the investments and is not a measure of the investment credit quality. The hierarchy defines three levels of valuation inputs:

Level 1 - Quoted prices in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly

Level 3 - Unobservable inputs that reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability

The Company's financial instruments, in addition to those presented in Note 6, Fair Value, include cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities. The carrying amounts of accounts receivable, accounts payable, and accrued liabilities approximate fair value because of the short-term nature of these instruments.

### ***Property and Equipment***

Property and equipment primarily consists of internally-developed software related to the Company's website, and internal support systems, capitalized during the application development stage of the project. Property and equipment is recorded at cost and depreciated using the straight-line method over the estimated useful life of the respective asset, estimated to be between three and five years, once the asset is placed into service.

### ***Intangible Assets***

Indefinite-lived intangible assets are not amortized. The Company reviews these assets for impairment at least annually or if indicators of potential impairment exist.

### ***Asset Impairment***

Long-lived assets, including property and equipment, are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Should an impairment exist, the impairment loss would be measured as the amount the asset's carrying value exceeds its fair value. The Company has recognized no impairment loss on long-lived assets for the years ended December 31, 2017, 2016, and 2015.

### ***Reserve for Veterinary Invoices***

Reserve for veterinary invoices is an estimate of the future amount the Company will pay for veterinary invoices that are dated as of, or prior to, its balance sheet date. The reserve also includes the Company's estimate of related internal processing costs. To determine the accrual, the Company makes assumptions based on its historical experience, including the number of veterinary invoices it expects to receive, the average cost of those veterinary invoices, the length of time between the date of the veterinary invoice and the date the Company receives it, the member's chosen deductible, and the Company's expected cost to process and administer the payments.

### ***Deferred Revenue***

Deferred revenue consists of subscription fees received or billed in advance of the subscription services within the Company's subscription business, and the unexpired term of premiums related to the Company's unaffiliated general agents within the other business segment.

### ***Revenue Recognition***

The Company generates revenue primarily from subscription fees and through underwriting policies for unaffiliated general agents. Revenue is recognized pro-rata over the terms of the customer contracts.

### ***Veterinary Invoice Expense***

Veterinary invoice expense includes the Company's costs to review veterinary invoices, administer the payments, and provide member services, and other operating expenses directly or indirectly related to this process. The Company also accrues for veterinary invoices that have been incurred but not yet received. This also includes amounts paid by unaffiliated general agents, and an estimate of amounts incurred and not yet paid for the other business segment.

### ***Other Cost of Revenue***

Other cost of revenue for the subscription business segment includes direct and indirect member service expenses, Territory Partner renewal fees, credit card transaction fees and premium tax expenses. Other cost of revenue for the other business segment includes the commissions the Company pays to unaffiliated general agents, costs to administer the programs in the other business segment and premium taxes on the sales in this segment.

### ***Technology and Development***

Technology and development expenses consist primarily of personnel costs and related expenses for the Company's technology staff, which includes information technology development and infrastructure support, third-party services and depreciation of hardware and capitalized software.

### ***General and Administrative***

General and administrative expenses consist primarily of personnel costs and related expenses for the Company's finance, actuarial, human resources, legal and general management functions, as well as facilities and professional services.

### ***Sales and Marketing***

Sales and marketing expenses consist of costs to educate veterinarians and consumers about the benefits of Trupanion, to generate leads, and to convert leads to enrolled pets, as well as print, online and promotional advertising costs, and employee compensation and related costs.

### ***Other (Income) Expense, Net***

Other income of \$1.2 million for the year ended December 31, 2017 included the gain of \$1.0 million from the sale of the Company's equity method investment in June 2017. Interest income of \$0.2 million, \$0.1 million, and \$0.1 million was recorded in other income for the years ended December 31, 2017, 2016, and 2015, respectively.

### ***Advertising***

Advertising costs are expensed as incurred, with the exception of television advertisements, which are expensed the first time each advertisement is aired. Advertising costs amounted to \$4.9 million, \$4.0 million and \$5.3 million, in the years ended December 31, 2017, 2016 and 2015, respectively.

### ***Stock-Based Compensation***

Compensation expense related to stock-based transactions, including employee and non-employee stock option awards, and restricted stock awards, and restricted stock units, is measured and recognized in the financial statements based on fair value. The fair value of restricted stock awards and restricted stock units is the common stock price as of the measurement date. The fair value of stock options is estimated on the measurement date using the Black-Scholes option-pricing model that requires management to apply judgment and make estimates, including:

- *Expected volatility*—The Company estimates the expected volatility based on the historical volatility of a representative group of publicly traded companies with similar characteristics to the Company, and its own historical volatility;
- *Expected term for awards granted to employees*—The Company has based its expected term for awards issued to employees on the simplified method, as permitted by the SEC Staff Accounting Bulletin No. 110, Share-Based Payment, as the Company has insufficient historical information regarding its stock options to provide a basis for an estimate;
- *Risk-free interest rate*—The risk-free interest rate is based on the yields of U.S. Treasury securities with maturities similar to the expected term of the options; and
- *Expected dividend yield*—The Company has never declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero.

Stock-based compensation expense for stock options, restricted stock awards, and restricted stock units is recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective award. The Company recognizes forfeitures when they occur.

### ***Income Taxes***

The Company uses the asset and liability approach for accounting and reporting income taxes. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax bases, operating loss, and tax credit carryforwards.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a tax rate change is recognized in the period that includes the enactment date. Valuation allowances are provided for when it is considered more likely than not that deferred tax assets will not be realized.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than a 50% likelihood of being realized. Penalties and interest are classified as a component of income taxes.

### ***Foreign Currency Translation***

The Company's consolidated financial statements are reported in U.S. dollars. Assets and liabilities denominated in foreign currencies were translated to U.S. dollars, the reporting currency, at the exchange rates in effect on the balance sheet date. Revenue and expenses denominated in foreign currencies were translated to U.S. dollars using a weighted-average rate for the relevant reporting period. Cumulative translation adjustments of \$0.1 million, \$0.4 million, and \$0.4 million were recorded in accumulated other comprehensive loss as of December 31, 2017, 2016, and 2015, respectively.

### ***Insurance Operations***

Effective January 1, 2015, the Company formed a segregated account in Bermuda as part of Wyndham Insurance Company (SAC) Limited (WICL), and entered into a revised fronting and reinsurance arrangement with Omega General Insurance Company (Omega) to include its newly formed segregated account. The Company maintains all risk with the business written in Canada and consolidates the entity in its financial statements. Contractual requirements restrict dividends from this entity until after 2016, at which time dividends will be allowed subject to the Segregated Accounts Company Act of 2000, which allows for dividends only to the extent that the entity remains solvent and the value of its assets remain greater than the aggregate of its liabilities and its issued share capital and share premium accounts.

For the Company's Canadian business, all plans are written by Omega General Insurance Company (Omega) and the risk is assumed by the Company through a fronting and reinsurance agreement. Premiums are recognized and earned pro rata over the terms of the related customer contracts. Revenue recognized from the agreement in 2017, 2016 and 2015 was \$47.1 million, \$36.5 million and \$30.9 million, respectively and deferred revenue relating to this arrangement at December 31, 2017, 2016 and 2015 was \$1.8 million, \$1.3 million and \$0.9 million, respectively. Reinsurance revenue was 19%, 19% and 21% of total revenue in 2017, 2016 and 2015, respectively. Cash designated for the purpose of paying claims related to this reinsurance agreement was \$2.8 million, \$2.1 million and \$2.0 million at December 31, 2017, 2016 and 2015 respectively. In addition, as required by the Office of the Superintendent of Financial institutions regulations related to the Company's reinsurance agreement with Omega, the Company is required to fund a Canadian Trust account with the greater of CAD \$2.0 million or 115% of unearned Canadian premium plus 15% of outstanding Canadian claims, including all incurred but not reported claims. As of December 31, 2017, the account balance was \$2.2 million and the Company was in compliance with all requirements.

