Risk Factors Comparison 2024-03-28 to 2023-03-21 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Our business involves significant risk. Stockholders should consider and read carefully all of the risks and uncertainties described below, together with all of the other information included in this Annual Report on Form 10- K, including our audited consolidated financial statements and the related notes and " Management' s Discussion and Analysis of Financial Condition and Results of Operations. " The realization of any of these risks and uncertainties could materially and adversely affect our business, financial condition, results of operations, reputation and future prospects. In such case, the market price of our Class A common stock could decline, and you may lose some or all of your investment. This Annual Report on Form 10- K also contains forward- looking statements that involve risks and uncertainties. See " Cautionary Note Regarding Forward- Looking Statements. " Our actual results could differ materially and adversely from those anticipated in these forward- looking statements as a result of certain important factors, including those set forth below. Risks Related to Our Business and Industry **Our business model relies on maintaining a low cost of production and distribution.** Fluctuations in the pricing and supply of diamonds,other gemstones,and precious metals,particularly responsibly sourced natural and lab- grown diamonds and recycled precious metals such as gold,which account for the majority of our merchandise costs,increases in labor costs for manufacturing such as wage rate increases,as well as inflation,and energy prices could adversely impact our ~~sales,~~ earnings and cash availability.The jewelry industry generally is affected by fluctuations in the price and supply of responsibly sourced natural diamonds,lab- grown diamonds,gold,and other precious and semi- precious metals and gemstones.The mining,production,and inventory policies followed by major producers of rough diamonds can have a significant impact on natural diamond prices and demand,as can the inventory and buying patterns of jewelry retailers and other parties in the supply chain.The availability of diamonds is significantly influenced by the political situation in diamond producing countries and by the Kimberley Process,an inter- governmental agreement for the international trading of rough diamonds.Until acceptable alternative sources of diamonds can be developed,any sustained interruption in the supply of diamonds from significant producing countries,or to the trading in rough and polished diamonds,which could occur as a result of disruption to the Kimberley Process,could adversely affect our business,as well as the retail jewelry market as a whole.In addition,the current Kimberley Process decision- making procedure is dependent on reaching a consensus among member governments,which can result in the protracted resolution of issues,and there is little expectation of significant reform **over the long- term** .The impact of this review process on the supply of diamonds,and consumers' perception of the diamond supply chain,is unknown.The possibility of constraints in the supply of diamonds we require to meet our Beyond Conflict FreeTM Diamonds requirements or our recycled or lab- grown diamonds requirements may result in changes in our supply chain practices.Additionally, ~~in response to Russian military forces launching~~ a **substantial increase** ~~major assault against Ukraine,on March 11,2022,the U.S.announced sanctions on multiple products of Russian origin,including diamonds.In December 2023,the EuropeanUnion and the Group of Seven nations announced additional sanctions and import restrictions on diamonds that are mined,processed or produced~~ in ~~Russia.Although we ceased selling Russian- sourced diamonds in February 2022,because approximately 30 % of the world' s rough diamonds are of Russian origin,these~~ -- **the supply** ~~sanctions and import restrictions limiting or prohibiting the importation~~ of ~~Russian~~ **natural or lab- grown** diamonds could ~~negatively affect~~ **result in a change in consumer perception of** the **value** ~~worldwide supply~~ of diamonds **as well as a decrease in the price of diamonds,** which **generally depend on the attributes of the diamond** ~~could,in turn,affect our supply chain practices~~ .Similarly,we use primarily recycled precious metals in our gold and silver fine jewelry.There is a limited supply of recycled platinum,so we work with our suppliers to source recycled platinum when available and from refiners that are known to use recycled materials in their platinum products.In addition,we may from time to time choose to hold more inventory,purchase raw materials at an earlier stage in the supply chain,or enter into commercial agreements of a nature that we currently do not use.Such actions could require the investment of cash and / or additional management skills **,** and may not resolve supply issues or result in the expected returns and other projected benefits anticipated by management.An inability to increase retail prices to reflect higher diamond,gemstone,or precious metal costs would result in lower profitability.There could also be a lag time before particularly sharp increases or other volatility in diamond,gemstones,and precious metal costs can be reflected in retail prices.Even if price changes are implemented,there is no certainty that these changes will be sustainable or sufficient. ~~Additionally,a substantial increase in the supply of natural or lab- grown diamonds could result in a change in consumer perception of the value of diamonds as well as a decrease in the price of diamonds,which could result in lower retail prices for natural or lab grown diamonds.~~ These factors may cause decreases in ~~sales,~~ gross margins and earnings.In addition,any sustained increases in the cost of diamonds,other gemstones,and precious metals could increase costs,disrupt sales,or require higher inventory levels or changes in the merchandise available to customers.In addition,increases in labor costs for manufacturing due to compensation,wage pressure,and other expenses may adversely affect our profitability.Increases in minimum wages and other wage and hour regulations can exacerbate this risk.Additional tariffs or other future cost increases,such as increases in the cost of merchandise,shipping rates,raw material prices,freight costs,and store occupancy costs,may reduce our profitability.Inflationary pressures have and could continue to further reduce our sales or profitability.Increases in other operating costs,including changes in energy prices and lease and utility costs,may increase our cost of products sold or selling,general,and administrative expenses.Our model and competitive pressures in the fine jewelry industry may inhibit our ability to reflect these increased costs in the prices of our products,in which case such increased costs could have a material adverse effect on our business,financial condition,and results of operations. ~~An overall decline in the health of the economy and other factors impacting consumer spending,such as recessionary or inflationary~~

~~conditions,governmental instability,wars and fears of war,and natural disasters,may affect consumer purchases,which could reduce demand for our products and harm our business,financial conditions,and results of operations.Our business depends on consumer demand for our products and,consequently,is sensitive to a number of factors that influence consumer confidence and spending,such as general economic conditions,consumer disposable income,energy and fuel prices,recession and fears of recession,unemployment,minimum wages,availability of consumer credit,consumer debt levels,conditions in the housing market,interest rates,tax rates and policies,inflation,consumer confidence in future economic conditions and political conditions,fears of war,political and geopolitical instability,inclement weather,natural disasters,terrorism,outbreak of diseases or widespread illness,and consumer perceptions of personal well- being and security.Unfavorable economic conditions may lead consumers to delay or reduce purchases of our products and services and consumer demand for our products and services may not grow as we expect.Prolonged or pervasive economic downturns could also slow the pace of new showroom openings or cause current locations to close.~~ If we fail to cost- effectively turn existing customers into repeat customers or to acquire new customers,our business,financial condition,and results of operations would be harmed.The growth of our business is dependent upon our ability to continue to grow by cost- effectively ~~turning~~ **turn** existing customers into repeat customers and ~~acquiring~~ **adding** new customers.Although we believe that many of our customers originate from word- of- mouth and other non- paid referrals,we have expended and expect to continue to expend resources and run marketing campaigns to acquire ~~and retain~~ additional customers,all of which could impact our overall profitability.If we are not able to continue to expand our customer base or fail to retain customers,our net sales may grow more slowly than expected or decline.Gaining market acceptance of the e- commerce and omnichannel approach to shopping for fine jewelry is critical to our continued customer retention and growth.Historically,consumers have been slower to adopt online shopping for fine jewelry than e- commerce offerings in other industries like consumer electronics and apparel.Transitioning the consumer in- store experience to an online platform for fine jewelry is difficult because jewelry tends to be **a** considered ~~a~~ **and** high- value purchase that consumers like to physically see and touch before making a purchase **.Changing traditional fine jewelry retail habits is difficult,and if consumers and retailers do not embrace the transition to an e- commerce and omnichannel fine jewelry retail experience as we expect,our business and operations could be harmed** .Moreover,even if more consumers begin to shop for fine jewelry online,if we are unable to address their changing needs and anticipate or respond to market trends and new technologies in a timely and cost- efficient manner,we could experience increased customer churn and other negative impacts on our business and results of operations.Our ability to attract new customers and increase net sales from existing customers also depends in large part on our ability to enhance and improve our existing products and to introduce new products and services,in each case,in a timely manner.We also must be able to identify and originate trends,as well as anticipate and react to changing consumer demands in a timely manner.The success of new products and services depends on several factors,including their timely introduction and completion,sufficient demand,and cost effectiveness.We are building and improving machine learning models and other technological capabilities to drive improved customer experience,as well as efficiencies in our operations,such as virtual try- ons,virtual appointments with jewelry specialists,optimized payment processing **and customer service,and automated key support workflows.The continuous development,maintenance and operation of our machine learning models is complex,and may involve significant expense and unforeseen difficulties including material performance problems,and undetected defects or errors,for example,with new capabilities incorporating artificial intelligence.While we expect these technologies to lead to improvements in the performance of our business and operations,including inventory prediction and customer traffic prediction and management,any flaws or failures of such technologies could cause interruptions or delays in our service,which could result in customer dissatisfaction with us and could impair our ability to grow our customer base,which may harm our business,financial condition,and results of operations.Our number of customers may decline materially or fluctuate as a result of many factors,including,among other things:• dissatisfaction with the quality,pricing of,or changes we make to our products and services;• the quality,consumer appeal and price of products and services offered by us;• intense competition in the fine jewelry retail industry,including certain competitors ability to offer lower prices by not charging sales tax;• negative publicity related to our brand;• lack of market acceptance of our business model,particularly in new geographies where we seek to expand;or • a future outbreak of disease or similar public health concern.In addition,if we are unable to provide high- quality support to customers or help resolve issues in a timely and acceptable manner,our ability to attract and retain customers could be adversely affected.If our number of customers declines or fluctuates for any of these or other reasons,our business would suffer.** We have grown rapidly in recent years and have limited operating experience at our current scale of operations. If we are unable to manage our growth effectively, our brand, company culture, and financial performance may suffer. We have grown rapidly over the last several years, and our recent growth rates and financial performance should not necessarily be considered indicative of our future performance. We were founded in 2005 and since then, we have grown to ~~25~~ **37** showrooms across the U. S. as of December 31, ~~2022~~ **2023** . To effectively manage and capitalize on our growth, we must continue to expand our sales and marketing, continue to ~~open~~ **evolve our omnichannel experience across both our website and** ~~showrooms~~ - **showroom** ~~in strategic~~ locations, focus on innovative product ~~and website development~~ , and upgrade our management information systems and other processes. Our continued growth has in the past, and could in the future, strain our existing resources, and we could experience ongoing operating difficulties in managing our business across numerous jurisdictions, including difficulties in hiring, training, and managing a ~~diffuse~~ **geographically distributed** and growing employee base. Failure to scale and preserve our company culture with growth could harm our future success, including our ability to retain and recruit personnel and to effectively focus on and pursue our corporate objectives. Moreover, the vertically integrated nature of our business, where we create our designs, source natural and lab- grown diamonds **and** ~~as well as~~ other gemstones, customize our IT systems, and sell our products ~~exclusively~~ through our own showrooms and custom e- commerce site, exposes us to risk and disruption at many points that are critical to successfully operating our business and may make it more difficult for us to scale our business. If we do not adapt **to** ~~tomeet~~ -- **meet** these evolving challenges, or if our management team does not effectively scale with our growth, we may experience erosion to our brand, the quality of our products and services may suffer, and our company culture may be harmed. Our growth strategy contemplates **potential** ~~a significant increase~~ **increases** in our advertising and other marketing spending, expanding our product offerings, and expanding our showroom presence. Many of our existing showrooms are relatively new, and we cannot ~~assure you~~ **be certain of the net sales, earnings and cash flows** that **will be generated by** these showrooms or ~~that~~ future ~~showrooms will generate net sales and cash flow comparable with those generated by our more mature~~ showrooms, especially as we move to new geographic markets. ~~We~~ **There may** also ~~cannot assure you that there will not~~ be delays in the development of our planned new showrooms. Moreover, certain occurrences outside of our control such as **, for example,** the COVID- 19 pandemic **,** have in the past and may again result in the closure of our showrooms or delay the development of new showrooms. Further, many of our showrooms are leased pursuant to multi- year short- term leases, and our ability to negotiate favorable terms on an expiring lease or for a lease renewal option may depend on factors that are not within our control. In addition, our ability to expand our showroom presence depends on our ability to find suitable showroom locations and negotiate acceptable lease terms. Successful implementation of our growth strategy will require significant expenditures before any substantial associated revenue is generated, and we cannot guarantee that these increased investments will result in corresponding and offsetting revenue growth. Failure to manage our future growth effectively could have an adverse effect on our business, financial condition, and operating results. The industry for design- driven, responsibly- sourced fine jewelry is rapidly evolving and may not develop as we expect. Even if our net sales continue to increase, our net sales growth rates may decline in the future as a result of a variety of factors, including macroeconomic factors, changes in supply and in the supply chain, changes in consumer preferences, increased competition, and the maturation of our business. As a result, you should not rely on our net sales growth rate for any prior period as an indication of our future performance. Overall growth of our net sales will depend on a number of factors, including our ability to: • price our products and services effectively so that we are able to attract new customers, expand our relationships with existing customers, and maintain or grow our gross profit margins; • accurately forecast our net sales and plan our operating expenses; • successfully compete with other companies that are currently in, or may in the future enter, the markets in which we compete, and respond to developments from these competitors such as pricing changes and the introduction of new products and services; • comply with ~~existing and new~~ laws and regulations applicable to our business; • successfully expand in existing markets and enter new markets, including new geographies and categories; • successfully launch new offerings and enhance our products and services and their features, including in response to new trends or competitive dynamics or the needs or preferences of **customers or potential** customers; • successfully identify and acquire or invest in businesses, products, or technologies that we believe could complement or expand our business; • avoid interruptions or disruptions in distributing our products and services; • manage potential fluctuations in the supply or market conditions for natural or lab- grown diamonds and other inputs that could result in fluctuations in diamond prices and other input costs; • provide customers with high- quality support that meets their needs; • hire, integrate, and retain talented sales, customer service, and other personnel; • effectively manage growth of our business, personnel, and operations, including new showroom openings; • effectively manage our costs related to our business and operations; and • maintain and enhance our reputation and the value of our brand. Because we have a limited history operating our business at its current scale, it is difficult to evaluate our current business and future prospects, including our ability to plan for and model future growth. We also expect to continue to expend substantial financial and other resources to ready our business for growth, and we may fail to allocate our resources in a manner that results in increased net sales growth in our business. Additionally, we may encounter unforeseen operating expenses, challenges, complications, delays, and other unknown factors that may result in losses in future periods. Our limited operating experience at this scale, combined with the rapidly evolving nature of the market in which we sell our products and services, substantial uncertainty concerning how these markets may develop, and other economic factors beyond our control, ~~reduces~~ **impacts** our ability to accurately forecast quarterly or annual revenue and profitability. Failure to manage our future growth effectively could have an adverse effect on our business, financial condition, and operating results. If our net sales growth does not meet our expectations in future periods, our business, financial condition, and results of operations may be harmed, and we may not sustain or increase profitability in the future. ~~Changes in the costs of diamonds, other gemstones and precious metals, increased~~ **Increased** lead times, supply shortages, and supply changes could disrupt our business and have an adverse effect on our operations, financial condition, and results. Meeting customer demand partially depends on our ability to obtain timely and adequate delivery of materials for our products and services. The materials that go into the manufacturing of our products and services are sourced from a limited number of suppliers that are expected to adhere to our strict Supplier Code of Conduct and compliance requirements. Additionally, our natural diamonds in particular are subject to our Beyond Conflict Free ™ Diamonds standards and Chain of Custody Protocol, requiring our suppliers to source diamonds that originate from specific mine operators that follow internationally recognized labor, trade, and environmental standards. Similarly, our gold and silver fine jewelry is crafted from recycled precious metals. Limited supply in the market poses a challenge to source recycled platinum, so we work with our suppliers to source recycled platinum when available and from refiners that are known to use recycled materials in their platinum products. We do not have long- term arrangements with most of our materials suppliers, and disruptions in the supply chain, have affected, and may in the future affect the availability and cost of recycled precious metal, Beyond Conflict Free ™ Diamonds, and other materials used in our products. Additionally, our Beyond Conflict Free ™ Diamonds standards go beyond the Kimberly Process definition of " conflict free " diamonds, which limits our supply of ethically and environmentally sourced diamonds more than other fine jewelers. ~~We are therefore subject to the risk of shortages and long lead times in the supply of these materials, and the risk that our suppliers discontinue or modify materials used in our products.