The Company has not transferred any risk to third-party reinsurers.

### ***Concentrations of Credit Risk***

Financial instruments which potentially subject the Company to concentration of credit risk consist primarily of cash and cash equivalents, and investments. The Company manages its risk by investing cash equivalents and investment securities in money market instruments and securities of the U.S. government, U.S. government agencies and high-credit-quality issuers of debt securities.

### ***Accounting Pronouncements Adopted during Period***

In November 2015, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) amending the accounting for income taxes and requiring all deferred tax assets and liabilities be classified as non-current in the consolidated balance sheets. The Company adopted this ASU as of January 1, 2017 and has retrospectively applied the provisions of this standard.

In March 2016, the FASB issued an ASU amending the accounting for employee share-based payments, including income tax recognition and classification. The Company adopted this ASU as of January 1, 2017. As a result, the Company has elected to use actual forfeitures in the estimate of stock-based compensation expense. Additionally, the guidance related to the accounting for excess tax benefits and deficiencies resulted in an initial adjustment as of January 1, 2017 to the Company's net operating loss deferred tax asset to eliminate the Company's existing windfall pool amounting to \$4.3 million, which was offset by an adjustment to the Company's valuation allowance. Finally, tax withholding of shares will be allowed up to the employee's maximum individual tax rate in the relevant jurisdiction without resulting in liability classification of the award, subject to the Company's internal policies for making this election.

### ***Recent Accounting Pronouncements***

In February 2016, the FASB issued an ASU amending the lease presentation guidance. The ASU requires organizations that lease assets to recognize the rights and obligations created by those leases on the consolidated balance sheets. This ASU is effective for fiscal years beginning after December 15, 2018 including interim periods within that reporting period, with early adoption permitted. The Company has determined this guidance will require recognition of a lease liability and corresponding asset on the consolidated balance sheets equal to the present value of minimum lease payments. The carrying amount of the asset is derived from the amount of the lease liability at the end of each reporting period. The Company plans to adopt this guidance as of January 1, 2019, and is in the process of evaluating the impact on its consolidated financial statements.

## **2. Net Loss per Share**

Basic net loss per share is computed using the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per share is calculated using the weighted-average number of shares of common stock plus, when dilutive, potential common shares outstanding using the treasury-stock method. Potential common shares outstanding include stock options, unvested restricted stock awards and restricted stock units, and warrants.

The following potentially dilutive equity securities were not included in the diluted earnings per common share calculation because they would have had an antidilutive effect:

	As of December 31,		
	2017	2016	2015
Stock options	4,006,399	4,123,023	4,871,949
Restricted stock awards and restricted stock units	256,842	352,996	472,384
Warrants	810,000	810,000	869,999

## **3. Property and Equipment, Net**

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

	December 31,	
	2017	2016
Software	\$ 17,221	\$ 14,340
Computer equipment and other	3,022	2,470
Property and equipment, at cost	20,243	16,810
Less: Accumulated depreciation	(12,375)	(8,346)
Property and equipment, net	\$ 7,868	\$ 8,464

Depreciation expense related to property and equipment, inclusive of assets purchased on capital lease, was \$4.2 million, \$3.8 million and \$2.5 million for the years ended December 31, 2017, 2016 and 2015, respectively.

#### 4. Intangible Assets

The Company acquired an insurance company in 2007, which originally included licenses in 23 states. These licenses were valued at \$4.8 million. The Company is currently licensed in all 50 states, the District of Columbia and Puerto Rico. Most licenses are renewed annually upon payment of various fees assessed by the issuing state. Renewal costs are expensed as incurred. This is considered an indefinite-lived intangible asset given the planned renewal of the certificates of authority and applicable licenses for the foreseeable future. No impairments have been recorded on this asset as of December 31, 2017.

#### 5. Investment Securities

The amortized cost, gross unrealized holding gains and losses, and fair value of available-for-sale and short-term investments by major security type and class of security were as follows as of December 31, 2017 and 2016 (in thousands):

	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
<b>As of December 31, 2017</b>				
Available-for-sale:				
Foreign deposits	\$ 2,237	\$ —	\$ —	\$ 2,237
Municipal bond	1,000	—	—	1,000
	<u>\$ 3,237</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,237</u>
Short-term investments:				
U.S. Treasury securities	\$ 5,783	\$ —	\$ (4)	\$ 5,779
Certificates of deposit	690	1	—	691
U.S. government funds	31,117	—	—	31,117
	<u>\$ 37,590</u>	<u>\$ 1</u>	<u>\$ (4)</u>	<u>\$ 37,587</u>
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
<b>As of December 31, 2016</b>				
Available-for-sale:				
Foreign deposits	\$ 1,587	\$ —	\$ —	\$ 1,587
Municipal bond	1,000	—	(8)	992
	<u>\$ 2,587</u>	<u>\$ —</u>	<u>\$ (8)</u>	<u>\$ 2,579</u>
Short-term investments:				
U.S. Treasury securities	\$ 5,791	\$ —	\$ —	\$ 5,791
Certificates of deposit	707	—	—	707
U.S. government funds	23,072	—	—	23,072
	<u>\$ 29,570</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 29,570</u>

Maturities of debt securities classified as available-for-sale were as follows (in thousands):

	December 31, 2017	
	Amortized Cost	Fair Value
Available-for-sale:		
Due after one year through five years	2,237	2,237
Due after five years through ten years	1,000	1,000
	<u>\$ 3,237</u>	<u>\$ 3,237</u>

The Company evaluated its securities for other-than-temporary impairment and considers the decline in market value for the securities to be primarily attributable to current economic and market conditions. For debt securities, the Company does not intend to sell, nor is it more likely than not that the Company will be required to sell, the securities prior to the recovery of the amortized cost basis which may be at maturity.

## 6. Fair Value

### Investments

The following table summarizes, by major security type, the Company's assets that are measured at fair value on a recurring basis, and placement within the fair value hierarchy (in thousands):

	As of December 31, 2017		
	Fair Value	Level 1	Level 2
<b>Assets</b>			
Restricted cash	\$ 600	\$ 600	\$ —
Foreign deposits	2,237	2,237	—
Municipal bond	1,000	—	1,000
Money market funds	5,167	5,167	—
Total	<u>\$ 9,004</u>	<u>\$ 8,004</u>	<u>\$ 1,000</u>
	As of December 31, 2016		
	Fair Value	Level 1	Level 2
<b>Assets</b>			
Restricted cash	\$ 600	\$ 600	\$ —
Foreign deposits	1,587	1,587	—
Municipal bond	992	—	992
Money market funds	7,033	7,033	—
Total	<u>\$ 10,212</u>	<u>\$ 9,220</u>	<u>\$ 992</u>

The Company measures the fair value of restricted cash, foreign deposits, and money market funds based on quoted prices in active markets for identical assets. The fair value of the municipal bond is based on either recent trades in inactive markets or quoted market prices of similar instruments and other significant inputs derived from or corroborated by observable market data.

### Fair Value Disclosures

As of December 31, 2017, the Company's other long-term assets balance included a \$2.5 million note receivable, recorded at its estimated collectible amount. The Company estimates that the carrying value of the note receivable approximates the fair value. The estimated fair value represents a Level 3 measurement within the fair value hierarchy, and is based on market interest rates and the assessed creditworthiness of the third party.

The Company estimates the fair value of long-term debt based upon rates currently available to the Company for debt with similar terms and remaining maturities. This is a Level 3 measurement. Based upon the terms of the debt, the carrying amount of long-term debt approximated fair value at December 31, 2017.

## 7. Commitments and Contingencies

The following summarizes the Company's contractual commitments as of December 31, 2017 (in thousands):

	Year Ending December 31,						Total
	2018	2019	2020	2021	2022	Thereafter	
Long-term debt obligations <sup>(1)</sup>	\$ —	\$ 9,500	\$ —	\$ —	\$ —	\$ —	\$ 9,500
Operating lease obligations <sup>(2)</sup>	1,876	2,035	2,116	2,197	2,258	8,719	19,201
Capital leases <sup>(3)</sup>	519	—	—	—	—	—	519
Other obligations <sup>(4)</sup>	927	562	119	17	—	—	1,625
Total	<u>\$ 3,322</u>	<u>\$ 12,097</u>	<u>\$ 2,235</u>	<u>\$ 2,214</u>	<u>\$ 2,258</u>	<u>\$ 8,719</u>	<u>\$ 30,845</u>

(1) Consists of a revolving line of credit. Excludes interest of the greater of 4.5% or 1.25% plus the prime rate (5.75% as of December 31, 2017).

(2) Consists of contractual obligations from non-cancellable office space under operating lease.

(3) Consists of contractual obligations from property and equipment purchased under capital lease.

(4) Consists of contractual obligations from non-cancellable vendor service agreements.

During the third quarter of 2015, the Company entered into a lease agreement for a building located in Seattle, Washington. The initial 10-year term of the lease commenced in the third quarter of 2016. Minimum rent payments under operating leases are recognized on a straight-line basis over the term of the lease. Rental expense for operating leases was \$1.8 million, \$1.2 million and \$1.0 million for the years ended December 31, 2017, 2016 and 2015, respectively.

#### *Legal Proceedings*

From time to time, the Company is subject to litigation matters and claims arising from the ordinary course of business, including, but not limited to, claims of alleged infringement of trademarks, copyrights, and other intellectual property rights; employment claims; coverage disputes with policyholders; disputes regarding general contracts; and regulatory or governmental investigations or disputes. The Company records an estimated liability relating to such matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. The outcomes of legal proceedings are inherently unpredictable, subject to significant uncertainties, and could be material to the Company's operating results for a particular period. The Company reviews its estimates at least quarterly and makes adjustments to reflect the outcome of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter.

### **8. Reserve for Veterinary Invoices**

The reserve for veterinary invoices is an estimate of the future amount the Company will pay for veterinary invoices that are dated as of, or prior to, its balance sheet date. The reserve also includes the Company's estimate of related internal processing costs. The reserve estimate involves actuarial projections, and is based on management's assessment of facts and circumstances currently known, and assumptions about anticipated patterns, including expected future trends in the number of veterinary invoices the Company will receive and the average cost of those veterinary invoices. The reserve is made for each of the Company's segments, subscription and other business, and are continually refined as the Company receives and pays veterinary invoices. Changes in management's assumptions and estimates may have a relatively large impact to the reserve and associated expense.

#### *Reserve for veterinary invoices*

Summarized below are the changes in the total liability for the Company's subscription business segment (in thousands):

<b>Subscription</b>	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Reserve at beginning of year	\$ 8,538	\$ 5,384	\$ 4,278
Veterinary invoices during the period related to:			
Current year	155,623	123,823	95,390
Prior years	(69)	813	30
Total veterinary invoice expense	155,554	124,636	95,420
Amounts paid during the period related to:			
Current year	144,802	115,314	89,768
Prior years	7,777	5,832	4,239
Total paid	152,579	121,146	94,007
Non-cash expenses	454	336	307
Reserve at end of period	\$ 11,059	\$ 8,538	\$ 5,384

The Company's reserve for the subscription business segment increased \$2.6 million from \$8.5 million at December 31, 2016 to \$11.1 million at December 31, 2017. This change was comprised of \$155.6 million in expense recorded during the period less \$152.6 million in payments of veterinary invoices. This \$155.6 million in veterinary invoice expense incurred includes a reduction of \$0.1 million to the reserves relating to prior years, which is the result of ongoing analysis of recent payment trends. The Company's adjustments to increase prior year reserves were \$0.8 million and less than \$0.1 million as a result of analysis of payment trends in the years ended December 31, 2016 and 2015, respectively.



Summarized below are the changes in total liability for the Company's other business segment (in thousands):

<b>Other Business</b>	<b>Year Ended December 31,</b>		
	<b>2017</b>	<b>2016</b>	<b>2015</b>
Reserve at beginning of year	\$ 983	\$ 890	\$ 829
Veterinary invoices during the period related to:			
Current year	14,739	9,027	7,983
Prior years	(171)	(129)	(79)
Total veterinary invoice expense	14,568	8,898	7,904
Amounts paid during the period related to:			
Current year	13,053	8,048	7,095
Prior years	801	757	748
Total paid	13,854	8,805	7,843
Non-cash expenses	—	—	—
Reserve at end of period	\$ 1,697	\$ 983	\$ 890

The Company's reserve for the other business segment increased \$0.7 million from \$1.0 million at December 31, 2016 to \$1.7 million at December 31, 2017. This change was comprised of \$14.6 million in expense recorded during the period less \$13.9 million in payments of veterinary invoices. This \$14.6 million in veterinary invoice expense incurred includes a reduction of \$0.2 million to the reserves relating to prior years, which is the result of ongoing analysis of recent payment trends. The Company's adjustments to decrease prior year reserves were \$0.1 million as a result of analysis of payment trends in each of the years ended December 31, 2016 and 2015.

#### ***Veterinary invoice expenses***

In the following tables, cumulative number of veterinary invoices represents the total number received as of December 31, 2017, by year the veterinary invoice relates to, referred to as the year of occurrence. If a pet is injured or becomes ill, multiple trips to the veterinarian may result in several invoices. Each of these veterinary invoices is included in the cumulative number, regardless of whether the veterinary invoice was paid. Information for years 2014 through 2016 is provided as required supplementary information. Amounts in these tables are presented on a constant currency basis to remove the impact of changes in the foreign currency exchange rate on development. The cumulative expenses as of the end of each year are revalued using the currency exchange rate as of December 31, 2017.

The following table summarizes the development of veterinary invoice expense, on a constant currency basis, for the Company's subscription business segment by year of occurrence (in thousands, except for cumulative number of veterinary invoices data):

<b>Subscription</b>	<b>Cumulative veterinary invoice expenses</b>				<b>Reserve</b>	<b>Cumulative number of veterinary invoices</b>
	<b>As of December 31,</b>				<b>As of December 31,</b>	
	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2017</b>	<b>2017</b>
Year of Occurrence	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>			
2014	\$ 72,100	\$ 72,039	\$ 72,204	\$ 72,222	\$ 27	379,078
2015		\$ 95,661	\$ 96,217	\$ 96,276	\$ 130	475,626
2016			\$ 125,127	\$ 124,910	\$ 535	587,007
2017				\$ 156,580	\$ 10,367	656,490
				\$ 449,988	\$ 11,059	

The following table summarizes the development of veterinary invoice expense, on a constant currency basis, for the Company's other business segment by year of occurrence (in thousands, except for cumulative number of veterinary invoices data):

Other Business	Cumulative veterinary invoice expenses				Reserve	Cumulative number of veterinary invoices
	As of December 31,				As of December 31,	
	2014	2015	2016	2017	2017	2017
Year of Occurrence	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>			
2014	\$ 5,966	\$ 5,889	\$ 5,888	\$ 5,895	\$ —	34,587
2015		\$ 7,974	\$ 7,846	\$ 7,850	\$ —	46,900
2016			\$ 9,028	\$ 8,844	\$ 11	59,243
2017				\$ 14,741	\$ 1,686	95,182
				<u>\$ 37,330</u>	<u>\$ 1,697</u>	

### Cumulative paid veterinary invoice expense

In the following tables, amounts are by year the veterinary invoice relates to, referred to as the year of occurrence. Amounts in these tables are presented on a constant currency basis to remove the impact of changes in the foreign currency exchange rate. The cumulative amounts paid as of the end of each year are revalued using the currency exchange rate as of December 31, 2017. Information for years 2014 through 2016 is provided as required supplementary information.