~~ In addition, the lead times associated with certain materials are lengthy and may impede or preclude rapid changes in design, quantities, and delivery schedules. Our ability to meet increases in demand has been, and may in the future be, impacted by our reliance on the availability of materials. We have in the past and may in the future experience supply shortages, and the predictability of the availability of these materials may be limited. In the event of a shortage or interruption of supply of these materials, we may not be able to develop alternate sources in a timely or cost- effective manner. Developing alternate sources of supply for these materials may be time- consuming, difficult, and costly, and we may not be able to source these materials on terms that are acceptable to us, or at all, which may undermine our ability to fill orders in a timely manner. Any interruption or delay in the supply of any of these parts or materials, or the inability to obtain these materials from alternate sources at acceptable prices and within a reasonable amount of time, would harm our ability to timely ship products to our customers. Moreover, volatile economic conditions may make it more likely that our suppliers and logistics providers may be unable to timely deliver supplies, or at all, and there is no guarantee that we will be able to timely locate alternative suppliers of comparable quality who meet our compliance standards at an acceptable price. In addition, international supply chains may be impacted by events outside of our control and limit our ability to procure timely delivery of supplies or finished goods and services. Importing and exporting has involved more risk as since at least the beginning of 2018, there has been increasing rhetoric, in some cases coupled with legislative or executive action, from several U. S. and foreign leaders regarding tariffs against foreign imports of certain materials. Several of the materials that go into the manufacturing of our products are sourced internationally. **We** ~~These issues have been further exacerbated by the COVID- 19 pandemic: we~~ have seen, and may continue to see, increased congestion and / or new import / export restrictions implemented at ports that we rely on for our business. These tariffs have an impact on our materials costs and have the potential to have an even greater impact depending on the outcome of the current trade negotiations. Increases in our materials costs could have a material effect on our gross margins. The loss of a significant supplier, an increase in materials costs, or delays or disruptions in the delivery of materials, could adversely impact our ability to generate future net sales and earnings and have an adverse effect on our business, financial condition, and operating results. Our business model relies on maintaining a...... reasons, our business would suffer. We plan to expand showrooms in the U. S., which may expose us to significant risks. Our growth strategy includes opening new showrooms throughout the U. S. There can be no assurance that we will be able to successfully expand or acquire critical market presence for our brand in new geographical markets in the U. S. Consumer characteristics and competition in new markets may differ substantially from those in the markets where we currently operate. Additionally, we may be unable to develop brand recognition, successfully market our products, or attract new customers in such markets, and we may be unable to identify appropriate locations in such markets. We face many other challenges in opening additional showrooms in the U. S., including: • selection and availability of and competition for suitable showroom locations; • the impact of the opening of new showrooms upon our prior showrooms in nearby geographies; • negotiation of acceptable lease terms; • **strategically picking new markets to expand into; • placement of showrooms in easily accessible locations with high visibility; •** securing required applicable governmental permits and approvals; • impact of natural disasters and other acts of nature and terrorist acts or political instability; • employment, training, and retention of qualified personnel; • incurrence or assumption of debt to finance acquisitions or improvements and / or the assumption of long- term, non- cancelable leases; • availability of financing on acceptable terms; and • general economic and business conditions. Should we not succeed in ~~opening additional~~ **effectively expanding our** ~~showrooms~~ - **showroom footprint** , there may be adverse impacts to our growth strategy and to our ability to generate additional **sales,** profits **and cash flows** , which in turn could materially and adversely affect our business and results of operations . An overall decline in the health...... A common stock may be negatively impacted . The fine jewelry retail industry is highly competitive, and if we do not compete successfully, our business may be adversely impacted. We operate in a competitive industry. Our primary competitors include global jewelry retailers and brands, department stores, and independent retailers, many of which have an online presence and / or physical stores. In addition, other retail categories and forms of expenditure, such as electronics and travel, also compete for consumers' discretionary spending, particularly during the holiday gift giving season. The price of fine jewelry relative to other products also influences consumer spending habits for fine jewelry. Many of our competitors have greater financial and operational resources, longer operating histories, greater brand recognition, and broader geographic presence than we do. As a result, they may be able to engage in extensive and prolonged price promotions or otherwise offer competitive prices, which may adversely affect our business. They may also be able to spend more than we do for advertising. We may be at a substantial disadvantage to larger competitors with greater economies of scale. If our costs are greater compared to those of our competitors, the pricing of our products and services may not be as attractive, thus depressing sales or the profitability of our products and services. Our competitors may expand into markets in which we currently operate, and we remain vulnerable to the marketing power and high level of customer recognition of these larger competitors and to the risk that these competitors or others could attract our customer base. Some of our competitors are vertically integrated and are also engaged in the manufacture and distribution of responsible fine jewelry. These competitors can advantageously leverage this structure to better compete with us, and certain vertically- integrated organizations with significant market power could potentially utilize this power to make it more difficult for us to compete. We purchase some of our products from suppliers who are affiliates of our competitors. In addition, if any of our competitors were to consolidate operations, such consolidation could exacerbate these risks. We may not be able to ~~continue to~~ successfully compete ~~against~~ **with** existing or future competitors. Our inability to respond effectively to competitive pressures, improved performance by our competitors, and changes in the retail markets could result in lost market share and have material adverse effects on our business, financial condition, and results of operations . Our profitability and cash flows may......, financial condition, and operating results . If we fail to maintain and enhance our brand, our ability to engage or expand our base of customers may be impaired and our business, financial condition, and results of operations may suffer. Maintaining and enhancing our reputation as an authentic, socially conscious, inclusive, and innovative company is critical to attracting and expanding our relationships with customers. The successful promotion of our brand and the market' s awareness of our products and services will depend on a number of factors, including our marketing efforts, ability to continue to develop our products and services, and ability to successfully differentiate our offerings and customer experiences from those of our competitors. We **have invested and** expect **to continue** to invest substantial resources to promote and maintain our brand, but there is no guarantee that our brand development strategies will enhance the recognition of our brand or lead to increased sales. The strength of our brand ~~will depend~~ **depends** largely on our ability to provide quality products, services, and customer experiences. Brand promotion activities may not yield increased net sales, and even if they do, the increased net sales may not offset the expenses we incur in promoting and maintaining our brand and reputation. In order to protect our brand, we also expend substantial resources to register and defend our trademarks, and to prevent others from using the same or substantially similar marks. Despite these efforts, we may not always be successful in protecting our trademarks, and we may suffer dilution, loss of reputation, or other harm to our brand. If our efforts to cost-effectively promote and maintain our brand are not successful, our results of operations and our ability to attract and engage customers, partners, and employees may be adversely affected. Unfavorable publicity about our brand or products, including perceived quality and safety, customer service, or privacy practices, whether ~~or not~~ true or untrue, could also harm our reputation and diminish confidence in, and the popularity of, our products and services. In addition, negative publicity related to key brands with which we have partnered or with our third- party suppliers, including any reputational issues arising from their failure to comply with applicable law, including environmental law, may damage our reputation, even if the publicity is not directly related to us. Our brand or reputation could also be adversely impacted if industry organizations were to find we did not or no longer meet their standards or membership criteria. If we fail to maintain, protect, and enhance our brand successfully or to maintain loyalty among customers, or if we incur substantial expenses in unsuccessful attempts to maintain, protect, and enhance our brand, we may fail to attract or increase the engagement of customers, and our business, financial condition, and results of operations may suffer. Our marketing efforts ~~to help grow our business~~ may not be effective, and failure to effectively develop and expand our sales and marketing capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our e- commerce and omnichannel approach to shopping for fine jewelry. Promoting awareness of our products and services is important to our ability to grow our business, and attracting new customers can be costly. Our marketing efforts include traditional media and online advertising, as well as third- party social media platforms as marketing tools. As traditional advertising, online, and social media platforms continue to rapidly evolve or grow more competitive, we must continue to maintain a presence on these platforms and establish a presence on new or emerging popular social media and advertising and marketing platforms. Many customers locate our platform through internet search engines, such as Google, and advertisements on social networking sites such as **Meta (formerly,** Facebook **), Instagram and TikTok** and online streaming services. If we are listed less prominently or fail to appear in search results **or advertisements** for any reason, visits to our website could decline significantly, and we may not be able to replace this traffic. Search engines revise their algorithms from time to time in an attempt to optimize their search results. If the search engines **or advertising partners** on which we rely for algorithmic listings modify their algorithms, we may appear less prominently or not at all in search results **or advertisements** , which could result in reduced traffic to our website that we may not be able to replace. Additionally, if the costs of search engine marketing services, such as Google AdWords, **or the costs of other advertisements** increase, we may incur additional marketing expenses, we may be required to allocate a larger portion of our marketing spend to this channel or we may be forced to attempt to replace it with another channel (which may not be available at reasonable prices, if at all), and our business, financial condition, and results of operations could be adversely affected. Furthermore, **advertising,** social media platforms, search engines, and video streaming services may change their advertising policies from time to time. If any change to these policies delays or prevents us from advertising through these channels, it could result in reduced traffic to our website and sales. If we cannot cost effectively use these marketing tools, if we fail to promote our products and services efficiently and effectively, or if our marketing campaigns attract negative media attention, our business, financial condition, and results of operations may be adversely affected. Additionally, changes in regulations could limit the ability of search engines ~~and~~ **,** social media platforms **and other advertising partners** , including, but not limited to, Google and Facebook, to collect data from users and engage in targeted advertising, making them less effective in disseminating our advertisements to our target customers. For example, the proposed Designing Accounting Safeguards to Help Broaden Oversight and Regulations on Data (DASHBOARD) Act would mandate annual disclosure to the SEC of the type and " aggregate value " of user data used by harvesting companies, such as, but not limited to, Facebook, Google, and Amazon, including how net sales is generated by user data and what measures are taken to protect the data. **In addition, laws, regulations, and rules around the use of cookies and tracking technologies may limit our ability to effectively reach audiences for marketing.** If the costs of advertising on search engines ~~and~~ **,** social media platforms **or other advertising platforms** increase **, or if legal requirements limit how effectively we can market** , we may incur additional marketing expenses or be required to allocate a larger portion of our marketing spend to other channels and our business and operating results could be adversely affected. In addition, governmental entities may enact restrictions on the use or reach of certain platforms that are material to our marketing efforts, which may limit our ability to utilize these channels and may adversely affect our business and operating results. Our ability to grow our marketing efforts depends to a significant extent on our ability to expand our sales and marketing organization. We plan to continue expanding our sales force ~~, both in the U. S. and in Canada~~ , and may further expand internationally in the future. We also plan to dedicate significant resources to sales and marketing programs. All of these efforts will require us to invest significant financial and other resources, including in channels and locations in which we have limited experience to date. We may not achieve anticipated net sales growth from expanding our sales force if we are unable to hire, develop, integrate, and retain talented and effective sales personnel, or if our new and existing sales personnel are unable to achieve desired productivity levels in a reasonable period of time. In addition, our efforts to acquire customers through direct marketing may subject us to increased regulatory scrutiny by state regulators pursuant to unfair methods of competition or unfair or deceptive acts or practices laws, which may impact our ability to achieve anticipated net sales growth from increased direct marketing. ~~term or at all~~ and **results** ~~the value~~ of **operations** ~~our business and the trading price of our Class A common stock may be negatively impacted~~ .We rely heavily on our information technology systems,as well as those of our third- party vendors and service providers,for our business to effectively operate and to safeguard confidential information and any significant failure,inadequacy or interruption of these systems,security breaches or loss of data could materially adversely affect our business,financial condition and operations.We rely heavily on **our information** ~~computer systems,hardware,software,~~ technology ~~infrastructure and online sites and networks for both internal and external operations that are critical to our business (collectively,“ IT Systems~~ **systems** ~~”)~~ for many ~~critical~~ functions across our operations,including managing our supply chain and inventory,processing customer transactions,our financial accounting and reporting,compensating our employees,and operating our websites.Our ability to effectively manage our business and coordinate the sourcing,distribution,and sale of our products depends significantly on the reliability and capacity of these ~~IT Systems~~ **systems** .We also collect,process,and store sensitive and confidential information,including our proprietary business information ~~,trade secrets,~~ and ~~personal~~ **personally identifiable** information and that of our customers,employees,suppliers,and business partners ~~(collectively,“ Confidential Information ”)~~ .The secure ~~and reliable~~ processing,maintenance,and transmission of this ~~Confidential Information~~ **information** is critical to our operations. ~~We also rely on third- party providers for a number of our IT Systems,including website services.Although alternative providers could support our business on a substantially similar basis to our current third- party providers,transitioning our current infrastructure to alternative providers could potentially be disruptive,and we could incur significant one- time costs.If we are unable to renew our agreements with our third- party vendors on commercially acceptable terms,our agreements are prematurely terminated,or we add additional website or other third- party vendors,we may experience costs or downtime in connection with the transfer to,or the addition of,new third- party vendors.If our third- party vendors increase the costs of their services,our business,financial condition,or results of operations could be materially and adversely affected.~~ Our ~~IT Systems~~ **systems** may be subject to damage or interruption from power outages or damages,telecommunications problems,data corruption,software errors,network failures,physical or electronic break- ins,acts of war or terrorist attacks,fire,flood and natural disasters,and our existing safety systems,data backup,access protection,user management,and information technology emergency planning may not be sufficient to prevent data loss or long- term network outages.In addition,we may have to upgrade our existing ~~IT~~ **information technology** ~~Systems~~ **systems** or choose to incorporate new technology systems from time to time for such systems to support the increasing needs of our expanding business.Costs and potential problems and interruptions associated with the implementation of new or upgraded systems and technology or with maintenance or adequate support of existing systems could disrupt or reduce the efficiency of our operations ~~and could result in significant expense~~ . **Our** ~~Further,any material disruption or slowdown of our IT Systems~~ **systems** ~~or~~ **and** those of our third- party service providers and business partners ~~,could have a material adverse effect on our business,financial condition,and operations.In addition,our IT Systems and those of our third- party service providers and business partners~~ may be vulnerable to ~~data~~ **security** breaches, **attacks by hackers** ~~cyberattacks,phishing,social engineering,ransomware,and other security incidents compromising the confidentiality,integrity,and availability of our IT Systems and Confidential Information~~ ,acts of vandalism,computer viruses ~~and malware~~ , **misplaced** ~~malicious code embedded in open- source software,or misconfigurations," bugs" or other vulnerabilities in commercial software that is integrated into our~~ - **or lost data** ~~(or our suppliers' or service providers') IT systems~~ , **human** ~~products or services,~~ errors ~~or malfeasance of personnel,security vulnerabilities in the software or systems on which we rely~~ ,or other similar events.If unauthorized parties gain access to our networks or databases,or those of our third- party service providers or business partners,they may be able to steal,publish,delete,use inappropriately,or modify **our private and sensitive third- party** information ~~we process~~ ,including credit card information and personal identification information. ~~While we~~ **In addition,** ~~employ~~ **employees may intentionally** ~~security measures to prevent,detect,and mitigate potential for~~ - **or inadvertently cause data** ~~harm from the misuse of user credentials on our~~ - **or security breaches that result** ~~network,these measures may not be effective~~ in ~~every instance~~ **unauthorized release of personal or confidential information** . **Because** ~~Cyberattacks are expected to accelerate on a global basis in frequency and magnitude,and~~ the techniques ~~and tools~~ used to circumvent security **systems** ~~(including artificial intelligence)~~ can be highly sophisticated,change frequently,are often not recognized until launched against a target,can originate from a wide variety of sources (including outside groups such as external service providers,organized crime affiliates,terrorist organizations,or hostile foreign governments or agencies),and may originate from less regulated and remote areas around the world ~~.As a result~~ ,we may be unable ~~to detect,investigate,remediate or recover from future attacks or incidents or~~ to proactively address all possible techniques or implement adequate preventive measures for all situations. ~~There can also~~ **Security incidents compromising the confidentiality,integrity,and availability of this information and our systems could result from cyber- attacks,computer malware,viruses,denial- of- service attacks,social engineering (including spear phishing and ransomware attacks),credential stuffing,efforts by individuals or groups of hackers and sophisticated organizations,including state- sponsored organizations,errors or malfeasance of our personnel,and security vulnerabilities in the software or systems on which we rely.Such incidents may occur in the future,resulting in unauthorized,unlawful,or inappropriate access to,inability to access,disclosure of,or loss of the sensitive,proprietary,and confidential information that we handle.While we employ security measures to prevent,detect,and mitigate potential for harm to our users from the misuse of user credentials on our network,these measures may not** be ~~no assurance that our cybersecurity risk management program and processes,including our policies,controls or procedures,will be fully implemented,complied with or~~ effective in **every instance** ~~protecting our IT Systems and Confidential Information.Successful cyberattacks that disrupt or result in unauthorized access to third party IT Systems can materially impact our operations and financial results.Remote and hybrid working arrangements at our company (and at many third- party providers) also increase cybersecurity risks due to the challenges associated with managing remote computing assets and security vulnerabilities that are present in many non- corporate and home networks.We and certain of our third- party providers experience cyberattacks and other incidents,and we expect such attacks and incidents to continue in varying degrees.While to date no incidents have had a material impact on our operations or financial results,we cannot guarantee that material incidents will not occur in the future.Any adverse impact to the availability,integrity or confidentiality of our IT Systems or Confidential Information can result in legal claims or proceedings (such as class actions),regulatory investigations~~

~~and enforcement actions,fines and penalties,negative reputational impacts that cause us to lose existing or future customers,and / or significant incident response,system restoration or remediation and future compliance costs.Any or all of the foregoing could materially adversely affect our business,results of operations,and financial condition~~ .Moreover,while we maintain cybersecurity insurance that may help provide coverage for these types of incidents,we cannot ~~be certain~~ **assure you** that our insurance will be adequate to cover costs and liabilities related to these incidents.Any such breach,attack,virus,or other event could result in costly investigations,litigation,and remediation expenses exceeding applicable insurance coverage **or contractual rights available to us** ,civil or criminal penalties,operational changes or other response measures,loss of consumer confidence in our security measures,and negative publicity that could adversely affect our business,financial condition,and results of operations. **We also rely on a number of third- party service providers to operate our critical business systems and process confidential and personal information,such as the payment processors that process customer credit card payments.These service providers may not have adequate security measures and could experience a security incident that compromises the confidentiality,integrity,or availability of the systems they operate for us or the information they process on our behalf.Cybercrime and hacking techniques are constantly evolving,and we or our third- party service providers may be unable to anticipate attempted security breaches,react in a timely manner,or implement adequate preventative measures,particularly given increasing use of hacking techniques designed to circumvent controls,avoid detection,and remove or obfuscate forensic artifacts.While we have taken measures designed to protect the security of the confidential and personal information under our control,we cannot assure you that any security measures that we or our third- party service providers have implemented will be effective against current or future security threats.Moreover,we or our third- party service providers may be more vulnerable to such attacks in remote work environments,which have increased in response to the COVID- 19 pandemic.** If the ~~IT~~ **information technology** ~~Systems~~ **systems** of our third- party service providers become subject to disruptions or security breaches,we may have insufficient recourse against such third parties and we may have to expend significant resources to mitigate the impact of such an event,and to develop and implement protections to prevent future events of this nature from occurring. **We also rely on third- party providers for website services.Although alternative website providers could support our business on a substantially similar basis to our current third- party provider,transitioning our current website infrastructure to alternative providers could potentially be disruptive,and we could incur significant one- time costs.If we are unable to renew our agreements with our third-party providers on commercially acceptable terms,our agreements are prematurely terminated,or we add additional website providers,we may experience costs or downtime in connection with the transfer to,or the addition of,new website providers.If our website providers increase the costs of their services,our business,financial condition,or results of operations could be materially and adversely affected.** The regulatory environment surrounding information security ~~,cybersecurity~~ and **privacy** ~~the protection of data~~ is increasingly demanding,with the frequent imposition of new and changing requirements across our business.For example,if we are unable to comply with the security standards established by banks and the payment card industry,we may be subject to fines,restrictions,and expulsion from card acceptance programs,which could adversely affect our retail operations.Our business partners may have contractual rights of indemnification against us or seek to terminate our contracts with them in the event that their customer or proprietary business information is released as a result of a breach of our information technology.Security breaches could also expose us to liability under various laws and regulations across jurisdictions and increase the risk of litigation and governmental investigation.Due to concerns about data security and integrity,a growing number of ~~national and international~~ legislative and regulatory bodies have adopted breach notification and other requirements in the event that information subject to such laws is ~~misused or~~ accessed by unauthorized persons and additional regulations regarding the use,access,accuracy and security of such data are possible.In the United States,we are subject to laws in all states and numerous territories that require notification.Complying with such numerous and complex regulations in the event of unauthorized access would be expensive and difficult,and failure to comply with these regulations could subject us to regulatory scrutiny and additional liability.Additionally,under certain regulatory schemes,such as the California Consumer Privacy Act **(“ CCPA ”)** ,as subsequently amended by the California Privacy Rights Act (~~collectively,the~~ “ ~~CCPA~~ **CPRA** ”),we may be liable for statutory damages on a per breached record basis,irrespective of any actual damages or harm to the individual or significant administrative fines.This means that in the event of a security breach we could face government scrutiny,regulatory fines,remediation costs,or consumer class actions alleging statutory damages amounting to hundreds of millions,and possibly billions of U.S.dollars. ~~We~~ **And we** may also be subject to civil claims under ~~foreign laws such as~~ the ~~European Union~~ **General Data Protection Regulation (“ GDPR ”)** and U.K.data protection laws,including representative actions and other class action type litigation.The successful assertion of one or more large **claims against us that exceed available insurance coverage,denial of coverage as to any specific claim,or any change or cessation in our insurance policies and coverages,including premium increases or the imposition of large deductible requirements,could have a material adverse effect on our business,results of operations,and financial condition.Any of these events could have a significant effect on our business and financial condition.As privacy and information security laws and regulations change,we may incur additional compliance costs.Any material disruption or slowdown of our systems or those of our third- party service providers and business partners,could have a material adverse effect on our business,financial condition,** Environmental, social, and governance matters may **adversely** impact our business and reputation. ~~Increasingly, in addition to the importance of their financial performance, their investors~~ **Investors** , employees, customers, governmental and regulatory bodies and other stakeholders are increasingly judging companies’ performance on a variety of environmental, social, and governance (“ ESG ”) matters, which are considered to contribute to the long- term sustainability of companies’ performance. A variety of organizations measure the performance of companies on ESG topics, and the results of these assessments are widely publicized. In addition, investment in funds that specialize in companies that perform well in such assessments are increasingly popular, and major institutional investors have publicly emphasized the importance of