The following table summarizes the amounts paid for veterinary invoices, inclusive of related internal processing costs and reported on a constant currency basis, for the subscription segment (in thousands):

Subscription	Year Ended December 31,			
	2014	2015	2016	2017
Year of Occurrence	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>	
2014	\$ 67,886	\$ 71,969	\$ 72,132	\$ 72,196
2015		\$ 90,261	\$ 95,928	\$ 96,145
2016			\$ 116,879	\$ 124,375
2017				\$ 146,213
				<u>\$ 438,929</u>
				<b>Total amounts unpaid and recorded as a liability</b> \$ 11,059

The following table summarizes the amounts paid for veterinary invoices, inclusive of related internal processing costs and reported on a constant currency basis, for the other business segment (in thousands):

Other Business	Year Ended December 31,			
	2014	2015	2016	2017
Year of Occurrence	<i>(unaudited)</i>	<i>(unaudited)</i>	<i>(unaudited)</i>	
2014	\$ 5,137	\$ 5,887	\$ 5,887	\$ 5,895
2015		\$ 7,086	\$ 7,842	\$ 7,850
2016			\$ 8,049	\$ 8,833
2017				\$ 13,055
				<u>\$ 35,633</u>
				<b>Total amounts unpaid and recorded as a liability</b> \$ 1,697

## 9. Debt

The Company has a revolving line of credit of up to \$30.0 million, secured by any and all interests in the Company's assets that are not otherwise restricted. Interest on the revolving line of credit is payable monthly at the greater of 4.5% or 1.25% plus the prime rate (5.75% at December 31, 2017). The borrowing agreement includes other ancillary services and letters of credit of up to \$4.5 million as of December 31, 2017. The facility also requires a deposit of restricted cash of \$0.6 million. The agreement was amended during the current year to extend the maturity date to December 2019. The credit agreement requires the Company to comply with various financial and non-financial covenants. As of December 31, 2017, the Company was in compliance with all covenants.

Borrowings on the revolving line of credit were limited to the lesser of \$30.0 million and the total amount of cash and securities held by the Company's insurance subsidiaries (American Pet Insurance Company and Wyndham Insurance Company (SAC) Limited Segregated Account AX) as of December 31, 2017 and 2016. As of December 31, 2017, available borrowing capacity on the line of credit was \$18.7 million, with an outstanding balance of \$1.8 million for ancillary services and letters of credit, and borrowings under the facility of \$9.5 million, recorded net of financing fees of \$0.2 million.

## 10. Stock-Based Compensation

Stock-based compensation expense includes stock options, restricted stock awards, and restricted stock units granted to employees and non-employees and has been reported in the Company's consolidated statements of operations depending on the function performed by the employee or non-employee. Stock-based compensation expense recognized in each category of the consolidated statement of operations for the years ended December 31, 2017, 2016 and 2015 was as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Veterinary invoice expense	\$ 355	\$ 234	\$ 219
Other cost of revenue	239	41	44
Technology and development	216	246	404
General and administrative	1,887	1,893	1,889
Sales and marketing	722	532	446
Total stock-based compensation	\$ 3,419	\$ 2,946	\$ 3,002

As of December 31, 2017, for all employees, the Company had 991,754 unvested stock options and 256,842 restricted stock awards and restricted stock units that are expected to vest. Total stock-based compensation expense of \$5.7 million related to unvested stock options and \$0.9 million related to unvested restricted stock awards and restricted stock units is expected to be recognized over a weighted-average period of approximately 2.7 years and 1.3 years, respectively.

### Stock Options

The grant date fair value of stock option awards are estimated on the date of grant using the Black-Scholes option-pricing model. Valuation assumptions for the years ended December 31, 2017, 2016 and 2015 are presented in the following table:

	Year Ended December 31,		
	2017	2016	2015
Valuation assumptions:			
Expected term (in years)	6.25	5.04-6.25	3.0-6.25
Expected volatility	37.1%-39.8%	37.6%-42.1%	37.2%-49.4%
Risk-free interest rate	1.8%-2.2%	1.1%-2.0%	1.1%-2.0%
Expected dividend yield	—%	—%	—%

The following table presents information regarding stock options granted, exercised and forfeited for the periods presented:

	Number of Options	Weighted Average Exercise Price per Share	Aggregate Intrinsic Value (in thousands)
Outstanding as of December 31, 2014	5,112,556	\$ 3.19	\$ 21,116
Granted	698,764	7.84	—
Exercised	(632,829)	2.12	3,703
Forfeited	(306,542)	7.65	—
Outstanding as of December 31, 2015	4,871,949	3.71	29,644
Granted	666,664	13.37	—
Exercised	(1,119,367)	3.35	11,980
Forfeited	(296,223)	8.14	—
Outstanding as of December 31, 2016	4,123,023	5.06	43,185
Granted	657,339	17.74	—
Exercised	(670,823)	3.80	10,392
Forfeited	(103,140)	12.25	—
Outstanding as of December 31, 2017	4,006,399	7.16	88,578
Exercisable at December 31, 2017	2,998,099	\$ 4.50	\$ 74,278

As of December 31, 2017, stock options outstanding and stock options exercisable had a weighted average remaining contractual life of 5.4 years and 4.3 years, respectively.

The weighted-average grant date fair value of stock options granted and the fair value of options vested were as follows for the years ending December 31, 2017, 2016, and 2015:

Year:	Weighted Average Grant Date Fair Value per Share	Fair Value of Options Vested (in thousands)
2015	\$ 3.46	\$ 3,276
2016	\$ 5.64	\$ 4,645
2017	\$ 7.25	\$ 6,313

### **Restricted Stock Awards and Restricted Stock Units**

The below table summarizes the Company's restricted stock award and restricted stock unit activity for the years ending December 31, 2017, 2016 and 2015:

	Number of Shares	Weighted Average Grant Date Fair Value per Share
Unvested shares as of December 31, 2014	584,385	\$ 4.77
Granted	2,385	7.26
Vested	(119,262)	4.80
Forfeited	—	—
Unvested shares as of December 31, 2015	467,508	4.77
Granted	—	—
Vested	(116,877)	4.77
Forfeited	—	—
Unvested shares as of December 31, 2016	350,631	4.77
Granted	23,659	30.19
Vested	(116,877)	4.77
Forfeited	(571)	30.19
Unvested shares as of December 31, 2017	256,842	\$ 4.77

### **11. Stockholders' Equity**

As of December 31, 2017, the Company had 100,000,000 shares of common stock authorized and 30,121,496 shares of common stock outstanding. Holders of common stock are entitled to one vote on each matter properly submitted to the stockholders of the Company except those related to matters concerning possible outstanding preferred stock. At December 31, 2017, the Company had 10,000,000 shares of undesignated shares of preferred stock authorized for future issuance and did not have any outstanding shares of preferred stock. The holders of common stock are also entitled to receive dividends as and when declared by the board of directors of the Company, whenever funds are legally available. These rights are subordinate to the dividend rights of holders of all classes of stock outstanding at the time. The Company is unable to pay dividends to stockholders as of December 31, 2017 due to restrictions in its credit agreements.

#### **Warrants**

At December 31, 2017 and 2016, warrants to purchase 810,000 shares of the Company's common stock at \$10.00 per share remained outstanding. The warrants expire in 2018 and 2019.

## 12. Segments

The Company has two segments: subscription business and other business. The subscription business segment includes monthly subscriptions fees related to the Company's medical insurance which is marketed directly to consumers, while the other business segment includes all other business that is not directly marketed to consumers.

The chief operating decision maker uses two measures to evaluate segment performance: revenue and gross profit. Additionally, other operating expenses, such as sales and marketing expenses, are allocated to each segment and evaluated when material. Interest and other expenses and income taxes are not allocated to the segments, nor included in the measure of segment profit or loss. The Company does not analyze discrete segment balance sheet information related to long-term assets.

Revenue and gross profit of the Company's segments were as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
<b>Revenue:</b>			
Subscription business	\$ 218,354	\$ 173,356	\$ 133,406
Other business	24,313	14,874	13,557
	<u>242,667</u>	<u>188,230</u>	<u>146,963</u>
<b>Veterinary invoice expense:</b>			
Subscription business	155,554	124,636	95,420
Other business	14,568	8,898	7,904
	<u>170,122</u>	<u>133,534</u>	<u>103,324</u>
<b>Other cost of revenue:</b>			
Subscription business	21,329	16,685	14,008
Other business	8,166	4,723	4,402
	<u>29,495</u>	<u>21,408</u>	<u>18,410</u>
<b>Gross profit:</b>			
Subscription business	41,471	32,035	23,978
Other business	1,579	1,253	1,251
	<u>43,050</u>	<u>33,288</u>	<u>25,229</u>
Technology and development	9,768	9,534	11,215
General and administrative	16,820	15,205	15,558
<b>Sales and marketing:</b>			
Subscription business	18,886	15,029	15,151
Other business	218	218	80
	<u>19,104</u>	<u>15,247</u>	<u>15,231</u>
Operating loss	<u>\$ (2,642)</u>	<u>\$ (6,698)</u>	<u>\$ (16,775)</u>

The following table presents the Company's revenue by geographic region of the member (in thousands):

	Year Ended December 31,		
	2017	2016	2015
United States	\$ 195,297	\$ 151,361	\$ 116,585
Canada	47,370	36,869	30,378
Total revenue	<u>\$ 242,667</u>	<u>\$ 188,230</u>	<u>\$ 146,963</u>

Substantially all of the Company's long-lived assets were located in the United States as of December 31, 2017 and 2016.

### 13. Dividend Restrictions and Statutory Surplus

The Company's business operations are conducted through subsidiaries, one of which is an insurance company domiciled in New York, American Pet Insurance Company, and one of which is a segregated cell business, Wyndham Segregated Account AX, located in Bermuda. In addition to general state law restrictions on payments of dividends and other distributions to stockholders applicable to all corporations, insurance companies are subject to further regulations that, among other things, may require such companies to maintain certain levels of equity and restrict the amount of dividends and other distributions that may be paid to their parent corporations.

New York law restricts the ability of the Company's insurance subsidiary in New York to pay dividends to its holding company parent. These restrictions are based in part on the prior year's statutory income and surplus. In general, dividends up to specified levels are considered ordinary and may be paid without prior approval, and dividends in larger amounts, or extraordinary dividends, are subject to approval by the New York State Department of Financial Services, the subsidiary's primary regulator. An extraordinary dividend or distribution is defined as a dividend or distribution that, in the aggregate in any 12-month period, exceeds the lesser of (i) 10% of surplus as of the preceding December 31 or (ii) the insurer's adjusted net investment income for such 12-month period, not including realized capital gains. Under regulatory requirements at December 31, 2017, the amount of dividends that may be paid by the Company's insurance subsidiary in New York to the Company without prior approval by regulatory authorities was \$0.2 million. This insurance subsidiary did not pay dividends to the Company during the years ended December 31, 2017, 2016, and 2015.

The Company's insurance subsidiary in Bermuda is regulated by the Bermuda Monetary Authority. Under the Bermuda Companies Act of 1981, as amended, a Bermuda company may not declare or pay a dividend or make a distribution out of contributed surplus if there are reasonable grounds for believing that: (a) the company is, or would be after the payment, unable to pay its liabilities as they become due; or (b) the realizable value of the company's assets would thereby be less than its liabilities. The Segregated Accounts Company Act of 2000 further requires that dividends out of a segregated account can only be paid to the extent that the cell remains solvent. The value of its assets must remain greater than the aggregate of its liabilities, issued share capital, and share premium accounts. Per our contractual agreements with Wyndham Insurance Company (SAC) Limited, the allowable dividend is equivalent to the positive undistributed profit attributable to the shares. This insurance subsidiary paid the Company a dividend of \$2.7 million during the year ended December 31, 2017. No dividends were paid during the years ended December 31, 2016 and 2015.

The statutory net income for 2017, 2016 and 2015 and statutory capital and surplus at December 31, 2017, 2016 and 2015, for the Company's insurance subsidiary in New York were as follows (in thousands):

	As of December 31,		
	2017	2016	2015
Statutory net income	\$ 7,507	\$ 4,081	\$ 1,386
Statutory capital and surplus	37,190	30,451	26,068

As of December 31, 2017, the Company's insurance subsidiary in New York maintained \$37.2 million of statutory capital and surplus which was above the required amount of \$22.2 million of statutory capital and surplus to avoid additional regulatory oversight. As of December 31, 2017 and 2016, the Company had \$6.6 million on deposit with various states in which it writes policies.

### 14. Related Parties

The Company is sometimes party to arrangements with the father and brother of the Company's Chief Executive Officer, who both serve as independent contractors to develop veterinary relationships. The terms of the independent contractor agreements are consistent with the terms of other similar independent contractors that do business with the Company. Total amounts paid to the related parties were less than \$0.5 million for each year ended December 31, 2017, 2016, and 2015.

### 15. Income Taxes

Loss before income taxes was as follows for the years ended December 31, 2017, 2016 and 2015 (in thousands):

	Year Ended December 31,		
	2017	2016	2015
United States	\$ (1,965)	\$ (6,906)	\$ (17,222)
Foreign	34	48	131
	<u>\$ (1,931)</u>	<u>\$ (6,858)</u>	<u>\$ (17,091)</u>



The components of income tax (benefit) expense were as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
<b>Current:</b>			
U.S. federal & state	\$ 183	\$ 25	\$ 31
Foreign	15	13	84
	<u>198</u>	<u>38</u>	<u>115</u>
<b>Deferred:</b>			
U.S. federal & state	(620)	—	—
Foreign	(6)	—	(1)
	<u>(626)</u>	<u>—</u>	<u>(1)</u>
<b>Income tax (benefit) expense</b>	<u>\$ (428)</u>	<u>\$ 38</u>	<u>\$ 114</u>

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 (the "Tax Act") was signed into law making significant changes to the Internal Revenue Code, including, but not limited to, a corporate tax rate decrease to 21% effective January 1, 2018. The Company has calculated its best estimate of the impact of the Tax Act for the year ended December 31, 2017, based on its understanding of the Tax Act and guidance available as of the date of filing, and recorded an income tax benefit of \$0.6 million.