ESG measures to their investment decisions with some relying on proprietary or third **-** party ESG ratings to measure the performance of companies on ESG topics. Topics taken into account in such assessments include, among others, the company' s efforts and impacts, including impacts associated with our suppliers or other partners, on climate change and human rights, ethics and compliance with law, diversity, and the role of the ~~company' s board~~ **Board** ~~of directors~~ in supervising various ESG issues. In light of investors' increased focus on ESG matters, there can be no certainty that we will manage such issues successfully, or that we will successfully meet society' s expectations as to our proper role or our own ESG goals and values, including in respect of our diamond sourcing standards. This could lead to risk of litigation or reputational damage relating to our ESG policies or performance. As we continue to focus on developing ESG practices, and as investor and other stakeholder expectations, voluntary and regulatory ESG disclosure standards and policies continue to evolve, we have made disclosures in these areas. Such disclosures may reflect aspirational goals, targets, and other expectations and assumptions, which are necessarily uncertain and may not be realized. Failure to realize (or timely achieve progress on) such aspirational goals and targets could adversely affect our third **-** party ESG ratings, our reputation or otherwise adversely affect our business and operating results **. In addition, various regulatory authorities have imposed, and may continue to impose, mandatory substantive and / or disclosure requirements with respect to ESG matters. For example, we may be subject to the requirements of the European Union Corporate Sustainability Reporting Directive and its implementing laws and regulations and other European Union directives or European Union and European Union member state regulations, various disclosure requirements (such as information on greenhouse gas emissions, climate risks, use of offsets, and emissions reduction claims) from the State of California as well as the SEC' s climate disclosure rules, among other regulations or requirements. These requirements may not always be uniform across jurisdictions, which may result in increased complexity, and cost, for compliance. Separately, various regulators have adopted, or are considering adopting, regulations on environmental marketing claims, including but not limited to the use of " sustainable ", " eco-friendly ", " organic ", " recyclable " or similar language in product marketing. Any of the foregoing may require us to make additional investments in facilities and equipment, require us to incur additional costs for the collection of data and / or preparation of disclosures and associated internal controls, may impact the availability and cost of key raw materials used in the production of our products or the demand for our products, and, in turn, may adversely impact our business, operating results, and financial condition. Additionally, many of our suppliers and business partners may be subject to similar requirements, which may augment or create additional risks, including risks that may not be known to us** . Further, our emphasis on ESG issues may not maximize short- term financial results and may yield financial results that conflict with the market' s expectations. We have and may in the future make business decisions that may reduce our short- term financial results if we believe that the decisions are consistent with our ESG goals, which we believe will improve our financial results over the long- term. These decisions may not be consistent with the short- term expectations of our stockholders and may not produce the long- term benefits that we expect, in which case our business, financial condition, and operating results could be harmed **. Finally, it is also possible that opinions regarding companies like ours that emphasize ESG might shift in a way that reduces the perceived value of such companies to investors, employees, customers, and other stakeholders, changing their perception of the value of our Company** . Our e- commerce and omnichannel business faces distinct risks, and our failure to successfully manage those risks could have a negative impact on our profitability. As an e- commerce and omnichannel retailer, we encounter risks and difficulties frequently experienced by internet- based businesses. The successful operation of our business as well as our ability to provide a positive shopping experience that will generate orders and drive subsequent visits depends on efficient and uninterrupted operation of our order- taking and fulfillment operations. Risks associated with our e- commerce and omnichannel business include: • uncertainties associated with our **technology platforms and** websites, including changes in required technology interfaces, website downtime, and other technical failures, costs, and technical issues as we upgrade our website software, inadequate system capacity, computer viruses, human error, security breaches, legal claims related to our website operations, and e- commerce fulfillment; • disruptions in internet service or power outages; • reliance on third parties for computer hardware and software, as well as delivery of merchandise to our customers; • rapid technology changes; • credit or debit card fraud and other payment processing related issues; • changes in applicable federal, state, and international regulations; • liability for online content; • cybersecurity and data privacy concerns and regulations; and • natural disasters or adverse weather conditions. In addition, we must keep up to date with competitive technology trends, including the use of new or improved technology, creative user interfaces, virtual and augmented reality, and other e- commerce marketing tools such as paid search and mobile applications (" apps "), **and social media platforms,** among others, which may increase our costs and may not increase sales or attract customers. Our competitors, some of whom have greater resources than we do, may also be able to benefit from changes in e- commerce technologies, which could harm our competitive position. If we are unable to allow real- time and accurate visibility to product availability when customers are ready to purchase, quickly and efficiently fulfill our customers' orders using the fulfillment and payment methods they demand, provide a convenient and consistent experience for our customers regardless of the ultimate sales channel, or effectively manage our online sales, our ability to compete and our results of operations could be adversely affected. If we are unable to effectively anticipate and respond to changes in consumer preferences and shopping patterns, or are unable to introduce new products or programs that appeal to new or existing customers, our sales and profitability could be adversely affected. Our continued success depends on our ability to anticipate and respond in a timely and cost- effective manner to changes in consumer preferences for jewelry, natural and lab- grown diamonds and gemstones in particular, and other luxury goods, as well as attitudes towards the global jewelry industry as a whole, and the manner and locations in which consumers purchase such goods. Our business is subject to rapidly changing consumer preferences and future sales may suffer if the consumer preferences shift away from our product offerings or styles. Changes in fashion could also affect the popularity and, therefore, the value of engagement ~~ring~~ **rings** and fine jewelry designs and products as well as diamonds and ~~gemstone~~ **gemstones** . Any event or circumstance resulting in reduced market acceptance of one or more of our designs or offerings could reduce our sales. Unanticipated shifts in consumer preferences may also result in excess inventory. We recognize that consumer tastes cannot be predicted with certainty and are subject to change, which is compounded by the expanding use of digital and social media by consumers and the speed by which information and opinions are shared. Our product development strategy is to introduce new design collections, primarily jewelry, and / or expand certain existing collections regularly. If we are unable to anticipate and respond in a timely and cost- effective manner to changes in consumer preferences and shopping patterns, including the development of an engaging omnichannel experience for our customers, our sales and profitability could be adversely affected. We expect a number of factors to cause our results of operations and operating cash flows to fluctuate on a quarterly and annual basis, which may make it difficult to predict our future performance. Our results of operations could vary significantly from quarter to quarter and year to year because of a variety of factors, many of which are outside of our control. As a result, comparing our results of operations on a period- to- period basis may not be meaningful. In addition to other risk factors discussed in this section, factors that may contribute to the variability of our quarterly and annual results include: • our ability to accurately forecast net sales and appropriately plan our expenses, capital expenditures and expenditures on inventory; • changes to financial accounting standards and the interpretation of those standards, which may affect the way we recognize and report our financial results; • the effectiveness of our internal controls; • the seasonality of our business; and • our ability to collect payments from customers on a timely basis. The impact of one or more of the foregoing and other factors may cause our results of operations to vary significantly. As such, quarter- to- quarter and year- over- year comparisons of our results of operations may not be meaningful and should not be relied upon as an indication of future performance ~~. Our inability to strategically expand our showroom footprint could negatively impact on our growth and profitability. Our plan to continue to strategically open showrooms across the U. S. and, eventually, internationally, as part of our omnichannel expansion, is dependent upon a number of factors. These includes strategically picking new markets to expand into, the availability of desirable property, placement of showrooms in easily accessible locations with high visibility, the demographic characteristics of the area around the showroom, the design and maintenance of the showrooms, the availability of attractive locations within the markets that also meet the operational and financial criteria of management, and the ability to negotiate attractive lease terms. If we are unable to effectively expand our showroom footprint to satisfy our operational, and financial strategies, our growth and profitability could be negatively impacted~~ . Refunds, cancellations, and warranty claims could harm our business. We allow our customers to return our products, subject to our refund policy, which generally allows customers to return our products within the first 30 days of when a purchase is available for shipment or pickup and receive a full refund or an exchange. At the time of sale, we establish a reserve for returns, based on historical experience and expected future returns, which is recorded as a reduction of sales. If we experience a substantial increase in refunds, our cancellation reserve levels might not be sufficient and our business, financial condition, and results of operations could be harmed. In addition, we generally offer one complimentary resizing within 60 days of when a purchase is available for shipment or pickup. We could incur significant costs to honor this guarantee. Outside of the 60 day complimentary resize period, rings can be resized for a fee when within jeweler' s recommended sizing range. We face the risk of theft, loss, or damage to our products from inventory or during shipment. We have experienced and may continue to experience theft, loss, or damage to our products during the course of shipment to our customers by third- party shipping carriers or from our inventory. Additionally, as of December 31, ~~2022~~ **2023** , we had ~~25~~ **37** showrooms across the U. S. While these showrooms differ from traditional retailers in that they do not stock significant amounts of inventory to sell to consumers, they do have some products on display, and we allow customers to pick- up and return products purchased online to the store. We have taken steps to prevent loss of, damage to and theft of our products. However, if operational or security measures fail, losses exceed our insurance coverage or we are not able to maintain insurance at a reasonable cost, we could incur significant losses from theft, loss or damage which would substantially harm our business and results of operations. We rely...... on our business, financial condition, and results of operations. Russia' s invasion of Ukraine, and the military, political, and economic impacts of the conflict there, could have a material adverse effect on our operations and financial condition. In February 2022, Russian military forces launched a major assault against Ukraine, and sustained conflict, instability, and disruption in the region is continuing. In response to the Russian military action, the U. S., Canada, the United Kingdom, the European Union, and others imposed sanctions against government officials, companies, individuals, regions, and industries in Russia, Ukraine, and Belarus. On March 11, 2022, the U. S. announced sanctions on multiple products of Russian origin, including diamonds. **In December 2023, the European Union and the Group of Seven nations announced additional sanctions and import restrictions on diamonds that are mined, processed or produced in Russia.** Because approximately 30 % of the world' s rough diamonds are of Russian origin, **these** sanctions **and import restrictions** ~~by the U. S. or other governments~~ limiting or prohibiting the importation of Russian diamonds could negatively affect the worldwide supply of diamonds. A reduction in the supply of diamonds ~~may~~ **could** result in increased prices for diamonds, which, in turn, could have a material adverse effect on our operations in the form of increased costs for us and potentially lower margins. It remains unclear what impact the conflict and sanctions ~~may~~ have on consumer demand for diamond jewelry. We have no way to predict the outcome of the situation in Ukraine, as the conflict and governmental responses are evolving ~~rapidly~~ and are beyond our control. Further escalation of the military conflict, more extensive sanctions, and instability impacting the region each could have a material adverse effect on our results of operations and financial condition. In addition, as a result of the ongoing conflict between Russia and Ukraine, we may experience other risks, difficulties and challenges in the way we conduct our business and operations generally. For example, there may be an increased risk of cybersecurity attacks due to the current conflict between Russia and Ukraine, including cybersecurity attacks perpetrated by Russia or others at its direction in response to economic sanctions and other actions taken against Russia as a result of its invasion of Ukraine. Any increase in such attacks on us or our third- party providers or other systems could adversely affect our network systems or other operations. We plan to expand into international markets, which will expose us to significant risks. As we expand our operations to other countries, significant resources and management attention is required and doing so subjects us to regulatory, economic, and political risks in addition to those we already face in the U. S., Canada, Australia, and the United Kingdom. There are significant risks and costs inherent in doing business in international markets, including: • difficulty establishing and managing international operations and the increased operations, travel, infrastructure, including establishment of showrooms and customer service operations, and legal compliance costs associated with locations in different countries or regions; • the need to vary pricing and margins to effectively compete in international markets; • the need to adapt and localize products for specific countries; • increased competition from local providers of similar products and services; • varying degrees of consumer acceptance of e- commerce and omnichannel business, specifically of fine jewelry; • challenges in obtaining, maintaining, protecting, and enforcing intellectual property rights abroad; • potentially higher marketing customer support, payment processing, order fulfillment and other operational costs; • the need to offer content and customer support in various languages; • increased costs for fraud mitigation; • difficulties in understanding and complying with local laws, regulations, and customs in other jurisdictions; • compliance with anti- bribery laws, such as the U. S. Foreign Corrupt Practices Act (“ FCPA ”), and the U. K. Bribery Act 2010 (“ U. K. Bribery Act ”), by us, our employees, and our business partners; • complexity and other risks associated with current and future legal requirements in other countries, including legal requirements related to consumer protection, consumer product safety, and data privacy frameworks, such as the Personal Information Protection and Electronic Documents Act (“ PIPEDA ”), the U. K. Data Protection Act, and the U. K. and E. U. General Data Protection Regulations; • varying levels of internet technology adoption and infrastructure, and increased or varying network and hosting service provider costs; • tariffs and other non- tariff barriers, such as quotas and local content rules, as well as tax consequences; • fluctuations in currency exchange rates and the requirements of currency control regulations, which might restrict or prohibit conversion of other currencies into U. S. dollars; and • political or social unrest or economic instability in a specific country or region in which we operate. We have limited experience with international regulatory and business environments and market practices and may not be able to penetrate or successfully operate in the markets we choose to enter. In addition, we may incur significant expenses as a result of our international expansion, and we may not be successful. We may face limited brand recognition in certain parts of the world that could lead to non- acceptance or delayed acceptance of our products and services by consumers in new markets. Our failure to successfully manage these risks could harm our international operations and have an adverse effect on our business, financial condition, and operating results. Our revenue could decline due to changes in credit markets and decisions made by credit providers. ~~Historically, some~~ **Some** of our customers ~~have financed~~ **finance** their purchase of our products through third- party financing providers. If we are unable to maintain our relationships with our third- party financing providers, there is no guarantee that we will be able to find replacement partners who will provide our customers with financing on similar terms, and our ability to sell our products may be adversely affected. Further, reductions in consumer lending and the availability of consumer credit could limit the number of customers with the financial means to purchase our products. Higher interest rates **or other factors** could increase our costs or the monthly payments for consumer products financed through other sources of consumer financing. We also offer layaway payments for both U. S. and international customers. After an initial deposit, our layaway plan allows customers to make monthly payments on any purchase. There is a risk that if credit is extended to consumers during times when economic conditions are strong, and then economic conditions subsequently deteriorate, consumers may not meet their then- current payment obligations. In the future, we cannot be assured that third- party financing providers will continue to provide consumers with access to credit or that available credit limits will not be reduced. Such restrictions or reductions in the availability of consumer credit, or the loss of our relationship with our current financing partners, could have an adverse effect on our business, financial conditions, and operating results. Our business is affected by seasonality. A larger share of annual revenues traditionally occurs in the fourth quarter because it includes the November and December holiday sales period. Any adverse changes in the economy and other negative impacts on discretionary spending by consumers during peak shopping quarters could unfavorably impact sales and earnings. A number of factors, such as higher unemployment, the level of consumers’ disposable income, the availability of credit, interest rates, consumer debt, and asset values, delays in the issuance of tax refunds, or deteriorating economic conditions can impact consumer spending decisions. Jewelry purchases are discretionary and are dependent on many factors relating to discretionary consumer spending, particularly as jewelry is often perceived to be a luxury purchase. In addition, in order to prepare for our peak shopping quarters, we must increase the staffing at our showrooms and order and keep in stock more merchandise than we carry during other parts of the year. This staffing increase and inventory build- up may require us to expend cash faster than is generated by our operations during these periods. We may be unable to increase staffing levels to meet our requirements, and additional staff may not perform at the levels required to support our business. Any unanticipated decrease in demand for our products during such a period could require us to sell excess inventory at a substantial markdown, which could have a material adverse effect on our business, financial condition, and results of operations. Furthermore, our rapid growth in recent years may obscure the extent to which seasonality trends have affected our business and may continue to affect our business. Accordingly, yearly or quarterly comparisons of our operating results may not be useful and our results in any particular period will not necessarily be indicative of the results to be expected for any future period. We depend on highly skilled personnel to grow and operate our business, and if we are unable to hire, retain, and motivate our personnel, we may not be able to grow effectively. Our success and future growth depend largely upon the continued services of our management team, including our Co- Founders, Beth Gerstein and Eric Grossberg. From time to time, there may be changes in our executive management team resulting from the hiring or departure of these personnel. Our executive officers are employed on an at- will basis, which means they may terminate their employment with us at any time. The loss of one or more of our executive officers, or the failure by our executive team to effectively work with our employees and lead our company, could harm our business. In addition, our future success will depend, in part, upon our continued ability to identify and hire skilled personnel with the skills and technical knowledge that we require, including engineering, software design and programming, jewelry design, marketing, sales, and other key management personnel. Such efforts will require significant time, expense, and attention as there is intense competition for such individuals, particularly in the Denver and San Francisco areas, and new hires require significant training and time before they achieve full productivity, particularly ~~in~~ **for** new **products** ~~sales segments~~ and territories. In addition to hiring new employees, we must continue to focus on developing, motivating, and retaining our best employees, all of whom are at- will employees. If we fail to identify, recruit, and integrate strategic personnel hires, our business, financial condition, and results of operations could be adversely affected. We may need to invest significant amounts of cash and equity to attract and retain new employees, and we may never realize returns on these investments. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or we have breached various legal obligations, resulting in a diversion of our time and resources. In addition, prospective and existing employees often consider the value of the equity awards they receive in connection with their employment. If the perceived value of our equity awards declines, experiences significant volatility, or increases such that prospective employees believe there is limited upside to the value of our equity awards, it may adversely affect our ability to recruit and retain key employees. If we are not able to effectively add and retain employees, our ability to achieve our strategic objectives will be adversely impacted, and our business and future growth prospects will be harmed. Acquisitions, strategic investments, partnerships, or alliances could be difficult to identify, pose integration challenges, divert the attention of management, disrupt our business, dilute stockholder value, and adversely affect our business, financial condition, and results of operations. Our success will depend, in part, on our ability to expand our services and grow our business in response to changing technologies, customer demands, and competitive pressures. In some circumstances, we may choose to expand our services and grow our business through the acquisition of complementary businesses and technologies rather than through internal development. The identification of suitable acquisition candidates can be difficult, time- consuming, and costly, and we may not be able to successfully complete identified acquisitions. In addition, once we have completed an acquisition, we may not be able to successfully integrate the acquired business. The risks we face in connection with acquisitions include: • an acquisition may negatively affect our financial results because it may require us to incur charges or assume substantial debt or other liabilities, may cause adverse tax consequences or unfavorable accounting treatment, may expose us to claims and disputes by stockholders and third parties, including intellectual property claims and disputes, may not generate sufficient financial return to offset additional costs and expenses related to the acquisition, or may not perform as well financially as expected; • we may encounter difficulties or unforeseen expenditures in integrating the business, offerings, technologies, personnel, or operations of any company that we acquire, particularly if key personnel of the acquired company decide not to work for us; • an acquisition may disrupt our ongoing business, divert resources, increase our expenses, and distract our management; • an acquisition may result in a delay or reduction of customer purchases for both us and the company acquired due to customer uncertainty about continuity and effectiveness of service from either company; • we may encounter difficulties in, or may be unable to, successfully sell any acquired products; • our use of cash to pay for an acquisition would limit other potential uses for our cash; • if we incur debt to fund such acquisition, such debt may subject us to material restrictions on our ability to conduct our business, as well as financial maintenance covenants; and • if we issue a significant amount of equity securities in connection with future acquisitions, existing stockholders may be diluted and earnings per share may decrease. The occurrence of any of these foregoing risks could adversely affect our business, financial condition, and results of operations, and expose us to unknown risks or liabilities. We may require additional capital to support the growth of our business, and this capital might not be available on acceptable terms, if at all. We ~~have funded~~ -- **fund** our operations ~~since inception~~ primarily through ~~equity financings,~~ revenue generated from our products and services, ~~and,~~ borrowings under ~~the Runway Term Loan~~ **our Silicon Valley Bank (" SVB ") Credit** Agreement ~~and borrowings under our SVB Term Loan Facility~~ (as defined herein) **, and equity financings** . We cannot be certain that our operations will continue to generate sufficient cash to fully fund our ongoing operations and the growth of our business. We intend to continue to make investments to support the development of our products and services and will require additional funds for such development. We may need additional funding for marketing expenses and to develop and expand sales resources, develop new features or enhance our products and services, improve our operating infrastructure, support our operations, or acquire complementary businesses and technologies. Accordingly, we might need or may want to engage in future equity or debt financings to secure additional funds. Our current debt holders and potential future debt holders have or would have rights senior to holders of common stock to make claims on our assets, and the terms of any debt could restrict our operations, including our ability to pay dividends on our common stock. Furthermore, if we issue additional equity securities, stockholders will experience dilution, and the new equity securities could have rights senior to those of our common stock. Because our decision to issue securities in the future will depend on numerous considerations, including factors beyond our control, we cannot predict or estimate the amount, timing, or nature of any future issuances of debt or equity securities. As a result, our stockholders bear the risk of future issuances of debt or equity securities reducing the value of our common stock and diluting their interests. Additional financing may not be available on terms favorable to us, if at all and, due to market conditions, we may be unable to access or experience delays in accessing our existing credit facilities. If adequate funds are not available on acceptable terms, we may be unable to invest in future growth opportunities, which could harm our business, financial condition, and results of operations. If we are unable to obtain adequate financing or financing on terms satisfactory to us or access our existing credit facilities, our ability to develop our products and services, support our business growth, and respond to business challenges could be significantly impaired, and our business may be adversely affected. In addition, the Company maintains the majority of its cash and cash equivalents in accounts with major financial institutions, and our deposits at certain of these institutions exceed insured limits. Market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we would be able to access uninsured funds in a timely manner or at all. Any inability to access or delay in accessing these funds could adversely affect our business and financial position. Our level of indebtedness could have a material adverse effect on our ability to generate sufficient cash to fulfil our obligations under such indebtedness, to react to changes in our business, and to incur additional indebtedness to fund future needs. As of December 31, ~~2022~~ **2023** , we had outstanding $ ~~63~~ **60** . ~~4~~ **1** million aggregate principal amount of borrowings under our SVB Term Loan ~~Facility~~ **(as defined herein)** . If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital, or restructure or refinance our indebtedness. Our ability to restructure or refinance our current or future debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. Any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis or failure to comply with certain restrictions in our debt instruments would result in a default under our debt instruments. In the event of a default under any of our current or future debt instruments, the lenders could elect to declare all amounts outstanding under such debt instruments to be due and payable. In addition, our indebtedness under our **SVB** Term Loan ~~Agreement~~ bears interest at variable rates. Because we have variable rate debt, fluctuations in interest rates may affect our cash flows or business, financial condition, and results of operations. Our SVB **Credit Agreement** ~~Term Loan Facility~~ contains financial covenants and other restrictions on our actions that may limit our operational flexibility or otherwise adversely affect our business, financial condition, and results of operations. The terms of our SVB **Credit Agreement** ~~Term Loan Facility~~ include a number of covenants that limit our ability to (subject to negotiated exceptions), among other things, incur additional indebtedness, incur liens on any of our property, enter into agreements related to mergers and acquisitions, dispose of property, or pay dividends and make distributions. In addition, we are required to comply with a minimum fixed charge coverage ratio and maximum leverage ratios, tested on a quarterly basis. The terms of our SVB **Credit Agreement** ~~Term Loan Facility~~ may restrict our current and future operations and could adversely affect our ability to finance our future operations or capital needs. In addition, complying with these covenants may make it more difficult for us to successfully execute our business strategy and compete against companies that are not subject to such restrictions. A failure by us to comply with the covenants specified in the SVB **Credit Agreement** ~~Term Loan Facility~~ could result in an event of default under the agreement, which would give the lenders the right to stop advancing money or extending credit and to declare all obligations to pay the loans when due, together with principal interest, fees, and expenses, to be immediately due and payable. If the debt under the SVB **Credit Agreement** ~~Term Loan Facility~~ were to be accelerated, we may not have sufficient cash or be able to borrow sufficient funds to refinance the debt or sell sufficient assets to repay the debt, and the lenders may foreclose on collateral, which could adversely affect our business, financial condition and results of **operations. The effects of climate change and related regulatory, customer, and investor responses may adversely impact our business. The intensifying effects of climate change present physical, liability, and transition risks with both macro and micro implications for companies and financial markets. There is increasing concern that a gradual increase in global average temperatures due to increased concentration of carbon dioxide and other greenhouse gases in the atmosphere are causing significant changes in weather patterns around the globe and an increase in the frequency and severity of natural disasters. Changes in weather patterns and an increased frequency, intensity and duration of extreme weather events (such as floods, droughts, wildfires and severe storms) could, among other things, disrupt the operation of our supply chain, disrupt retail operations and foot traffic at our showrooms, damage or destroy our showrooms, cause shipping delays, and increase our product costs. Such events have the potential to disrupt our operations, cause showroom closures, disrupt the business of our suppliers and impact our customers, all of which may cause us to suffer losses and additional costs to maintain or resume operations. As a result, the effects of climate change could have an adverse impact on our business and results of operations. The Company' s failure to identify climate and other environmental risks, to mitigate these risks, or to meet consumer expectations regarding sustainability may adversely affect our ability to attract and retain top talent, negatively impact our reputation and consumer loyalty, disrupt our supply chain, and result in lost sales. In addition, implementing changes to mitigate these risks may result in substantial short and long- term additional operational expenses, which may materially affect our profitability. In many countries, governmental bodies are increasingly enacting legislation and regulations in response to the potential impacts of climate change. These laws and regulations, which may be mandatory, have the potential to impact our operations indirectly as a result of required compliance by our suppliers. For example, governmental authorities in various countries have proposed, and are likely to continue to propose, legislation and regulation to reduce or mitigate the impacts of climate change, or to require substantial disclosures regarding the same. Various countries and regions are following different approaches to the regulation of climate change, as well as climate- related disclosures, which could increase the complexity of, and potential cost related to complying with, such regulations. For more detail, see our risk factor titled " Environmental, social, and governance matters may adversely impact our business and reputation. " As we may take steps to voluntarily mitigate our impact on climate change and other ESG issues, we may experience increases in energy and transportation costs, operating expenses, capital expenditures or insurance premiums and deductibles. Inconsistency of legislation and regulations among jurisdictions may also affect the costs of compliance with such laws and regulations. Any assessment of the potential impact of future climate change legislation, regulations or industry standards, as well as any international treaties and accords, is uncertain given the wide scope of potential regulatory change in the countries in which we operate or conduct business. Our business could be adversely affected by extreme weather conditions and natural disasters. Extreme weather conditions in the areas in which our showrooms are located may negatively impact sales and could negatively affect our business and results of operations in the future. For example, frequent or unusually heavy snowfall, ice storms, or other extreme weather conditions, whether as a result of climate change or otherwise, over a prolonged period could make it difficult for our salesforce or customers to travel to our showrooms and thereby reduce our sales and profitability, particularly if such events occur during the holiday season. In addition, natural disasters**

such as hurricanes, tornadoes, earthquakes, or wildfires, or a combination of these or other factors, could damage or destroy our facilities or make it difficult for the salesforce or customers to travel our showrooms, thereby negatively affecting our business and results of operations. At times throughout the past several years, volatile conditions have impacted the financial markets. Significant market volatility, and government actions taken in response, may exacerbate some of the risks we face. These actions have a significant effect on macroeconomic conditions, give rise to regional instability, and may impact our ability to manufacture and ship our merchandise for sale to customers. Given that the Company' s control over such issues is limited, we may not have the ability to mitigate the impacts of such occurrences on our business and operations. Risks Related to Our Legal and Regulatory Environment Failure to comply with laws, regulations, and enforcement activities, or changes in statutory, regulatory, accounting, and other legal requirements could potentially impact our operating and financial results. We are subject to numerous federal, state, local, and foreign laws and governmental regulations, including those relating to environmental protection, personal injury, intellectual property, consumer product safety, building, land use and zoning requirements, workplace regulations, wage and hour, privacy and information security, consumer protection laws, immigration, and employment law matters. If we fail to comply with existing or future laws or regulations, or if these laws or regulations are violated by importers, manufacturers, or distributors, we may be subject to governmental or judicial fines or sanctions, while incurring substantial legal fees and costs. In addition, our capital expenditures could increase due to remediation measures that may be required if we are found to be noncompliant with any existing or future laws or regulations. Further, the Federal Trade Commission (" FTC ") has authority to investigate and prosecute practices that constitute " unfair trade practices, " " deceptive trade practices " or " unfair methods of competition. " State attorneys general typically have comparable authority, and many states also permit private plaintiffs to bring actions on the basis of these laws. Federal and state consumer protection laws and regulations may apply to our operations and retail offers. Our transactions with suppliers and other parties outside the U. S. may subject us to FCPA, U. S. export controls, including the Export Administration Regulations, and trade sanction laws, and similar anti- corruption, anti- bribery, and international trade laws, any violation of which could create substantial liability for us and also harm our reputation. Our operations may subject us to various federal, state, and local laws, regulations, and other requirements pertaining to protection of the environment, public health, and employee safety, including regulations governing the management of hazardous substances and the maintenance of safe working conditions, such as the Occupational Safety and Health Act of 1970, as amended. These laws also apply generally to all our properties. Our failure to comply with these laws can subject us to criminal and civil liabilities. In connection with our philanthropic endeavors, we must also comply with additional federal, state, and local tax and other laws and regulations. Failure to adequately obtain, maintain, protect and enforce our intellectual property and proprietary rights or prevent third parties from making unauthorized use of such rights could harm our brand, devalue our proprietary content and technology, and adversely affect our ability to compete effectively. Our success depends to a significant degree on our ability to obtain, maintain, protect, and enforce our intellectual property rights, including our brand, proprietary designs, technology, and know- how. We rely on a variety of mechanisms to protect our intellectual property rights, including trademark and copyright laws, **design patent laws,** trade secret protection, domain name registration, confidentiality agreements, and other contractual arrangements with our employees, affiliates, clients, strategic partners, and others. However, the protective steps we have taken and plan to take may be inadequate to deter infringement, misappropriation or other violations of our intellectual property, proprietary designs, technology, know- how, and our brand. We may not learn of, or may be unable to detect, the unauthorized use of ~~, or~~ **our** ~~take appropriate steps~~ **intellectual property rights. Even if we are able** to **detect unauthorized uses, we nevertheless may be unable to effectively** enforce ~~,~~ our intellectual property rights. Effective intellectual property protection may not be available to us or available in every jurisdiction in which we offer or may offer our products and services. Failure to adequately protect our intellectual property could harm our brand, devalue our proprietary designs, technology, and other intellectual property, and adversely affect our ability to compete effectively. Further, defending our intellectual property rights could result in the expenditure of significant financial resources and divert attention of management, which could adversely affect our business, financial condition, and results of operations. If we fail to protect our intellectual property rights adequately, our competitors may exploit our intellectual property and develop and commercialize substantially identical products and we may lose an important advantage in the markets in which we compete. In addition, defending our intellectual property rights might entail significant expense. Any trademarks, copyrights, patents, or other intellectual property rights that we have or may obtain may be challenged or circumvented by others or invalidated or held unenforceable through administrative processes, including re- examination, inter partes review, interference and derivation proceedings, and equivalent proceedings in foreign jurisdictions (e. g., opposition proceedings), or litigation. Any challenge to our intellectual property rights could result in them being narrowed in scope or declared invalid or unenforceable. We do not currently own any issued patents, and even if we seek patent protection in the future, we may be unable to obtain or maintain such protection. In addition, any patents issued from future patent applications or licensed to us in the future may not provide us with competitive advantages or may be successfully challenged by third parties. Further, the laws of some foreign countries may not be as protective of intellectual property rights as those in the U. S., and mechanisms for enforcement of intellectual property rights in those countries may be inadequate. Moreover, policing unauthorized use of our technologies, trade secrets, and intellectual property may be difficult, expensive, and time- consuming. Despite our precautions, it may be possible for unauthorized third parties to copy our offerings and capabilities and use information that we regard as proprietary to create offerings that compete with ours. If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected. The value of our intellectual property could diminish if others assert rights in or ownership of our trademarks and other intellectual property rights, or trademarks that are similar to our trademarks. We may be unable to successfully resolve these types of conflicts to our satisfaction. We enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with other third parties, including suppliers and other partners. However, we cannot guarantee that we have entered into such agreements with each party that has or may have had access to our proprietary information, know- how, and trade secrets or may have developed intellectual property on our behalf. Moreover, no assurance can be given that these agreements will be effective in controlling access to our proprietary information or the distribution, use, misuse, misappropriation, reverse engineering, or disclosure of our proprietary information, know- how, and trade secrets. ~~These~~ **Invention assignment** agreements may not be self- executing ~~or they~~ **, further any of these agreements** may be breached, and we may not have adequate remedies for ~~any such breach~~ **breaches of the confidentiality, invention assignment, or other agreements** . Additionally, we may be subject to claims that our employees misappropriated relevant rights from their previous employers. Further, these agreements may not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our offerings and capabilities. In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect our intellectual property rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming, and distracting to management, and could result in the impairment or loss of portions of our intellectual property. Further, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights, and if such defenses, counterclaims, or countersuits are successful, we could lose valuable intellectual property rights. Our inability to protect our intellectual property against unauthorized copying or use, as well as any costly litigation or diversion of our management' s attention and resources, could delay further sales or the implementation of our offerings and capabilities, impair the functionality of our offerings and capabilities, delay introductions of new offerings, or injure our reputation. Third parties may assert rights in or ownership of our trademarks and other intellectual property rights, or trademarks that are similar to our trademarks, or claim that we are infringing, misappropriating or otherwise violating their intellectual property rights. Intellectual property- related litigations and proceedings are expensive and time consuming to defend, and, if resolved adversely, could materially adversely impact our business, financial condition and results of operations. Our commercial success depends in part on avoiding infringement, misappropriation or other violations of the intellectual property and proprietary rights of third parties and other intellectual property- related disputes. Our registered or unregistered trademarks or trade names may be challenged, infringed, circumvented, diluted or declared generic or determined to be infringing on other marks. Effective trademark protection may not be available or may not be sought in every country in which our products are made available, and contractual disputes may affect the use of marks governed by private contract. Further, at times, competitors may adopt trade names or trademarks similar to ours, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. Over the long term, if we are unable to establish name recognition based on our trademarks and trade names, then we may not be able to compete effectively and our business may be adversely affected. Similarly, not every variation of a domain name may be available or be registered, even if available. The occurrence of any of these events could result in the erosion of our brand and limit our ability to market our brand using our various domain names, as well as impede our ability to effectively compete against competitors with similar products or technologies ~~. In addition to fighting intellectual property infringement from third parties, we may need to defend claims against us related to our intellectual property rights. Some third- party intellectual property rights may prove to be extremely broad, and it may not be possible for us to conduct our operations in such a way as to avoid violating those intellectual property rights~~ . As we face increasing competition, the possibility of intellectual property rights claims against us grows. Such claims and litigation may involve adverse intellectual property rights holders who have no relevant product revenue, and, therefore, our own issued and pending copyrights, trademarks, and other intellectual property rights may provide little or no deterrence to these rights holders in bringing intellectual property rights claims against us. There may be intellectual property rights held by others that cover significant aspects of our offerings and we cannot assure that we are not infringing or violating, and have not infringed or violated, any third- party intellectual property rights, or that we will not be held to have done so or be accused of doing so in the future. **Some third- party intellectual property rights may prove to be extremely broad, and it may not be possible for us to conduct our operations in such a way as to avoid violating those intellectual property rights.