On December 22, 2017, Staff Accounting Bulletin No. 118 ("SAB 118") was issued to address the application of US GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Act. In accordance with SAB 118, the Company has determined that the \$0.6 million income tax benefit recorded in connection with the remeasurement of its deferred tax liabilities was a provisional amount and a reasonable estimate as of December 31, 2017. Any necessary subsequent adjustments will be recorded in 2018.

A reconciliation of income tax expense at the statutory federal income tax rate and income taxes as reflected in the financial statements is presented below:

	Year Ended December 31,		
	2017	2016	2015
Federal income taxes at statutory rate	34.0%	34.0 %	34.0 %
U.S. state income taxes	(9.5)	(0.6)	(0.7)
Equity compensation	189.1	7.7	(1.2)
Change in valuation allowance	(229.6)	(40.5)	(34.2)
Meals and entertainment	(3.0)	(0.9)	(0.4)
Other, net	2.0	(0.3)	1.8
Change in federal tax rate	32.1	—	—
Credits	7.1	—	—
<b>Effective income tax rate</b>	<u>22.2%</u>	<u>(0.6)%</u>	<u>(0.7)%</u>

The principal components of the Company's deferred tax assets and liabilities were as follows (in thousands):

	Year Ended December 31,	
	2017	2016
Deferred tax assets:		
Unearned premium reserves	\$ 966	\$ 918
Accruals and reserves	606	782
Net operating loss carryforwards	18,211	22,632
Depreciation and amortization	317	535
Equity compensation	1,024	1,137
Credits	208	—
Other	270	101
<b>Total deferred tax assets</b>	<b>21,602</b>	<b>26,105</b>
Deferred tax liabilities:		
Deferred costs	(183)	(226)
Intangible assets	(1,002)	(1,623)
<b>Total deferred tax liabilities</b>	<b>(1,185)</b>	<b>(1,849)</b>
Total deferred taxes	20,417	24,256
Less deferred tax asset valuation allowance	(21,419)	(25,879)
<b>Net deferred tax liability</b>	<b>\$ (1,002)</b>	<b>\$ (1,623)</b>

At December 31, 2017, the Company had federal net operating loss carryforwards of \$86.7 million and federal credits of \$0.2 million. Use of the carryforwards is limited based on the future income of the Company. The federal net operating loss carryforwards currently would begin to expire in 2026. Pursuant to Sections 382 and 383 of the Internal Revenue Code, annual use of the Company's net operating loss carryforwards and credit carryforwards may be limited if the Company experiences an ownership change. As of December 31, 2017, the utilization of approximately \$0.5 million of net operating losses are subject to limitation as a result of prior ownership changes; however, subsequent ownership changes may further affect the limitation in future years.

A valuation allowance is required to reduce the deferred tax assets reported if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. After consideration of all the evidence, both positive and negative, the Company has recorded a full valuation allowance against its deferred tax assets as of December 31, 2017 and 2016 because the Company's management has determined that it is more likely than not that these assets will not be fully realized.

The Company intends to reinvest all foreign earnings indefinitely outside of the U.S.

The Company is open to examination by the U.S. federal tax jurisdiction for the years ended December 31, 2014 through 2017. The Company is also open to examination for 2007 and forward with respect to net operating loss carryforwards generated and carried forward from those years in the United States. The Company is open to examination by the Canada Revenue Agency for the years ended December 31, 2013 through 2017 for all corporate tax matters, and open for the years ended December 31, 2009 through 2017 for transactions with non-arm's length non-Canadian residents.

The Company accounts for uncertain tax positions based on a two-step process of evaluating recognition and measurement criteria. The first step assesses whether the tax position is more likely than not to be sustained upon examination by the taxing authority, including resolution of any appeals or litigation, on the basis of the technical merits of the position. If the tax position meets the more-likely-than-not criteria, the portion of the tax benefit greater than 50% likely to be realized upon settlement with the relevant tax authority is recognized in the financial statements. No significant changes in uncertain tax positions are expected in the next twelve months.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Balance, beginning of year	\$ 120	\$ 80	\$ 65
Increases to tax positions related to prior periods	91	—	—
Increases to tax positions related to the current year	116	40	15
Balance, end of year	\$ 327	\$ 120	\$ 80

## 18. Employee Benefits

The Company has a 401(k) plan for its U.S. employees. The plan allows employees to contribute a percentage of their pretax earnings annually, subject to limitations imposed by the Internal Revenue Service. The plan also allows the Company to make a matching contribution, subject to certain limitations. To date, the Company has made no contributions to the 401(k) plan.

## 17. Quarterly Financial Information (Unaudited)

The following table contains quarterly financial data for the years ended December 31, 2017 and 2016 (in thousands, except per share data). The unaudited quarterly information has been prepared on a basis consistent with the audited consolidated financial statements and includes all adjustments that the Company considers necessary for a fair presentation of the information shown. The operating results for any fiscal quarter are not necessarily indicative of the operating results for a full fiscal year or any future period and there can be no assurances that any trend reflected in such results will continue in the future.

	Three Months Ended							
	Dec. 31, 2017 <sup>(1)</sup>	Sept. 30, 2017	Jun. 30, 2017 <sup>(2)</sup>	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016
Total revenues	\$ 66,545	\$ 63,118	\$ 58,275	\$ 54,729	\$ 51,340	\$ 48,359	\$ 45,832	\$ 42,699
Gross profit	11,737	11,807	10,351	9,155	9,218	8,500	8,266	7,304
Net (loss) income	(838)	406	411	(1,482)	(1,723)	(1,637)	(964)	(2,572)
Net (loss) income per share:								
Basic and diluted	(0.03)	0.01	0.01	(0.05)	(0.06)	(0.06)	(0.03)	(0.09)
Weighted-average common shares outstanding:								
Basic	29,847,574	30,037,282	29,510,907	29,254,681	29,020,559	28,732,417	28,348,348	27,999,248
Diluted	29,847,574	33,113,981	32,734,624	29,254,681	29,020,559	28,732,417	28,348,348	27,999,248

(1) The Company recorded a tax benefit as of December 31, 2017, as a result of the Tax Act. See "Note 15" for additional information regarding this tax benefit.

(2) The Company sold an equity method investment during the second quarter of 2017. See "Note 1" for additional information regarding the sale.

## **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***

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a- 15(e) and 15d- 15(e) under the Exchange Act), as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of such date, our disclosure controls and procedures were effective.

#### ***Management's Report on Internal Control over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined under Rule 13a-15(f) and 15d-15(f) under the Exchange Act. Management has assessed the effectiveness of its internal control over financial reporting as of December 31, 2017 based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). As a result of this assessment, management concluded that, as of December 31, 2017, its internal control over financial reporting was effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

#### ***Changes in Internal Control***

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended December 31, 2017 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### ***Limitations on Effectiveness of Controls and Procedures***

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

### **Item 9B. Other Information**

None.

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance**

Information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report.

#### **Item 11. Executive Compensation**

Information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report.

#### **Item 13. Certain Relationships and Related Transactions and Director Independence**

Information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the end of the fiscal year covered by this Annual Report.

#### **Item 14. Principal Accountant Fees and Services**

Information required by this item is incorporated herein by reference to our Proxy Statement with respect to our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report.

## PART IV

### **Item 15. Exhibits, Financial Statement Schedules**

#### (a)(1) Financial Statements

We have filed the financial statements listed in the Index to Financial Statements as a part of this Annual Report on Form 10-K.

#### (a)(2) Financial Statement Schedules

Schedule I Condensed Financial Information of Registrant

No other financial statement schedules have been provided because the information called for is not required or is shown either in the financial statements or notes thereto.

#### (a)(3) Exhibits

The list of exhibits included in the Exhibit Index to this Annual Report on Form 10-K is incorporated herein by reference.