** In addition, any disputes with third parties with respect to any third- party intellectual property agreements could narrow what we believe to be the scope of our rights to the relevant intellectual property or increase our obligations under such agreements, either of which could have a material adverse effect on our business, financial condition, results of operations, and cash flows. Any claim that we have violated intellectual property or other proprietary rights of third parties, with or without merit, and whether or not it results in litigation, is settled out of court or is determined in our favor, could be expensive and time- consuming to address and resolve, and could divert the time and attention of management and technical personnel from our business. The litigation process is subject to inherent uncertainties, and we may not prevail in litigation matters regardless of the merits of our position. Intellectual property lawsuits or claims may become extremely disruptive if plaintiffs were to succeed in blocking the trade of our products and services. An adverse outcome of a dispute may result in an injunction and could require us to pay substantial monetary damages, including treble damages and attorneys' fees, if we are found to have willfully infringed a party' s intellectual property rights. Further, our liability insurance may not cover potential claims of this type adequately or at all. We may be unable to successfully resolve these types of conflicts to our satisfaction and may be required to enter into costly license agreements, if available at all; be required to pay significant royalty, settlements costs, or damages; be required to rebrand our products; and / or be prevented from selling some of our products. The terms of such a settlement or judgment may require us to cease some or all of our operations or pay substantial amounts to the other party. Even if we have an agreement to indemnify us against such costs, the indemnifying party may be unable or unwilling to uphold its contractual obligations. In addition, we may have to seek a license to continue practices found to be in violation of a third party' s rights. If we are required, or choose to enter into royalty or licensing arrangements, such arrangements may not be available on reasonable terms, or at all, and may significantly increase our operating costs and expenses. Such arrangements may also only be available on a non- exclusive basis, such that third parties, including our competitors, could have access to use the same intellectual property to compete with us. We may also have to redesign our products so they do not infringe, misappropriate, or otherwise violate third- party intellectual property rights, which may not be possible or may require substantial monetary expenditures and time, during which our products may not be available for commercialization or use. Such outcomes would increase our operating expenses, and if we cannot redesign our products in a non- infringing manner or obtain a license for any allegedly infringing aspect of our business, we may be forced to limit our product offerings, which could adversely affect our ability to compete effectively. We are subject to rapidly changing and increasingly stringent laws **, regulations,** and industry standards relating to privacy, data security, and data protection. The restrictions and costs imposed by these laws, or our actual or perceived failure to comply with them, could subject us to liabilities that adversely affect our business, operations, and financial performance. We collect, process, store, and use a wide variety of data from current and prospective customers, including personal information, such as home addresses and geolocation. These activities are regulated by a variety of federal, state, local, and foreign privacy, data security, and data protection laws and regulations, which have become increasingly stringent in recent years **. Further, these laws are not consistent, and compliance with them in the event of a widespread data breach is complex and costly** . Domestic privacy and data security laws are complex and changing rapidly. In the U. S., we are subject to a variety of laws and regulations, including regulation by federal government agencies, including the FTC, and state and local agencies. In addition to federal laws such as Section 5 of the Federal Trade Commission Act, the Gramm- Leach- Bliley Act, and the Fair Credit Reporting Act, many states have enacted laws regulating the collection, use, and disclosure of personal information and requiring that companies implement reasonable data security measures. Laws in all states and U. S. territories also require businesses to notify affected individuals, governmental entities, and / or credit reporting agencies of certain security breaches affecting personal information. ~~These~~ **In addition, certain states have adopted new or modified privacy and security** laws ~~are not consistent,~~ and ~~compliance with~~ **regulations that may apply to our business. The CCPA imposes obligations on businesses that process personal information of California residents. The enactment of** ~~them~~ - **the CCPA is prompting** ~~in the event of~~ a ~~widespread data breach is complex and costly~~ **wave of similar legislative developments in other states in the United States, which creates the potential for a patchwork of overlapping but different state laws** . For example, **since the** ~~CPRA~~ - **CCPA** ~~, which~~ went into effect ~~on January 1, 2023, and becomes enforceable on July 1, 2023, substantially amends CCPA and further expands the rights of California residents related to covered businesses' use, retention, and disclosure of their of their personal information. Building on CCPA' s establishment of consumers' rights to know and request deletion of personal information that businesses collect about them, CPRA grants consumers the right to restrict uses of certain categories of sensitive personal information that we handle; further restricts our use of cross- contextual behavioral advertising techniques by allowing consumers to opt out of both the sale and sharing of their personal information for such use; establishes restrictions on the retention of personal information; expands the types of data breaches subject to the private right of action established by CCPA; and establishes the California Privacy Protection Agency to implement and enforce the new law, as well as impose administrative fines. Additionally~~ , comprehensive privacy statutes that share similarities with CCPA ~~have been enacted~~ **are now in effect and enforceable** in Virginia ~~(effective January 1, 2023)~~ , Colorado ~~(effective July 1, 2023)~~ , Connecticut ~~(effective July 1, 2023)~~ , and Utah ~~(effective December 31, 2023)~~ **and will soon be enforceable in several other states as well** . These comprehensive state privacy laws may increase our compliance costs and potential liability, particularly in the event of a data breach, and could have a material adverse effect on our business, including how we use personal information for advertising and other purposes, our financial condition, and the results of our operations or prospects. Similar laws have been proposed in other states and at the federal level, reflecting a trend toward more stringent privacy legislation in the U. S. The enactment of such laws could have potentially conflicting requirements that would increase the challenge of compliance. In addition, laws, regulations, and standards covering marketing, advertising, and other activities conducted by telephone, email, mobile devices, and the internet, may be or become applicable to our business, such as the Federal Communications Act, the Federal Wiretap Act, the Electronic Communications Privacy Act, the Telephone Consumer Protection Act (the " TCPA "), the Controlling the Assault of Non- Solicited Pornography and Marketing Act of 2003 (the " CAN- SPAM Act "), and similar state consumer protection and communication privacy laws, such as California' s Invasion of Privacy Act. In particular, the TCPA imposes significant restrictions on the ability to make telephone calls or send text messages to mobile telephone numbers without the prior consent of the person being contacted. Claims that we have violated the TCPA could be costly to litigate, and if successful, expose us to substantial statutory damages. Foreign privacy laws are also undergoing a period of rapid change, have become more stringent in recent years, and may increase the costs and complexity of offering our products in new geographies. In Canada, where we operate, PIPEDA, and various provincial laws require that companies give detailed privacy notices to consumers, obtain consent to use personal information, with limited exceptions, allow individuals to access and correct their personal information, and report certain data breaches. In addition, Canada' s Anti- Spam Legislation (" CASL ") prohibits email marketing without the recipient' s consent, with limited exceptions. Failure to comply with PIPEDA, CASL, or provincial privacy or data protection laws could result in significant fines and penalties or possible damage awards. We operate in the European Union which has adopted strict data privacy and security regulations in its General Data Protection Regulations (the" E. U. GDPR") and the U. K. which has adopted the U. K. General Data Protection Regulation and Data Protection Act 2018 (the " U. K. GDPR " and together with the EU GDPR, the " GDPR "). The GDPR imposes strict requirements on controllers and processors of personal data ~~, including, for example, higher standards for obtaining consent from individuals to process their personal data, more robust disclosures to individuals, shortened timelines for data breach notifications, and restrictions on the transfer of personal data outside of the EU and U. K~~ . The GDPR also provides individuals with various rights in respect of their personal data, including rights of access, erasure, portability, rectification, restriction, and objection. In addition **,** the E. U. GDPR and U. K. GDPR each regulate cross- border transfers of personal data out of the EEA and the U. K. ~~Recent~~ **We expect the existing** legal ~~developments in Europe have created~~ complexity and uncertainty regarding ~~such~~ **international personal data** transfers ~~, in~~ **to continue. In** particular ~~in relation to~~ **, we expect international** transfers to the United States **and to** ~~. On July 16, 2020, the~~ **other jurisdictions more generally to continue to** ~~Court of Justice of the European Union (" CJEU ") invalidated the EU- US Privacy Shield Framework, or Privacy Shield, under which personal information could~~ be **subject** ~~transferred from the EEA (and the U. K.)~~ to **enhanced scrutiny** ~~relevant self- certified U. S. entities. The CJEU further noted that reliance on the standard contractual clauses (a standard form of contract approved~~ by ~~the European Commission as an adequate personal data transfer mechanism and potential alternative to the Privacy Shield) alone may not necessarily be sufficient in all circumstances and that transfers must be assessed on a case- by- case basis. European court and regulatory~~ **regulators** ~~decisions subsequent to the CJEU decision of July 16, 2020 have taken a restrictive approach to international data transfers~~ . We generally rely on **the EU** standard contractual clauses **and the U. K. Addendum to the EU standard contractual clauses and the U. K. International Data Transfer Agreement as relevant** in our contracts involving transfers of personal information outside the EEA and the U. K., including to the United States. As the enforcement landscape further develops, and supervisory authorities issue further guidance on international data transfers, we could incur additional costs, complaints and / or regulatory investigations or fines; we may have to stop using certain tools and vendors and make other operational changes; and / or it could otherwise affect the manner in which we provide our services, and could adversely affect our business, operations and financial condition. ~~Companies that violate the GDPR can face private litigation, prohibitions on data processing, and fines of up to the greater of 4 % of their worldwide annual revenue or 20 million Euros (for the EU) or £ 17. 5 million (for the U. K.).~~ In addition ~~to fines~~ , ~~a breach of~~ the GDPR ~~may result in regulatory investigations, reputational damage, orders to cease / change our data processing activities, enforcement notices, assessment notices (for a compulsory audit)~~ and ~~/ or civil claims (including class actions). The GDPR,~~ other EU and ~~other~~ U. K. data protection **and electronic privacy** laws restrict the ability of companies to market electronically, including through the use of cookies, tracking technologies, e- marketing, and similar technologies on which we rely for our marketing. In addition, recent European court and regulator decisions are driving increased attention to cookies and tracking technologies. If the trend of increasing enforcement by regulators of the strict approach to opt- in consent for all but essential use cases continues, and further requirements advocated by privacy advocates is enforced (e. g. restricting visual differences in opt- in and opt- out options offered in cookie- consent banners, requiring individual cookie opt outs, and requiring reject all buttons), this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of our technology personnel, adversely affect our margins, and subject us to additional liabilities. In light of the complex and evolving nature of EU, EU Member State and U. K. privacy laws on cookies and tracking technologies, there can be no assurances that we will be successful in our efforts to comply with such laws; violations of such laws could result in regulatory investigations, fines, orders to cease / change our use of such technologies, as well as civil claims including class actions, and reputational damage. Further, because we accept debit and credit cards for payment, we are subject to the Payment Card Industry Data Security Standard (" PCI- DSS ") issued by the Payment Card Industry Security Standards Council. PCI- DSS contains compliance guidelines with regard to our security surrounding the physical and electronic storage, processing, and transmission of cardholder data. Compliance with PCI- DSS and implementing related procedures, technology, and information security measures requires significant resources and ongoing attention. Costs and potential problems and interruptions associated with the implementation of new or upgraded systems and technology such as those necessary to achieve compliance with PCI- DSS or with maintenance or adequate support of existing systems could also disrupt or reduce the efficiency of our operations. Any material interruptions or failures in our payment- related systems could have a material adverse effect on our business, financial condition, and results of operations. ~~If there are amendments to PCI- DSS, the cost of re- compliance could also be substantial and we may suffer loss of critical data and interruptions or delays in our operations as a result.~~ We also rely on vendors to handle certain PCI- DSS matters and to ensure PCI- DSS compliance. Despite our compliance efforts, we may become subject to claims that we have violated PCI- DSS, based on past, present, and future business practices, which could have an adverse impact on our business and reputation. In addition, privacy advocates and industry groups have regularly proposed, and may propose in the future, self- regulatory standards by which we are legally or contractually bound. If we fail to comply with these contractual obligations or standards, we may face substantial liability or fines. Consumer resistance to the collection and sharing of the data used to deliver targeted advertising, increased visibility of consent or " do not track " mechanisms or opt- out preference signals as a result of industry regulatory or legal developments, the adoption by consumers of browser settings or " ad- blocking " software, and the development and deployment of new technologies could materially impact our ability to collect data or reduce our ability to deliver relevant promotions or media, which could materially impair the results of our operations. Despite our efforts to comply with all applicable data protection laws and regulations, our interpretations of such laws and regulations and such measures to comply therewith may have been or may prove to be insufficient or incorrect, and we may not be successful in achieving compliance with the rapidly evolving privacy, data security, and data protection requirements discussed above. Any actual or perceived non- compliance could result in litigation and proceedings against us by governmental entities, customers, or others, fines and civil or criminal penalties, limited ability or inability to operate our business, offer services, or market our business in certain jurisdictions, negative publicity and harm to our brand and reputation, and reduced overall demand for our products and services. Such occurrences could adversely affect our business, financial condition, and results of operations. Our general liability insurance may not cover all potential claims to which we are exposed and may not be adequate to indemnify us for the full extent of our potential liabilities **. Regulatory and legislative developments on the use of artificial intelligence and machine learning could adversely affect our use of such technologies in our business. The regulatory framework around the development and use of machine learning, artificial intelligence and automated decision making is evolving. Many federal, state and foreign government bodies and agencies have introduced, and are currently considering, additional**

laws and regulations related to the development and integration of artificial intelligence (" AI "), machine learning, and additional emerging data technologies while mitigating or controlling for bias and discrimination in the context of AI and machine learning. For example, in the United States, an executive order was issued in October 2023 on the Safe, Secure and Trustworthy Development and Use of AI, emphasizing the need for transparency, accountability and fairness in the development and use of AI. The order seeks to balance innovation with addressing risks associated with AI by providing eight guiding principles and priorities, such as ensuring that consumers are protected from fraud, discrimination and privacy risks related to AI. Legislation has also been promulgated on the state level. For example, the California Privacy Protection Agency is currently in the process of finalizing regulations under the CCPA regarding the use of automated decision making. In addition, in Europe the European Commission proposed a regulation seeking to establish a comprehensive, risk- based governance framework for AI in the EU market, the EU AI Act, which was politically agreed to in December 2023. The EU AI Act is expected to enter into force in 2024, and the majority of the substantive requirements will apply two years later. It is intended to apply to companies that develop, use and / or provide AI in the EU and includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security and accuracy and introduces significant fines for noncompliance. There are also specific rules on the use of automated decision making under the GDPR that provide the data subject the right not to be subject to a decision based solely on automated processing, including profiling, which produces legal effects concerning him or her or similarly significantly affects him or her. Additionally, the existence of automated decision making must be disclosed to the data subject with a meaningful explanation of the logic used in such decision making in certain circumstances and safeguards must be implemented to safeguard individual rights, including the right to obtain human intervention and to contest any decision. If passed, we may incur additional expenses and costs associated with complying with such laws, as well as face heightened potential liability if we are unable to comply with these laws. In addition, on September 28, 2022, the European Commission proposed two Directives seeking to establish a harmonized civil liability regime for artificial intelligence in the EU, in order to facilitate civil claims in respect of harm caused by artificial intelligence and to include artificial intelligence- enabled products within the scope of the EU' s existing strict liability regime. Once fully applicable, the EU AI Act will have a material impact on the way artificial intelligence is regulated in the EU, and together with developing guidance and / or decisions in this area, may affect our use of artificial intelligence and our ability to provide and to improve our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims against us, and could adversely affect our business, operations and financial condition . Our business could be adversely impacted by changes in the internet and mobile device accessibility of users. Companies and governmental agencies may restrict access to our products and services, our mobile apps, website, app stores, or the internet generally, which could negatively impact our operations. Our business depends on customers accessing our products and services via a mobile device or a personal computer, and the internet. We may operate in jurisdictions that provide limited internet connectivity, particularly as we expand internationally. Internet access and access to a mobile device or personal computer are frequently provided by companies with significant market power that could take actions that degrade, disrupt, or increase the cost of consumers' ability to access our products and services. In addition, the internet infrastructure that we and our customers rely on in any particular geographic area may be unable to support the demands placed upon it and could interfere with the speed and availability of our products and services. Any such failure in internet or mobile device or computer accessibility, even for a short period of time, could adversely affect our results of operations. Governmental agencies in any of the countries in which we or our customers are located could block access to or require a license for our mobile apps, website, or the internet generally for a number of reasons, including security, confidentiality, or regulatory concerns. In addition, companies may adopt policies that prohibit their employees from using our products and services. If companies or governmental entities block, limit, or otherwise restrict customers from accessing our products and services, our business could be negatively impacted, the number of customers could decline or grow more slowly, and our results of operations could be adversely affected. We are subject to anti- corruption, anti- bribery, anti- money laundering, and similar laws, and non- compliance with such laws can subject us to criminal or civil liability and harm our business, financial condition, and results of operations. We are subject to the FCPA, U. S. domestic bribery laws, and other anti- corruption and anti- money laundering laws in the countries in which we conduct activities. Anti- corruption and anti- bribery laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies, their employees, and their third- party intermediaries from authorizing, offering, or providing, directly or indirectly, improper payments or benefits to recipients in the public or private sector. As we increase our international sales and business, we may engage with business partners and third- party intermediaries to market our offerings and to obtain necessary permits, licenses, and other regulatory approvals. In addition, we or our third- party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state- owned or affiliated entities. We can be held liable for the corrupt or other illegal activities of these third- party intermediaries, our employees, representatives, contractors, partners, and agents, even if we do not explicitly authorize such activities. We cannot ~~assure you~~ **be certain** that all of our employees and agents will not take actions in violation of any of the above laws, for which we may be ultimately held responsible. As we increase our international sales and business, our risks under these laws may increase. Detecting, investigating, and resolving actual or alleged violations of any of the above laws can require a significant diversion of time, resources, and attention from senior management. In addition, noncompliance with anti- corruption, anti- bribery, or anti- money laundering laws could subject us to whistleblower complaints, investigations, sanctions, settlements, prosecution, enforcement actions, fines, damages, other civil or criminal penalties or injunctions, suspension or debarment from contracting with certain persons, reputational harm, adverse media coverage, and other collateral consequences. If any subpoenas or investigations are launched, or governmental or other sanctions are imposed, or if we do not prevail in any possible civil or criminal proceeding, our business, financial condition, and results of operations could be harmed. In addition, responding to any action will likely result in a materially significant diversion of management' s attention and resources and significant defense costs and other professional fees. From time to time, we may be subject to legal proceedings, regulatory disputes, and governmental inquiries that could cause us to incur significant expenses, divert our management' s attention, and materially harm our business, financial condition, and operating results. From time to time, we may be subject to claims, lawsuits, government investigations, and other proceedings involving products liability, competition and antitrust, intellectual property, data privacy and protection, consumer protection, securities, tax, labor and employment, commercial disputes, and other matters that could adversely affect our business operations and financial condition. As we have grown, we have seen a rise in the number and significance of these disputes and inquiries. Litigation and regulatory proceedings may be protracted and expensive, and the results are difficult to predict. Certain of these matters include speculative claims for substantial or indeterminate amounts of damages and include claims for injunctive relief. Additionally, our litigation costs could be significant. Adverse outcomes with respect to litigation or any of these legal proceedings may result in significant settlement costs or judgments, penalties and fines, or require us to modify our products or services, all of which could negatively affect our revenue growth. The results of litigation, investigations, claims, and regulatory proceedings cannot be predicted with certainty, and determining reserves for pending litigation and other legal and regulatory matters requires significant judgment. There can be no assurance that our expectations will prove correct, and even if these matters are resolved in our favor or without significant cash settlements, these matters, and the time and resources necessary to litigate or resolve them, could harm our business, financial condition, and operating results. Risks Related to Our Dependence on Third Parties We face risks associated with suppliers from whom our products are sourced and are dependent on a limited number of suppliers. We purchase substantially all of the resources for our products including diamonds, gemstones, precious metals, parts, packaging, and raw materials from domestic and international suppliers. **Two suppliers of jewelry accounted for 21 % of inventory purchases during the year ended December 31, 2023.** For our business to be successful, our suppliers must be willing and able to provide us with resources in substantial quantities, in compliance with regulatory requirements, and further in compliance with our ethical, quality and sourcing, and environmentally responsible standards, at acceptable costs and on a timely basis. Our ability to obtain a sufficient selection or volume of resources on a timely basis at competitive prices could suffer as a result of any deterioration or change in our supplier relationships or events that adversely affect our suppliers. We typically do not enter into long- term contracts with our suppliers, and in some cases do not have formal written contracts, and, as such, we operate without significant contractual assurances of continued supply, pricing or access to resources. Pricing with suppliers is typically established and renegotiated based on product specifications, market conditions, and other variables. Any of our suppliers could discontinue supplying us with desired inputs in sufficient quantities or offer us less favorable terms on future transactions for a variety of reasons. The benefits we currently experience from our supplier relationships could be adversely affected if our suppliers: • discontinue selling resources to us; • enter into arrangements with competitors that could impair our ability to source their products, including by giving our competitors exclusivity arrangements or limiting our access to certain resources; • raise the prices they charge us; • change pricing terms to require us to pay on delivery or upfront, including as a result of changes in the credit relationships some of our suppliers have with their various lending institutions; or • lengthen their lead times. Events that adversely impact our suppliers could impair our ability to obtain adequate and timely supplies. Such events include, among others, difficulties or problems associated with our suppliers' businesses, their financial instability and labor problems, resource quality and safety issues, natural or man- made disasters, inclement weather conditions, war, acts of terrorism and other political instability, economic conditions, shipment issues, the availability of their raw materials, and increased production costs. Our suppliers may be forced to reduce their production, shut down their operations, or file for bankruptcy. The occurrence of one or more of these events could impact our ability to get products to our customers, result in disruptions to our operations, increase our costs, and decrease our profitability. Our natural diamonds are sourced from approved mines in countries ranked according to risk based on the Gemstones and Jewellery Community Platform Index for Conflict-Affected and High Risk Areas. A majority of the world' s supply of rough diamonds is controlled by a small number of diamond mining firms. Furthermore, Our Beyond Conflict FreeTM Diamonds are sourced from a select group of diamond suppliers with a robust chain of custody protocol for their diamonds and are required to source diamonds that originate from specific mine operations or specific countries that have demonstrated their commitment to follow internationally recognized labor, trade, and environmental standards. As a result, any decisions made to restrict the supply of rough diamonds by these firms to our suppliers of Beyond Conflict FreeTM Diamonds could substantially impair our ability to acquire such diamonds at commercially reasonable prices, if at all. Generally, diamond prices depend on the attributes of the diamond. Similarly, we craft our gold and silver fine jewelry from primarily recycled precious metals, and we work with our suppliers to source recycled platinum when available and from refiners that are known to use recycled materials in their platinum products. Global sourcing and foreign trade involve numerous factors and uncertainties beyond our control, including increased shipping costs, the imposition of additional import or trade restrictions, including legal or economic restrictions on overseas suppliers' ability to produce and deliver resources, increased custom duties and tariffs, unforeseen delays in customs clearance of goods, more restrictive quotas, loss of a most favored nation trading status, currency exchange rates, transportation delays, port of entry issues and foreign government regulations, political instability, and economic uncertainties in the countries from which we or our suppliers source our products. Our sourcing operations may also be hurt by health concerns regarding infectious diseases in countries in which our resources are produced. Moreover, negative press or reports about internationally sourced resources may sway public opinion, and thus customer confidence, away from the products sold in our stores. These and other issues affecting our international suppliers or internationally sourced resources could have a material adverse effect on our business, financial condition, and results of operations. Material changes in the pricing practices of our suppliers could negatively impact our profitability. Our suppliers may also increase their pricing if their raw materials ~~became~~ **become** more expensive. The resources used to manufacture our products are subject to availability constraints and price volatility. Our suppliers may pass the increase in sourcing costs to us through price increases, thereby impacting our margins. Moreover, many suppliers and manufacturers of diamonds, as well as retailers of diamonds and diamond jewelry, are vertically integrated, and we expect they will continue to vertically integrate their operations either by developing retail channels for the products they manufacture or acquiring sources of supply, including, without limitation, diamond mining operations. To the extent such vertical integration efforts are successful, some of the fragmentation in the existing diamond supply chain could be eliminated, our ability to obtain an adequate supply of diamonds and fine jewelry from multiple sources could be limited, and our competitors may be able to obtain diamonds at lower prices. In addition, some of our suppliers may not have the capacity to supply us with sufficient resources to keep pace with our growth plans, especially if we plan to ~~manufacturer~~ - **manufacture** significantly greater amounts of inventory. In such cases, our ability to pursue our growth strategy will depend in part upon our ability to develop new supplier relationships. Some of our suppliers are owned by vertically- integrated companies with retail divisions that compete with us and, as such, we are exposed to the risk that these suppliers may not be willing, or may become unwilling, to sell their products to us on acceptable terms, or at all. We rely on a limited number of suppliers to supply the majority of the resources ~~to~~ **for** our products and are thus exposed to concentration of supplier risk. If we were to lose any significant supplier, we may be unable to establish additional or replacement sources for our products that meet our quality controls and standards in a timely manner or on commercially reasonable terms, if at all ~~.~~Our business relies on third party providers of cloud services,and any disruption of,or interference with,our use of cloud services could adversely affect our business,financial condition,or results of operations.We outsource substantially all of our core cloud infrastructure services to third- party providers,including Amazon Web Services ~~,Microsoft~~ ,Salesforce and Oracle.The third- party providers provide the cloud computing infrastructure we use to host our website and mobile apps,serve our customers,and support our operations and many of the internal tools we use to operate our business.Our website,mobile apps,and internal tools use computing,storage,data transfer,and other functions and services provided by third parties.We do not have control over the operations of the facilities of the third- party providers that we use.The third- party providers' facilities may be vulnerable to damage or interruption from earthquakes,hurricanes,floods,fires,cybersecurity attacks,terrorist attacks,power losses,telecommunications failures,and other events beyond our control.In the event that any third- party provider' s systems or service abilities are hindered by any of the events discussed above,particularly in a region where our website is mainly hosted,our ability to operate our business may be impaired.A decision to close the facilities without adequate notice or other unanticipated problems or disruptions could result in lengthy interruptions to our business.All of the aforementioned risks may be exacerbated if our business continuity and disaster recovery plans prove to be inadequate.Additionally,data stored with any third- party provider is vulnerable to experiencing cyberattacks from computer malware,ransomware,viruses,social engineering (including phishing attacks),denial- of- service or other attacks,employee theft or misuse and general hacking.Any of these security incidents could result in unauthorized access to,damage to,disablement or encryption of,use or misuse of,disclosure of,modification of,destruction of,or loss of our data or our customers' data,or disrupt our ability to provide our products and services,including due to any failure by us to properly configure our third- party provider environment.Our business' continuing and uninterrupted performance is critical to our success.Customers may become dissatisfied by any system failure that interrupts our ability to provide our products and services to them.We may not be able to easily switch our current operations to another cloud or other data center provider if there are disruptions or interference with our use of a third- party provider,and,even if we do switch our operations,other cloud and data center providers are subject to the same risks.Sustained or repeated system failures would reduce the attractiveness of our products and services,harm our reputation,and potentially reduce net sales.Moreover,negative publicity arising from these types of disruptions could damage our reputation and may adversely impact our business.For more information,see " — We rely heavily on our information technology systems,as well as those of our third- party vendors and service providers,for our business to effectively operate and to safeguard confidential information and any significant failure,inadequacy or interruption of these systems,security breaches or loss of data could materially adversely affect our business,financial condition and operations." The third- party providers do not have an obligation to renew their agreements with us on terms acceptable to us or at all.Although alternative data center providers could host our business on a substantially similar basis to our current third-party providers,transitioning our current cloud infrastructure to alternative providers could potentially be disruptive,and we could incur significant one- time costs.If we are unable to renew our agreement with our third- party providers on commercially acceptable terms,if our agreements with our third- party providers are prematurely terminated,or if we add additional infrastructure providers,we may experience costs or downtime in connection with the transfer to,or the addition of,new data center providers.If any of our infrastructure providers increase the costs of their services,our business,financial condition,or results of operations could be materially and **adversely affected.** . We rely on our suppliers, third- party carriers, and third-party jewelers as part of our fulfillment process, and these third parties may fail to adequately serve our customers. We significantly rely on our suppliers to promptly ship us diamonds and other fine jewelry ordered by our customers. Any failure by our suppliers to sell and ship such products to us in a timely manner will have an adverse effect on our ability to fulfill customer orders and harm our business and results of operations. Our suppliers, in turn, rely on third- party carriers to ship products to us, and in some cases, directly to our customers. We also rely on a limited number of third- party carriers to deliver inventory to us and product shipments to our customers. We and our suppliers are therefore subject to the risks, including employee strikes, inclement weather, power outages, national disasters, rising fuel costs, and financial constraints associated with such carriers' abilities to provide delivery services to meet our and our suppliers' shipping needs. In addition, for some customer orders we rely on third- party jewelers to assemble and ship the product. Our suppliers', third- party carriers', or third- party jewelers' failure to deliver high- quality products to us or our customers in a timely manner or to otherwise adequately serve our customers would damage our reputation and brand, and substantially harm our business and results of operations. We rely on a limited number of contract manufacturers and logistics partners for our products. A loss of any of these partners could negatively affect our business. We rely on a limited number of contract manufacturers and logistics partners to manufacture and transport our products. In the event of interruption from any of our contract manufacturers, we may not be able to increase capacity from other sources or develop alternate or secondary sources without incurring material additional costs and substantial delays. Our contract manufacturers’ primary facilities are principally located in the U. S., India, Mexico, and Thailand, and furthermore are geographically concentrated in limited regions of each. Thus, our business could be adversely affected if one or more of our manufacturers is impacted by a natural disaster, **a** ~~an epidemic such as the COVID- 19~~ pandemic, or other interruption at a particular location. Such interruptions may be due to, among other things, temporary closures of our facilities or those of our contract manufacturers, and other vendors in our supply chain; restrictions on travel or the import / export of goods and services from certain ports that we use; and local quarantines. If we experience a significant increase in demand for our products that cannot be satisfied adequately through our existing manufacturing channels, or if we need to replace an existing manufacturer, we may be unable to supplement or replace them on terms that are acceptable to us, which may undermine our ability to deliver our products in a timely manner. For example, if we require additional manufacturing support, it may take a significant amount of time to identify a manufacturer that has the capability and resources to build our products to our specifications in sufficient volume. Identifying suitable manufacturers and logistics partners is an extensive process that requires us to become satisfied with their quality control, technical capabilities, responsiveness and service, financial stability, regulatory compliance, and labor and other ethical practices. Accordingly, a loss of any of our contract manufacturers or logistics partners could have an adverse effect on our business, financial condition, and operating results. We rely on third parties for elements of the payment processing infrastructure underlying our business and are subject to risks related to online payment methods. The convenient payment mechanisms provided by our business are key factors contributing to the development of our business. We rely on third parties for elements of our payment processing infrastructure to accept payments from customers and remit payments to suppliers. These third parties may refuse to renew our agreements with them on commercially reasonable terms or at all. If these companies become unwilling or unable to provide these services to us on acceptable terms or at all, our business may be disrupted. For certain payment methods, including credit and debit cards, and third- party financing sources, we generally pay interchange fees and other processing and gateway fees, and such fees result in significant costs. In addition, online payment providers are under continued pressure to pay increased fees to banks to process funds, and there is no assurance that such online payment providers will not pass any increased costs on to us. If these fees increase over time, our operating costs will increase, which could adversely affect our business, financial condition, and results of operations. Future failures of the payment processing infrastructure underlying our business could cause customers to lose trust in our payment operations and could cause them to instead turn to our competitors’ products and services. If the quality or convenience of our payment processing infrastructure declines as a result of these limitations or for any other reason, the attractiveness of our business to customers could be adversely affected. If we are forced to migrate to other third- party payment service providers for any reason, the transition would require significant time and management resources, and may not be as effective, efficient, or well- received by our customers. As our business changes, we also may be subject to different rules under existing standards, which may require new assessments that involve costs above what we currently pay for compliance. If we fail to comply with the rules or requirements of any provider of a payment method we accept, if the volume of fraud in our transactions limits or terminates our rights to use payment methods we currently accept, or if a data breach occurs relating to our payment systems, we may, among other things, be subject to fines or higher transaction fees and may lose, or face restrictions placed upon, our ability to accept credit card and debit card payments from customers or facilitate other types of online payments. If any of these events were to occur, our business, financial condition, and results of operations could be materially adversely affected. We occasionally receive orders placed with fraudulent credit card or other payment data, including stolen credit card numbers, or from clients who have closed bank accounts or have insufficient funds in open bank accounts to satisfy payment obligations. We may suffer losses as a result of orders placed with fraudulent credit card data or other fraudulent payment date even if the associated financial institution approved payment of the orders. Under current credit card practices and the practices of our other payment processing partners, we may be liable for fraudulent credit card or other payment transactions. If we are unable to detect or control credit card or other fraud, our liability for these transactions could harm our business, financial condition, and results of operations. Our business relies on third party providers...... could be materially and adversely affected. We rely primarily on third- party insurance policies to insure our operations- related risks. If our insurance coverage is insufficient for the needs of our business or our insurance providers are unable to meet their obligations, we may not be able to mitigate the risks facing our business, which could adversely affect our business, financial condition, and results of operations. We procure third- party insurance policies to cover various operations- related risks, including employment practices liability, workers’ compensation, property and casualty, cybersecurity, directors’ and officers’ liability, and general business liabilities. We rely on a limited number of insurance providers, and should such providers discontinue or increase the cost of coverage, we cannot guarantee that we would be able to secure replacement coverage on reasonable terms or at all. If our insurance carriers change the terms of our policies in a manner not favorable to us, our insurance costs could increase, and our ability to adequately ensure the risks to our business could be impaired. A **portion** ~~substantial amount~~ of our inventory is in the custody of third parties such as our manufacturing partners, at any given time, and we are reliant on the adequacy of their insurance policies to cover potential loss or damage of our inventory in the custody of third parties. Any failure of such insurance policies to cover an event of loss or damage to inventory in the custody of third parties may result in a material loss to us. Further, if the insurance coverage we maintain is not adequate to cover losses that occur, or if we are required to purchase additional insurance for other aspects of our business, we could be liable for significant additional costs. Additionally, if any of our insurance providers becomes insolvent, it would be unable to pay any operations- related claims that we make. If the amount of one or more operations- related claims were to exceed our applicable aggregate coverage limits, we would bear the excess, in addition to amounts already incurred in connection with deductibles, self- insured retentions, co- insurance, or otherwise paid by our insurance policy. Insurance providers have raised premiums and deductibles for many businesses and may do so in the future. As a result, our insurance and claims expense could increase, or we may decide to raise our deductibles or self- insured retentions when our policies are renewed or replaced. Our business, financial condition, and results of operations could be adversely affected if the cost per claim, premiums, the severity of claims, or the number of claims significantly exceeds our historical experience and coverage limits; we experience a claim in excess of our coverage limits; our insurance providers fail to pay on our insurance claims; we experience a claim for which coverage is not provided; or the number of claims under our deductibles or self- insured retentions differs from historical averages. Risks Related to Our Organizational Structure Our principal asset is our interest in Brilliant Earth, LLC, and, as a result, we depend on distributions from Brilliant Earth, LLC to pay our taxes and expenses, including payments under the Tax Receivable Agreement (as defined herein). Brilliant Earth, LLC' s ability to make such distributions may be subject to various limitations and restrictions. We are a holding company and have no material assets other than our ownership of LLC Interests (as defined herein). As such, we have no independent means of generating revenue or cash flow, and our ability to pay our taxes and operating expenses or declare and pay dividends in the future, if any, will be dependent upon the financial results and cash flows of Brilliant Earth, LLC and distributions we receive from Brilliant Earth, LLC. There can be no assurance that Brilliant Earth, LLC will generate sufficient cash flow to distribute funds to us or that applicable state law and contractual restrictions, including negative covenants in any applicable debt instruments, will permit such distributions. Brilliant Earth, LLC is currently subject to debt instruments or other agreements that restrict its ability to make distributions to us, which may in turn affect Brilliant Earth, LLC' s ability to pay distributions to us and thereby adversely affect our cash flows. Brilliant Earth, LLC is treated as a partnership for U. S. federal income tax purposes and, as such, generally is not subject to any entity-level U. S. federal income tax. Instead, any taxable income of Brilliant Earth, LLC is allocated to holders of LLC Interests, including us. Accordingly, we incur income taxes on our allocable share of any net taxable income of Brilliant Earth, LLC. Under the terms of the ~~Brilliant Earth~~ LLC Agreement, Brilliant Earth, LLC is obligated, subject to various limitations and restrictions, including with respect to our debt agreements, to make tax distributions to holders of LLC Interests, including us. In addition to tax expenses, we will also incur expenses related to our operations, including payments under the Tax Receivable Agreement, which we expect will be significant. We intend, as its managing member, to cause Brilliant Earth, LLC to make cash distributions to the holders of LLC Interests in an amount sufficient to (1) fund all or part of their tax obligations in respect of taxable income allocated to them and (2) cover our operating expenses, including payments under the Tax Receivable Agreement. However, Brilliant Earth, LLC' s ability to make such distributions may be subject to various limitations and restrictions, such as restrictions on distributions that would either violate any contract or agreement to which Brilliant Earth, LLC is then a party, including debt agreements, or any applicable law, or that would have the effect of rendering Brilliant Earth, LLC insolvent. If we do not have sufficient funds to pay tax or other liabilities, or to fund our operations (including, if applicable, as