### **Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Seattle, state of Washington, on this 13th day of February, 2018.

### TRUPANION, INC.

By: /s/ Darryl Rawlings

\_\_\_\_\_  
Darryl Rawlings  
*Chief Executive Officer and President*

## POWER OF ATTORNEY

*KNOW ALL PERSONS BY THESE PRESENTS*, that each person whose signature appears below hereby constitutes and appoints Darryl Rawlings, Tricia Plouf and Asher Bearman, and each of them, as his or her true and lawful attorneys-in-fact, proxies and agents, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, proxies and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies 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 on behalf of the registrant and in the capacities and on the dates indicated.



Date: February 13, 2018

/s/ Darryl Rawlings

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Darryl Rawlings  
Chief Executive Officer and President  
*(Principal Executive Officer)*

Date: February 13, 2018

/s/ Tricia Plouf

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Tricia Plouf  
Chief Financial Officer  
*(Principal Financial and Accounting Officer)*

Date: February 13, 2018

/s/ Murray Low

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Murray Low  
Chairman of the Board of Directors

Date: February 13, 2018

/s/ Chad Cohen

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Chad Cohen  
Director

Date: February 13, 2018

/s/ Michael Doak

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Michael Doak  
Director

Date: February 13, 2018

/s/ Robin Ferracone

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Robin Ferracone  
Director

Date: February 13, 2018

/s/ Dan Levitan

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Dan Levitan  
Director

Date: February 13, 2018

/s/ H. Hays Lindsley

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H. Hays Lindsley  
Director

Date: February 13, 2018

/s/ Glenn Novotny

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Glenn Novotny  
Director

Date: February 13, 2018

/s/ Howard Rubin

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Howard Rubin  
Director

## EXHIBIT INDEX

The following exhibits are filed as part of this Annual Report on Form 10-K or are incorporated herein by reference. Where an exhibit is incorporated by reference, the number in parentheses indicates the document to which cross-reference is made. See the end of this exhibit index for a listing of cross-reference documents.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/ Furnished Herewith
		Form	File No.	Exhibit	Exhibit Filing Date	
<a href="#">3.1</a>	<a href="#">Restated Certificate of Incorporation of the Registrant.</a>	10-Q	001-36537	3.1	8/28/2014	
<a href="#">3.2</a>	<a href="#">Certificate of Amendment to the Restated Certificated of Incorporation of Trupanion Inc.</a>	8-K	001-36537	3.1	6/3/2016	
<a href="#">3.3</a>	<a href="#">Restated Bylaws of the Registrant.</a>	10-Q	001-36537	3.2	8/28/2014	
<a href="#">4.1</a>	<a href="#">Form of Common Stock Certificate.</a>	S-1	333-196814	4.1	6/16/2014	
<a href="#">4.2</a>	<a href="#">Third Amended and Restated Registration Rights Agreement, dated October 25, 2011, by and among the Registrant and certain of its stockholders, as amended.</a>	S-1	333-196814	4.4	6/16/2014	
<a href="#">99.1</a>	<a href="#">Board resignation letter, dated February 2, 2018, between Glenn Novotny and Trupanion, Inc.</a>	8-K	001-36537	99.1	2/8/2018	
<a href="#">10.1+</a>	<a href="#">Form of Indemnity Agreement.</a>	S-1	333-196814	10.1	6/16/2014	
<a href="#">10.2+</a>	<a href="#">2007 Equity Compensation Plan and forms of stock option agreements and exercise notices, restricted stock notice agreement and restricted stock agreement thereunder.</a>	S-1	333-196814	10.2	6/16/2014	
<a href="#">10.3+</a>	<a href="#">2014 Equity Incentive Plan and forms of stock option award agreement, restricted stock agreement and restricted stock unit award agreement thereunder.</a>	S-1	333-196814	10.3	6/16/2014	
<a href="#">10.4+</a>	<a href="#">2014 Employee Stock Purchase Plan.</a>	S-1	333-196814	10.4	6/16/2014	
<a href="#">10.5+</a>	<a href="#">Amended and Restated Employment Agreement, dated April 20, 2007, by and between the Registrant and Darryl Rawlings.</a>	S-1	333-196814	10.6	6/16/2014	
<a href="#">10.6+</a>	<a href="#">Consulting Agreement, dated May 5, 2014, by and between the Registrant and Howard Rubin.</a>	S-1	333-196814	10.8	6/16/2014	
<a href="#">10.7+</a>	<a href="#">First Amendment to Consulting Agreement, dated January 1, 2016, by and between the Registrant and Howard Rubin.</a>	10-Q	001-36537	10.2	5/5/2016	
<a href="#">10.8+</a>	<a href="#">Second Amendment to Consulting Agreement, dated January 1, 2017 by and between the Registrant and Howard Rubin.</a>	10-K	001-36537	10.13	2/15/2017	
<a href="#">10.9+</a>	<a href="#">Employment Agreement, dated January 13, 2017, by and between the Registrant and Tim Graff.</a>	10-K	001-36537	10.14	2/15/2017	
<a href="#">10.10+</a>	<a href="#">Compensation Program for Non-Employee Directors of Trupanion, Inc. dated February 6, 2018</a>	8-K	001-36537	10.1	2/8/2018	
<a href="#">10.11+</a>	<a href="#">Senior Credit Facility Loan and Security Agreement, entered into as of December 16, 2016 between Pacific Western Bank, Western Alliance Bank and Trupanion, Inc.</a>	10-K	001-36537	10.15	2/15/2017	
<a href="#">10.12+</a>	<a href="#">First Amendment to Senior Credit Facility Loan and Security Agreement, dated March 31, 2017 between Pacific Western Bank, Western Alliance Bank and Trupanion, Inc.</a>	10-Q	001-36537	10.1	5/2/2017	

<a href="#">10.13+</a>	<a href="#">Second Amendment to Senior Credit Facility Loan and Security Agreement, dated September 28, 2017 between Pacific Western Bank, Western Alliance Bank and Trupanion, Inc.</a>	10-Q	001-36537	10.1	11/2/2017	
<a href="#">10.14+</a>	<a href="#">Second Amendment to Lease Agreement, dated October 20, 2017 between Benaroya Capital Company, LLC and Trupanion, Inc.</a>	10-Q	001-36537	10.2	11/2/2017	
<a href="#">10.15+</a>	<a href="#">Agency Agreement between Omega General Insurance Company and Trupanion Brokers Ontario, Inc., effective January 1, 2015.</a>	10-K	001-36537	10.13	2/24/2015	
<a href="#">10.16+</a>	<a href="#">Fronting and Administration Agreement between Wyndham Insurance Company (SAC) Limited and Omega General Insurance Company, effective January 1, 2015.</a>	10-K	001-36537	10.14	2/24/2015	
<a href="#">10.17†</a>	<a href="#">Quota Share Reinsurance Agreement between Wyndham Insurance Company (SAC) Limited and Omega General Insurance Company, effective January 1, 2015.</a>	10-K	001-36537	10.15	2/24/2015	
<a href="#">10.18+</a>	<a href="#">Quota Share Reinsurance Agreement between Wyndham Insurance Company (SAC) Limited and Omega General Insurance Company, effective January 1, 2016.</a>	10-K	001-36537	10.16	2/24/2017	
<a href="#">10.19+</a>	<a href="#">Quota Share Reinsurance Agreement between Wyndham Insurance Company (SAC) Limited and Omega General Insurance Company, effective January 1, 2017.</a>	10-K	001-36537	10.17	2/24/2017	
<a href="#">10.20+</a>	<a href="#">Quota Share Reinsurance Agreement between Wyndham Insurance Company (SAC) Limited and Omega General Insurance Company, effective January 1, 2018.</a>					X
<a href="#">21.1</a>	<a href="#">Subsidiaries of the Registrant.</a>					X
<a href="#">23.1</a>	<a href="#">Consent of independent registered public accounting firm.</a>					X
<a href="#">24.1</a>	<a href="#">Power of Attorney (reference is made to the signature page hereto)</a>					X
<a href="#">31.1</a>	<a href="#">Certification of Principal Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>					X
<a href="#">31.2</a>	<a href="#">Certification of Principal Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>					X
<a href="#">32.1*</a>	<a href="#">Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>					X
<a href="#">32.2*</a>	<a href="#">Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>					X
101.INS	XBRL Instance Document.					X
101.SCH	XBRL Taxonomy Extension Schema Document.					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.					X

101.LAB	XBRL Taxonomy Extension Label Linkbase Document.	X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	X

+ Indicates a management contract or compensatory plan or arrangement.