a result of an acceleration of our obligations under the Tax Receivable Agreement), we may have to borrow funds, which could materially and adversely affect our liquidity and financial condition, and subject us to various restrictions imposed by any lenders of such funds. To the extent we are unable to make timely payments under the Tax Receivable Agreement for any reason, such payments generally will be deferred and will accrue interest until paid; provided, however, that nonpayment for a specified period may constitute a material breach of a material obligation under the Tax Receivable Agreement resulting in the acceleration of payments due under the Tax Receivable Agreement. In addition, if Brilliant Earth, LLC does not have sufficient funds to make distributions, our ability to declare and pay cash dividends will also be restricted or impaired, although we do not anticipate declaring or paying any cash dividends on our Class A common stock and Class D common stock in the foreseeable future. Under the ~~Brilliant Earth~~ LLC Agreement, we intend to cause Brilliant Earth, LLC, from time to time, to make distributions in cash to its equityholders (including us) in amounts sufficient to cover the taxes imposed on their allocable share of taxable income of Brilliant Earth, LLC. As a result of (1) potential differences in the amount of net taxable income allocable to us and to Brilliant Earth, LLC' s other equityholders, (2) the lower tax rate applicable to corporations as opposed to individuals, and (3) certain tax benefits that we anticipate from (a) future purchases or redemptions of LLC Interests from the Continuing Equity Owners, (b) payments under the Tax Receivable Agreement and (c) any acquisition of interests in Brilliant Earth, LLC from other equityholders ~~in connection with the consummation of the Reorganization Transactions (as defined herein)~~ , these tax distributions may be in amounts that exceed our tax liabilities. ~~Our~~ **The** ~~board~~ **Board** ~~of directors~~ will determine the appropriate uses for any excess cash so accumulated, which may include, among other uses, the payment of a cash dividend on our Class A common stock and Class D common stock, the payment of obligations under the Tax Receivable Agreement, the declaration of a stock dividend on our Class A common stock and Class D common stock, along with the purchase of a corresponding number of common units in Brilliant Earth, LLC, or the purchase of additional common units in Brilliant Earth, LLC, along with a recapitalization of all of the outstanding common units in Brilliant Earth, LLC and the payment of other expenses. We have no obligation to distribute such cash (or other available cash) to our stockholders. No adjustments to the exchange ratio for LLC Interests and corresponding shares of Class A common stock or Class D common stock, as applicable, will be made as a result of any cash distribution by us or any retention of cash by us. To the extent we do not distribute such excess cash as dividends on our Class A common stock or Class D common stock, or otherwise use the cash as described above, we may take other actions with respect to such excess cash, for example, holding such excess cash, or lending it (or a portion thereof) to Brilliant Earth, LLC, which may result in shares of our Class A common stock and Class D common stock increasing in value relative to the value of LLC Interests. The holders of LLC Interests may benefit from any value attributable to such cash balances if they acquire shares of Class A common stock or Class D common stock, as applicable, in exchange for their LLC Interests, notwithstanding that such holders may have participated previously as holders of LLC Interests in distributions that resulted in such excess cash balances. The Tax Receivable Agreement with the Continuing Equity Owners requires us to make cash payments to them in respect of certain tax benefits to which we may become entitled, and we expect that such payments will be substantial. **We are party to** ~~In connection with the consummation of our initial public offering of our Class A common stock, we entered into~~ a Tax Receivable Agreement with Brilliant Earth, LLC and each of the Continuing Equity Owners ~~(as defined herein)~~ . Under the Tax Receivable Agreement, we are required to make cash payments to the Continuing Equity Owners equal to 85 % of the tax benefits, if any, that we actually realize, or in certain circumstances are deemed to realize, as a result of (1) increases in Brilliant Earth Group, Inc.' s allocable share of the tax basis of Brilliant Earth, LLC' s assets resulting from (a) Brilliant Earth Group, Inc.' s purchase **(or deemed purchase)** of LLC Interests from each Continuing Equity Owner, (b) any future redemptions or exchanges of LLC Interests for Class A common stock or Class D common stock (or cash), and (c) certain distributions (or deemed distributions) by Brilliant Earth, LLC; and (2) certain tax benefits arising from payments under the Tax Receivable Agreement. We expect that the amount of the cash payments we will be required to make under the Tax Receivable Agreement will be substantial. Any payments made by us to the Continuing Equity Owners under the Tax Receivable Agreement will not be available for reinvestment in our business and will generally reduce the amount of overall cash flow that might have otherwise been available to us. To the extent that we are unable to make timely payments under the Tax Receivable Agreement for any reason, the unpaid amounts will be deferred and will accrue interest until paid by us; provided, however, that nonpayment for a specified period may constitute a material breach of a material obligation under the Tax Receivable Agreement resulting in the acceleration of payments due under the Tax Receivable Agreement. Payments under the Tax Receivable Agreement are not conditioned upon continued ownership of Brilliant Earth, LLC by the exchanging Continuing Equity Owners. Furthermore, our future obligation to make payments under the Tax Receivable Agreement could make us a less attractive target for an acquisition, particularly in the case of an acquirer that cannot use some or all of the tax benefits that are the subject of the Tax Receivable Agreement. The actual increase in tax basis, and the actual utilization of any resulting tax benefits, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors: including the timing of redemptions by the Continuing Equity Owners; the price of shares of our Class A common stock at the time of the exchange; the extent to which such exchanges are taxable; the amount of gain recognized by such Continuing Equity Owners; the amount and timing of the taxable income allocated to us or otherwise generated by us in the future; the portion of our payments under the Tax Receivable Agreement constituting imputed interest; and the federal and state tax rates then applicable. Our organizational structure, including the Tax Receivable Agreement, confers certain benefits upon the Continuing Equity Owners that will not benefit holders of our Class A common stock to the same extent that they will benefit the Continuing Equity Owners. Our organizational structure, including the Tax Receivable Agreement, confers certain benefits upon the Continuing Equity Owners ~~that~~ **but** will not benefit the holders of our Class A common stock to the same extent that it will benefit the Continuing Equity Owners. We entered into the Tax Receivable Agreement with Brilliant Earth, LLC and the Continuing Equity Owners in connection with the completion of our initial public offering ~~and the Reorganization Transactions~~ . The Tax Receivable Agreement provides for the payment by us to the Continuing Equity Owners of 85 % of the amount of tax benefits, if any, that we actually realize, or in some circumstances are deemed to realize, as a result of (1) increases in Brilliant Earth Group, Inc.' s allocable share of the tax basis of Brilliant Earth, LLC' s assets resulting from (a) Brilliant Earth Group, Inc.' s purchase **(or deemed purchase)** of LLC Interests from each Continuing Equity Owner, (b) any future redemptions or exchanges of LLC Interests for Class A common stock or Class D common stock (or cash), and (c) certain distributions (or deemed distributions) by Brilliant Earth, LLC; and (2) certain tax benefits arising from payments under the Tax Receivable Agreement. Although we will retain 15 % of the amount of such tax benefits, this and other aspects of our organizational structure may adversely impact the future trading market for our Class A common stock. In certain cases, payments under the Tax Receivable Agreement to the Continuing Equity Owners may be accelerated or significantly exceed any actual benefits we realize in respect of the tax attributes subject to the Tax Receivable Agreement. The Tax Receivable Agreement provides that if (1) we materially breach any of our material obligations under the Tax Receivable Agreement, (2) certain mergers, asset sales, other forms of business combinations or other changes of control occur after the consummation of our initial public offering, or (3) we elect an early termination of the Tax Receivable Agreement, then our obligations, or our successor' s obligations, under the Tax Receivable Agreement to make payments will be determined based on certain assumptions, including an assumption that we will have sufficient taxable income to fully utilize all potential future tax benefits that are subject to the Tax Receivable Agreement. As a result of the foregoing, we would be required to make an immediate cash payment equal to the present value of the anticipated future tax benefits that are the subject of the Tax Receivable Agreement, based on certain assumptions (including that we earn sufficient taxable income to realize all potential tax benefits that are subject to the Tax Receivable Agreement), which payment may be made significantly in advance of the actual realization, if any, of such future tax benefits. Such cash payment to the Continuing Equity Owners could be greater than the specified percentage of any actual benefits we ultimately realize in respect of the tax benefits that are subject to the Tax Receivable Agreement. In these situations, our obligations under the Tax Receivable Agreement could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. There can be no assurance that we will be able to fund or finance our obligations under the Tax Receivable Agreement. We may need to incur debt to finance payments under the Tax Receivable Agreement to the extent our cash resources are insufficient to meet our obligations under the Tax Receivable Agreement as a result of timing discrepancies or otherwise. We will not be reimbursed for any payments made to the Continuing Equity Owners under the Tax Receivable Agreement in the event that any tax benefits are disallowed. Payments under the Tax Receivable Agreement are based on the tax reporting positions that we determine, and the U. S. Internal Revenue Service (the " IRS "), or another tax authority, may challenge all or part of the tax basis increases or other tax benefits we claim, as well as other related tax positions we take, and a court could sustain such challenge. If the outcome of any such challenge would reasonably be expected to adversely affect the rights and obligations of Mainsail (as defined herein) or Just Rocks (as defined herein) in any material respect under the Tax Receivable Agreement, then we will not be permitted to settle such challenge without the consent (not to be unreasonably withheld or delayed) of Mainsail or Just Rocks, as applicable. The interests of Mainsail and Just Rocks in any such challenge may differ from or conflict with our interests and your interests, and Mainsail and Just Rocks may exercise their consent rights relating to any such challenge in a manner adverse to our interests and your interests. We will not be reimbursed for any cash payments previously made to the Continuing Equity Owners under the Tax Receivable Agreement in the event that any tax benefits initially claimed by us and for which payment has been made to a Continuing Equity Owner are subsequently challenged by a taxing authority and are ultimately disallowed. Instead, any excess cash payments made by us to a Continuing Equity Owner will be netted against future cash payments, if any, that we might otherwise be required to make to such Continuing Equity Owner, under the terms of the Tax Receivable Agreement. However, we might not determine that we have effectively made an excess cash payment to a Continuing Equity Owner for a number of years following the initial time of such payment and, if any of our tax reporting positions are challenged by a taxing authority, we will not be permitted to reduce any future cash payments under the Tax Receivable Agreement until any such challenge is finally settled or determined. Moreover, the excess cash payments we made previously under the Tax Receivable Agreement could be greater than the amount of future cash payments against which we would otherwise be permitted to net such excess. The applicable U. S. federal income tax rules for determining applicable tax benefits we may claim are complex and factual in nature, and there can be no assurance that the IRS or a court will not disagree with our tax reporting positions. As a result, payments could be made under the Tax Receivable Agreement significantly in excess of any actual cash tax savings that we realize in respect of the tax attributes with respect to a Continuing Equity Owner that are the subject of the Tax Receivable Agreement. Changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our results of operations and financial condition. We are subject to taxation by U. S. federal, state, local, and foreign tax authorities. Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including: • allocation of expenses to and among different jurisdictions; • changes to our assessment about our ability to realize, or in the valuation of, our deferred tax assets that are based on estimates of our future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which we do business; • expected timing and amount of the release of any tax valuation allowances; • tax effects of stock- based compensation; • costs related to intercompany reorganization; • changes in tax laws, tax treaties, regulations or interpretations thereof; • the outcome of current and future tax audits, examinations, or administrative appeals; • lower than anticipated future earnings in jurisdictions where we have lower statutory tax rates and higher than anticipated future earnings in jurisdictions where we have higher statutory tax rates; and • limitations or adverse findings regarding our ability to do business in some jurisdictions. Any changes in U. S. or foreign taxation may increase our worldwide effective tax rate and harm our business, financial condition, and results of operations. In particular, new income or other tax laws or regulations could be enacted at any time, which could adversely affect our business operations and financial performance. Further, existing tax laws and regulations could be interpreted, modified, or applied adversely to us. If we were deemed to be an investment company under the Investment Company Act of 1940, as amended (the " 1940 Act "), including as a result of our ownership of Brilliant Earth, LLC, applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business. Under Sections 3 (a) (1) (A) and (C) of the 1940 Act, a company generally will be deemed to be an " investment company " for purposes of the 1940 Act if (1) it is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities, or (2) it engages, or proposes to engage, in the business of investing, reinvesting, owning, holding or trading in securities and it owns or proposes to acquire investment securities having a value exceeding 40 % of the value of its total assets (exclusive of U. S. government securities and cash items) on an unconsolidated basis. We do not believe that we are an " investment company, " as such term is defined in either of those sections of the 1940 Act. We and Brilliant Earth, LLC intend to conduct our operations so that we will not be deemed an investment company. As the sole managing member of Brilliant Earth, LLC, we control and operate Brilliant Earth, LLC. On that basis, we believe that our interest in Brilliant Earth, LLC is not an " investment security " as that term is used in the 1940 Act. However, if we were to cease participation in the management of Brilliant Earth, LLC, or if Brilliant Earth, LLC itself becomes an investment company, our interest in Brilliant Earth, LLC could be deemed an " investment security " for purposes of the 1940 Act. We and Brilliant Earth, LLC intend to conduct our operations so that we will not be deemed an investment company. If it were established that we were an unregistered investment company, there would be a risk that we would be subject to monetary penalties and injunctive relief in an action brought by the SEC, that we would be unable to enforce contracts with third parties and that third parties could seek to obtain rescission of transactions undertaken during the period it was established that we were an unregistered investment company. If we were required to register as an investment company, restrictions imposed by the 1940 Act, including limitations on our capital structure and our ability to transact with affiliates, could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business. Risks related to the Ownership of Our Class A Common Stock The Continuing Equity Owners have significant influence over us, including control over decisions that require the approval of stockholders. The Continuing Equity Owners control, in aggregate, approximately ~~98~~ **97** . ~~2~~ **7** % of the voting power represented by all our outstanding classes of stock. As a result, the Continuing Equity Owners exercise significant influence over all matters requiring stockholder approval, including the election and removal of directors and the size of our ~~board~~ **Board** , any amendment of our amended and restated certificate of incorporation or bylaws, and any approval of significant corporate transactions (including a sale of all or substantially all of our assets), and will continue to have significant control over our business, affairs, and policies, including the appointment of our management. The directors that the Continuing Equity Owners have the ability to elect through their voting power have the authority to incur additional debt, issue or repurchase stock, declare dividends, and make other decisions that could be detrimental to stockholders. Certain members of our ~~board~~ **Board** are appointed by and / or affiliated with the Continuing Equity Owners. The Continuing Equity Owners can take actions that have the effect of delaying or preventing a change of control of us or discouraging others from making tender offers for our shares, which could prevent stockholders from receiving a premium for their shares. These actions may be taken even if other stockholders oppose them. The concentration of voting power with the Continuing Equity Owners may have an adverse effect on the price of our Class A common stock. The Continuing Equity Owners may have interests that are different from yours and may vote in a way with which other stockholders disagree and that may be adverse to interests of our other stockholders. Our stock price may change significantly and you could lose all or part of your investment as a result. The price of shares of our Class A common stock **has fluctuated in the past and** may **continue to** fluctuate ~~based on~~ **in response to a variety of factors, including the following:** • ~~technology~~ **technological** ~~changes,~~ **developments and** changes in consumer behavior in our industry; • security breaches related to our systems or those of our affiliates or strategic partners; • changes in **general** economic **or market** conditions ~~for~~ - **or** ~~companies~~ **trends** in our industry **or the economy as a whole and, in particular, in the jewelry and consumer retail environment** ; • changes in market valuations of, or earnings and other announcements by, companies in our industry; • declines in the market prices of stocks generally, particularly those of jewelry and consumer retail; • strategic actions by us or our competitors; • announcements by us, our competitors or our strategic partners of significant contracts, new products, acquisitions, joint marketing relationships, joint ventures, other strategic relationships, or capital commitments; • changes in ~~general economic or market conditions or trends in our industry or the economy as a whole and, in particular, in the jewelry and consumer retail environment; • changes in~~ business or regulatory conditions; • future sales of our Class A common stock or other securities; • investor perceptions of the investment opportunity associated with our Class A common stock relative to other investment alternatives; • the public' s response to press releases or other public announcements by us or third parties, including our filings with the SEC; • announcements relating to litigation or ~~governmental~~ **increases in compliance or enforcement inquiries and** investigations **by regulatory authorities** ; • guidance, if any, that we provide to the public, any changes in this guidance, or our failure to meet this guidance; • ~~the development and sustainability of an active trading market for our stock; •~~ changes in accounting principles; ~~and~~ • **short sales, hedging and** other ~~events~~ **derivative transactions involving** ~~or~~ **our** ~~factors~~ **common stock; and effects of recession or economic growth in the United States and abroad, rising high inflation and interest rates, bank failures, fuel prices, international currency fluctuations, corruption, political instability, acts of war** , including ~~those~~ -- **the conflicts in Europe** ~~resulting from system failures~~ and **the Middle East** ~~disruptions, natural disasters, war or threats of war~~ , acts of terrorism, an outbreak of highly infectious or contagious diseases, or responses to these events **; and • the other factors described in this " Risk Factors " section of this Annual Report on Form 10- K** . Furthermore, the stock market may experience extreme volatility that, in some cases, may be unrelated or disproportionate to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the market price of our Class A common stock, regardless of our actual operating performance. In addition, price volatility may be greater if the public float and trading volume of our Class A common stock is low. In the past, following periods of market volatility, stockholders have instituted securities class action litigation. If we become involved in securities litigation, it could have a substantial cost and divert resources and the attention of management from our business regardless of the outcome of such litigation. **Our** ~~We cannot predict the effect our~~ multi- class structure may have **a negative impact** on the market price of our Class A common stock. We cannot predict whether our multi- class structure will result in a lower or more volatile market price of our Class A common stock, in adverse publicity, or other adverse consequences. **Certain investors, including large institutional investors, may prefer companies that do not have multiple share classes** ~~For~~ - **or** ~~example~~ **may have investment guidelines that preclude them from investing in companies that have multiple share classes. In addition** , certain index providers have ~~announced~~ **previously implemented, and may in the future determine to implement,** restrictions on including companies with multiple ~~-~~ class share structures in certain of their indices. ~~In~~ **For example, from** July 2017 ~~, FTSE Russell announced that it plans~~ to **April 2023** ~~require new constituents of its indices to have greater than 5 % of the company' s voting rights in the hands of public stockholders~~ , ~~and~~ S & P Dow Jones **excluded** ~~announced that it will no longer admit~~ companies with multiple ~~- class~~ share **classes from** ~~structures to certain of its indices. Affected indices include~~ the ~~Russell 2000 and~~ **S & P Composite 1500 (composed of** the S & P 500, S & P MidCap 400, and S & P SmallCap 600 **)** ~~, which together make up the S & P Composite 1500~~ . **Indices have discretion to reassess** ~~Also in 2017, MSCI, a leading stock index provider, opened public consultations on their treatment of no- vote~~ and **implement such policies with respect to** multi- class **differing voting right** structures ~~and temporarily barred new~~ **. Under any such policies, our** multi- class **capital** ~~listings from certain of its indices and in October 2018, MSCI announced its decision to include equity securities " with unequal voting structures " in its indices and to launch a new index that specifically includes voting rights in its eligibility criteria. Under such announced policies, the multi- class~~ structure ~~of our stock~~ would make us ineligible for inclusion in ~~certain~~ **any of these** indices ~~and, as a result, mutual funds, exchange- traded funds and other investment vehicles that attempt to track those indices would not invest in our Class A common stock. These policies may depress valuations, compared to similar companies that are included. Given the sustained flow of investment funds into passive strategies that seek to track certain indices, exclusion from certain stock indices would likely preclude investment by many of these funds and could make our Class A common stock less attractive to other investors~~ . As a result, the market price of our Class A common stock could be **materially** adversely affected. We are a " controlled company " within the meaning of the rules of the Nasdaq Stock Market LLC (" Nasdaq ") and, as a result, qualify for exemptions from certain corporate governance requirements and holders of our Class A common stock may not have the same protections afforded to stockholders of companies that are subject to such corporate governance requirements. Mainsail and our Founders (as defined herein) have more than 50 % of the voting power for the election