† Registrant has omitted portions of the referenced exhibit pursuant to a request for confidential treatment under Rule 24b-2 promulgated under the Exchange Act. The omitted portions of this exhibit have been filed separately with the SEC.

\* This certification is deemed not filed for purpose of section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

Schedule I - Condensed Financial Information of Registrant

**Trupanion, Inc.**  
**Condensed Statements of Comprehensive Loss**  
(Parent Company Only, in thousands)

	Year Ended December 31,		
	2017	2016	2015
Expenses:			
Veterinary invoice expense	\$ 354	\$ 269	\$ 226
Other cost of revenue	239	41	44
Technology and development	528	531	628
General and administrative	4,204	3,627	3,852
Sales and marketing	889	871	621
Total expenses	<u>6,214</u>	<u>5,339</u>	<u>5,371</u>
Operating loss	(6,214)	(5,339)	(5,371)
Interest expense	529	218	325
Other (income) expense, net	(4,101)	23	(2)
Loss before equity in undistributed earnings of subsidiaries	(2,642)	(5,580)	(5,694)
Income tax benefit (expense)	5,302	—	—
Equity in undistributed earnings of subsidiaries	(4,163)	(1,316)	(11,511)
Net loss	<u>\$ (1,503)</u>	<u>\$ (6,896)</u>	<u>\$ (17,205)</u>
Other comprehensive income (loss), net of taxes:			
Other comprehensive income (loss) of subsidiaries	285	125	(513)
Other comprehensive income (loss)	<u>285</u>	<u>125</u>	<u>(513)</u>
Comprehensive loss	<u><u>\$ (1,218)</u></u>	<u><u>\$ (6,771)</u></u>	<u><u>\$ (17,718)</u></u>

**Trupanion, Inc.**  
**Condensed Balance Sheets**  
(Parent Company Only)  
(In thousands, except per share data)

	December 31,	
	2017	2016
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 1,105	\$ 3,401
Accounts and other receivables	2,261	1,492
Prepaid expenses and other assets	295	106
Total current assets	3,661	4,999
Restricted cash	600	600
Equity method investment	—	271
Property and equipment, net	661	1,070
Intangible assets, net	4,795	4,773
Other long term assets	2,488	—
Advances to and investments in subsidiaries	47,209	40,086
Total assets	<u>\$ 59,414</u>	<u>\$ 51,799</u>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable, accrued liabilities, and other liabilities	\$ 654	\$ 492
Total current liabilities	654	492
Long-term debt	9,324	4,767
Deferred tax liabilities	1,002	1,622
Other liabilities	—	203
Total liabilities	10,980	7,084
Stockholders' equity:		
Common stock: \$0.00001 par value per share, 100,000,000 shares authorized at December 31, 2017 and December 31, 2016, 30,778,796 and 30,121,496 shares issued and outstanding at December 31, 2017; 30,156,247 and 29,498,947 shares issued and outstanding at December 31, 2016	—	—
Preferred stock: \$0.00001 par value per share, 10,000,000 shares authorized at December 31, 2017 and December 31, 2016, and 0 shares issued and outstanding at December 31, 2017 and December 31, 2016	—	—
Additional paid-in capital	134,511	129,574
Accumulated other comprehensive loss	(92)	(377)
Accumulated deficit	(82,784)	(81,281)
Treasury stock, at cost: 657,300 shares at December 31, 2017 and December 31, 2016	(3,201)	(3,201)
Total stockholders' equity	48,434	44,715
Total liabilities and stockholders' equity	<u>\$ 59,414</u>	<u>\$ 51,799</u>

**Trupanion, Inc.**  
**Condensed Statements of Cash Flows**  
(Parent Company Only, in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>Operating activities</b>			
Net loss	\$ (1,503)	\$ (6,896)	\$ (17,205)
Adjustments to reconcile net loss to cash provided by (used in) operating activities:			
Loss attributable to investments in subsidiaries	4,163	1,316	11,511
Depreciation and amortization	697	251	126
Stock-based compensation expense	3,419	2,946	3,002
Gain on sale of equity method investment	(1,036)	—	—
Other, net	(380)	58	21
Changes in operating assets and liabilities	743	1,742	(1,383)
Net cash provided by (used in) operating activities	<u>6,103</u>	<u>(583)</u>	<u>(3,928)</u>
<b>Investing activities</b>			
Proceeds from sale of equity method investment	1,402	—	—
Purchases of property and equipment	(135)	1	(149)
Advances to and investments in subsidiaries	(12,168)	(9,333)	(19,900)
Other investments	(2,668)	—	(300)
Net cash used in investing activities	<u>(13,570)</u>	<u>(9,332)</u>	<u>(20,349)</u>
<b>Financing activities</b>			
Proceeds from exercise of stock options	2,545	3,745	1,335
Taxes paid related to net share settlement of equity awards	(1,170)	(662)	(643)
Proceeds from (repayment of) debt financing, net of financing fees	4,400	4,988	(14,900)
Other financing	(604)	(195)	—
Net cash provided by (used in) financing activities	<u>5,170</u>	<u>7,876</u>	<u>(14,208)</u>
Effect of foreign exchange rate changes on cash, cash equivalents, and restricted cash, net	—	—	(517)
Net change in cash, cash equivalents, and restricted cash	(2,296)	(2,039)	(39,002)
Cash, cash equivalents, and restricted cash at beginning of period	4,001	6,040	45,042
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 1,705</u>	<u>\$ 4,001</u>	<u>\$ 6,040</u>
<b>Supplemental disclosures</b>			
Interest paid	333	153	155
Noncash investing and financing activities:			
Property and equipment acquired under capital lease	471	—	—
Cashless exercise of common stock warrants	—	600	—



## **1. Organization and Presentation**

The accompanying condensed financial statements present the financial position, results of operations and cash flows for Trupanion, Inc. These condensed unconsolidated financial statements should be read in conjunction with the consolidated financial statements of Trupanion, Inc. and its subsidiaries and the notes thereto (the Consolidated Financial Statements). Investments in subsidiaries are accounted for using the equity method of accounting. Certain prior year amounts have been reclassified within the accompanying condensed financial statements from their original presentation to conform to the current period presentation. For the year ended December 31, 2017, Trupanion, Inc. recorded a cash dividend received from a subsidiary of \$2.7 million within other income. This dividend is eliminated within the consolidated financial statements of Trupanion, Inc.

Additional information about Trupanion, Inc.'s accounting policies pertaining to intangible assets, commitments and contingencies, debt financing, stock-based compensation, stockholders' equity, and income taxes are set forth in Notes 4, 7, 9, 10, 11 and 15, respectively, to the Consolidated Financial Statements.