of directors, and, as a result, we are considered a " controlled company " for the purposes of the corporate governance rules of Nasdaq. As such, we qualify for exemptions from certain corporate governance requirements, including the requirements to have a majority of independent directors on our ~~board~~ **Board** ~~of directors~~ , an entirely independent nominating and corporate governance committee, an entirely independent compensation committee or to perform annual performance evaluations of the nominating and corporate governance and compensation committees. The corporate governance requirements and specifically the independence standards are intended to ensure that directors who are considered independent are free of any conflicting interest that could influence their actions as directors. As a result, we are not subject to certain corporate governance requirements, including that a majority of ~~our~~ **the** ~~board~~ **Board** ~~of directors~~ consists of " independent directors, " as defined under the Nasdaq ~~rules~~ **Rules** . In addition, we are not required to have a nominating and corporate governance committee or compensation committee that is composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities or to conduct annual performance evaluations of the nominating and corporate governance and compensation committees. While currently, five of the seven directors on our Board are independent under the Nasdaq Rules, and our Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee each consists entirely of independent directors under the Nasdaq Rules, we may utilize certain exemptions afforded to a " controlled company " in the future. Accordingly, holders of our Class A common stock may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of Nasdaq. Our status as a controlled company could make our Class A common stock less attractive to some investors or otherwise harm our stock price. Certain provisions of Delaware law and antitakeover provisions in our organizational documents could delay or prevent a change of control. Certain provisions of Delaware law and our amended and restated certificate of incorporation and amended and restated bylaws may have an antitakeover effect and may delay, defer, or prevent a merger, acquisition, tender offer, takeover attempt or other change of control transaction that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by our stockholders. These provisions provide for, among other things: • a classified board of directors with staggered three- year terms; • the ability of our ~~board~~ **Board** ~~of directors~~ to issue one or more series of preferred stock; • at any time when Mainsail and our Founders beneficially own, in the aggregate, at least a majority of the voting power of our outstanding capital stock, our stockholders may take action by consent without a meeting, and at any time when Mainsail and our Founders beneficially own, in the aggregate, less than the majority of the voting power of our outstanding capital stock, our stockholders may not take action by consent, but may only take action at a meeting of stockholders; • vacancies on our ~~board~~ **Board** ~~of directors~~ will be able to be filled only by our ~~board~~ **Board** ~~of directors~~ and not by stockholders, subject to the rights granted pursuant to the stockholders agreement; • advance notice procedures apply for stockholders (other than the parties to our stockholders agreement for nominations made pursuant to the terms of the stockholders agreement) to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders; • the inability of our stockholders to call a special meeting of stockholders; • prohibit cumulative voting in the election of directors; • at any time when Mainsail and our Founders beneficially own, in the aggregate, at least a majority of the voting power of our outstanding capital stock, directors may be removed at any time with or without cause upon the affirmative vote of the holders of capital stock representing a majority of the voting power of our outstanding shares of capital stock entitled to vote thereon, and at any time when Mainsail and our Founders beneficially own, in the aggregate, less than the majority of the voting power of our outstanding shares of capital stock entitled to vote generally in the election of directors, in the aggregate, directors may only be removed for cause and only upon the affirmative vote of at least 66 2 / 3 % of the holders of capital stock representing the voting power of our outstanding shares of capital stock entitled to vote thereon; and • that certain provisions of amended and restated certificate of incorporation may be amended only by the affirmative vote of at least 66 2 / 3 % of the voting power represented by our then- outstanding common stock. These antitakeover provisions could make it more difficult for a third party to acquire us, even if the third party' s offer may be considered beneficial by many of our stockholders. As a result, our stockholders may be limited in their ability to obtain a premium for their shares. In addition, we have opted out of Section 203 of the General Corporation Law of the State of Delaware (the " DGCL "), but our amended and restated certificate of incorporation provides that engaging in any of a broad range of business combinations with any " interested " stockholder (generally defined as any stockholder with 15 % or more of our voting stock) for a period of three years following the date on which the stockholder became an " interested " stockholder is prohibited, subject to certain exceptions. The JOBS Act allows us to postpone the date by which we must comply with certain laws and regulations intended to protect investors and to reduce the amount of information we provide in our reports filed with the SEC. This reduced disclosure may make our Class A common stock less attractive to investors. The JOBS Act is intended to reduce the regulatory burden on " emerging growth companies. " As defined in the JOBS Act, a public company whose initial public offering of common equity securities occurs after December 8, 2011, and whose annual net sales are less than $ 1. 235 billion will, in general, qualify as an " emerging growth company " until the earliest of: • the last day of its fiscal year following the fifth anniversary of the date of its initial public offering of common equity securities; • the last day of its fiscal year in which it has annual gross revenue of $ 1. 235 billion or more; • the date on which it has, during the previous three- year period, issued more than $ 1. ~~235~~ **0** billion in nonconvertible debt; and • the date on which it is deemed to be a " large accelerated filer, " which will occur at such time as the company (1) has an aggregate worldwide market value of common equity securities held by non - affiliates of $ 700 million or more as of the last business day of its most recently completed second fiscal quarter, (2) has been required to file annual and quarterly reports under the Exchange, for a period of at least 12 months, and (3) has filed at least one annual report pursuant to the Exchange Act. Under this definition, we are an " emerging growth company " and could remain an " emerging growth company " until as late as December 31, 2026. For so long as we are an " emerging growth company, " we will, among other things: • not be required to comply with the auditor attestation requirements of Section 404 (b) of the Sarbanes- Oxley Act; • not be required to hold a nonbinding advisory stockholder vote on executive compensation pursuant to Section 14A (a) of the Exchange Act; • not be required to seek stockholder approval of any golden parachute payments not previously approved pursuant to Section 14A (b) of the Exchange Act; • be exempt from the requirement of the Public Company Accounting Oversight Board, regarding the communication of critical audit matters in the auditor' s report on the financial statements; and • be subject to reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements. In addition, Section 107 of the JOBS Act provides that an emerging growth company can use the extended transition period provided in Section 7 (a) (2) (B) of the Securities Act for complying with new or revised accounting standards. This permits an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to use this extended transition period and, as a result, our audited consolidated financial statements may not be comparable to the financial statements of issuers who are required to comply with the effective dates for new or revised accounting standards that are applicable to public companies. Investors may find our Class A common stock less attractive as a result of our decision to take advantage of some or all of the reduced disclosure requirements above. If some investors find our Class A common stock less attractive as a result, there may be a less active trading market for our Class A common stock and our stock price may be more volatile. Pursuant to the Dodd- Frank Act and SEC rules, we must file public disclosures regarding the country of origin of certain supplies, which could damage our reputation or impact our ability to obtain merchandise if customers or other stakeholders react negatively to our disclosures. In August 2012, the SEC, pursuant to the Dodd- Frank Wall Street Reform and Consumer Protection Act (" Dodd- Frank Act "), issued final rules, which require annual disclosure and reporting on the source and use of certain minerals, including gold, from the Democratic Republic of Congo and adjoining countries. The gold supply chain is complex and, while management believes that the rules currently cover less than 1 % of annual worldwide gold production (based upon recent estimates), the final rules require us and other affected companies that file with the SEC to make specified country of origin inquiries of our suppliers, and otherwise to exercise reasonable due diligence in determining the country of origin and certain other information relating to any of the statutorily designated minerals (gold, tin, tantalum, and tungsten), that are used in products sold by us in the U. S. and elsewhere. There may be reputational risks associated with any potential negative response of our customers and other stakeholders to future disclosures by us in the event that, due to the complexity of the global supply chain, we are unable to sufficiently verify the origin of the relevant metals. Also, if future responses to verification requests by suppliers of any of the covered minerals used in our products are inadequate or adverse, our ability to obtain merchandise may be impaired, and its compliance costs may increase. The final rules also cover tungsten and tin, which are contained in a small proportion of items that are sold by us. It is possible that other minerals, such as diamonds, could be subject to similar rules. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters and the federal district courts of the U. S. shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders. Our amended and restated certificate of incorporation provides (A) (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or stockholder of the Company to the Company or the Company' s stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL, our amended and restated certificate of incorporation or our amended and restated bylaws (as either may be amended or restated) or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware or (iv) any action asserting a claim governed by the internal affairs doctrine of the law of the State of Delaware shall, to the fullest extent permitted by law, be exclusively brought in the Court of Chancery of the State of Delaware or, if such court does not have subject matter jurisdiction thereof, the federal district court of the State of Delaware; and (B) the federal district courts of the U. S. shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. Notwithstanding the foregoing, the exclusive forum provision shall not apply to claims seeking to enforce any liability or duty created by the Exchange Act. The choice of forum provision may limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage such lawsuits against us and our directors, officers, and other employees. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations, and financial condition. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of our capital stock shall be deemed to have notice of and consented to the forum provisions in our amended and restated certificate of incorporation. If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, or if there is any fluctuation in our credit rating, our stock price and trading volume could decline. The trading market for our Class A common stock relies in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. If one or more of the analysts who cover us downgrade our stock or our industry, or the stock of any of our competitors, or publish inaccurate or unfavorable research about our business, the price of our stock could decline. If one or more of these analysts stops covering us or fails to publish reports on us regularly, we could lose visibility in the market, which, in turn, could cause our stock price or trading volume to decline. Additionally, any fluctuation in the credit rating of us or our subsidiaries may impact our ability to access debt markets in the future or increase our cost of future debt, which could have a material adverse effect on our operations and financial condition, which in return may adversely affect the trading price of shares of our Class A common stock. If our estimates or judgments relating to our critical accounting policies **and estimates** prove to be incorrect, our results of operations could be adversely affected. The preparation of financial statements in conformity with U. S. **generally accepted accounting principles ("** GAAP **")** requires management to make estimates and assumptions that affect the amounts reported in our audited consolidated financial statements and accompanying notes appearing elsewhere in this Annual Report on Form 10- K. Actual results could differ materially from these estimates. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section of this Annual Report on Form 10- K titled " Management' s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates. " The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenue and expenses. Significant estimates and judgments involve: revenue recognition, including revenue- related reserves; ~~legal contingencies~~ **equity- based compensation** ; ~~valuation of our common stock~~ and ~~equity awards;~~ income ~~taxes; and sales and indirect~~ tax ~~reserves~~ **related items** . Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the market price of our Class A common stock. Future sales, or the perception of future sales, by us or our existing stockholders in the public market could cause the market price for our Class A common stock to decline. The sale of shares of our Class A common stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of shares of our Class A common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. As of December 31, ~~2022~~ **2023** , we have outstanding a total of ~~11~~ **12** , ~~246~~ **522** , ~~694~~ **146** shares of Class A common stock ~~. Of the outstanding shares, the 9, 583, 332 shares of Class A common stock sold in our initial public offering are freely tradable without restriction or further registration under the Securities Act, other than any shares held by our affiliates~~ . Any shares of Class A common stock held by our affiliates **are** ~~will be~~ eligible for resale pursuant to Rule 144 under the Securities Act, subject to the volume, manner of sale, holding period and other limitations of Rule 144. In addition, as of December 31, ~~2022~~ **2023** , we have reserved 11, ~~404~~ **966** , ~~638~~ **972** shares of Class A common stock for issuance under our 2021 Incentive Award Plan and 1, ~~734~~ **847** , ~~731~~ **197** shares of Class A common stock for issuance under our Employee Stock Purchase Plan. Any Class A common stock that we issue under the 2021 Incentive Award Plan, the Employee Stock Purchase Plan, or other equity incentive plans that we may adopt in the future would dilute your percentage ownership in our Class A common stock. As restrictions on resale end or if these stockholders exercise their registration rights, the market price of our shares of Class A common stock could drop significantly if the holders of these shares sell them or are perceived by the market as intending to sell them. These factors could also make it more difficult for us to raise additional funds through future offerings of our shares of Class A common stock or other securities. In the future, we may also issue securities in connection with investments, acquisitions or capital raising activities. In particular, the number of shares of our Class A common stock issued in connection with an investment or acquisition, or to raise additional equity capital, could constitute a material portion of our then- outstanding shares of our Class A common stock. Any such issuance of additional securities in the future may result in additional dilution to you, or may adversely impact the price of our Class A common stock. **Purchases of shares of our Class A common stock pursuant to our stock repurchase plan may affect the value of our Class A common stock, and there can be no assurance that our stock repurchase plan will enhance stockholder value. Pursuant to our publicly announced stock repurchase plan, we are authorized to repurchase up to $ 20 million in the aggregate of our Class A common stock, including through the repurchase of outstanding shares of our Class A common stock and through open market purchases, in privately negotiated transactions, or by other means, including through the use of trading plans, each in accordance with applicable securities laws and other restrictions. The timing, amount, and manner of any purchase will be determined at the Company' s discretion, subject to business, economic and market conditions, corporate needs and regulatory requirements, prevailing stock prices, and other considerations. This activity could increase (or reduce the size of any decrease in) the market price of our Class A common stock at that time. Additionally, repurchases under our share repurchase program will continue to diminish our cash reserves, which could impact our ability to pursue possible strategic opportunities and acquisitions and could result in lower overall returns on our cash balances. There can be no assurance that any share repurchases will enhance stockholder value because the market price of our Class A shares could decline. Although our share repurchase program is intended to enhance long- term stockholder value, short- term share price fluctuations could reduce the program' s effectiveness.** General Risk Factors ~~The COVID- 19 pandemic has had, and may in the future continue to have, a material adverse impact on our business. The COVID- 19 pandemic continues to evolve, with pockets of resurgence and the emergence of variant strains contributing to continued uncertainty about its scope, duration, severity, trajectory, and lasting impact. The effects of the COVID- 19 pandemic in 2020 and 2021, including actions taken by governments and the private sector to contain the spread of the virus adversely affected global economies, financial markets, and the overall environment for our business, and the extent to which it may continue to impact our future results of operations and overall financial performance remains uncertain. The global macroeconomic effects of the pandemic may persist for an indefinite period of time, even though the pandemic has subsided. The scope and duration of the pandemic, including any current or future resurgences, or whether additional government actions are taken to contain the virus, the impact on our customers and suppliers, the speed and extent to which markets recover from the disruptions caused by the pandemic, and the impact of these factors on our business, will depend on future developments that are highly uncertain and cannot be predicted with confidence. In addition, the global deterioration in economic conditions could also impact our business. For instance steps taken by the federal government and the Federal Reserve in response to the COVID- 19 pandemic have led and continue to lead to higher inflation which has led to and could continue to lead to an increase in our costs of products and services and other operating expenses. In addition, to the extent COVID- 19 adversely affects our operations and global economic conditions more generally, it may also have the effect of heightening many of the other risks described herein.~~ As a public reporting company, we are subject to rules and regulations established from time to time by the SEC and Nasdaq regarding our internal control over financial reporting. If we fail to establish and maintain effective internal control over financial reporting and disclosure controls and procedures, we may not be able to accurately report our financial results, or report them in a timely manner. We are subject to the rules and regulations established from time to time by the SEC and Nasdaq. These rules and regulations require, among other things, that we establish and periodically evaluate procedures with respect to our internal control over financial reporting. Reporting obligations as a public company are likely to place a considerable strain on our financial and management systems, processes and controls, as well as on our personnel. We are required to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting pursuant to Section 404 (a) of the Sarbanes- Oxley Act in our annual reports. This assessment must include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. The rules governing the standards that must be met for our management to assess our internal control over financial reporting are complex and require significant documentation, testing and possible remediation. Likewise, our independent registered public accounting firm will be required to provide an attestation report on the effectiveness of our internal control over financial reporting at such time as we cease to be an " emerging growth company, " as defined in the JOBS Act, and we become an accelerated or large accelerated filer. As described above, we could potentially qualify as an " emerging growth company " until as late as December 31, 2026. At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed or operating. **As disclosed** ~~We have incurred and expect to continue to incur costs related to implementing an internal audit and compliance function~~ in **Part II, Item 9A, "** ~~the upcoming years to further improve our internal control~~ **Controls** ~~environment. If we~~ **and Procedures, " of this Annual Report on Form 10- K, our management** ~~identify~~ **identified** ~~future deficiencies~~ **a material weakness** in our internal control over financial reporting **related to ineffective information technology general controls. As a result, we concluded that** ~~or~~ **our** ~~if~~ **internal control over financial reporting was not effective as of December 31, 2023. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement in a company' s annual or interim financial statements will not be prevented or detected on a timely basis. We are in the process of remediating the material weakness. We can give no assurance that our efforts will remediate the material weakness in our internal control over financial reporting, or that additional material weaknesses will not be identified in the future. We may also conclude that additional measures may be required to remediate the material weakness in our internal control over financial reporting, which may necessitate additional implementation and evaluation time. We have incurred and expect to continue to incur costs related to implementing an internal audit and compliance function in the upcoming years to further improve our internal control environment. If** we are unable to comply with the demands that **are** ~~will be~~ placed upon us as a public company, including the requirements of Section 404 of the Sarbanes- Oxley Act, in a timely manner, **there could be errors in our annual or interim consolidated financial statements that could result in a restatement of our financial statements, or** we may be unable to ~~accurately~~ report our financial results ~~, or report them~~ within the timeframes required by the SEC. ~~We also~~ **Additionally, ineffective internal control over financial reporting** could ~~become~~ **expose us to an increased risk of financial reporting fraud and the misappropriation of assets and** subject **us** to **potential delisting from Nasdaq or to other regulatory investigations and civil or criminal** sanctions or investigations by the SEC or other regulatory authorities. In addition, if we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, when required, investors may lose confidence in the accuracy and completeness of our financial reports, we may face restricted access to the capital markets and our stock price may be adversely affected. We will continue to incur significant costs as a result of operating as a public company. We are subject to the reporting requirements of the Exchange Act, the Sarbanes- Oxley Act, the Dodd- Frank Act, the listing requirements of the Nasdaq Global Market and other applicable securities laws and regulations. The expenses incurred by public companies generally for reporting and corporate governance purposes have been increasing. We expect these rules and regulations to increase our legal and financial compliance costs and to make some activities more difficult, time ~~-~~consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. As a newly public company and being subject to new rules and regulations, it has become more expensive for us to obtain director and officer liability and other types of insurance and we may in the future be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our ~~board~~ **Board** ~~of directors~~, our ~~board~~ **Board** committees or as our executive officers. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our Class A common stock, fines, sanctions, and other regulatory action, and potentially civil litigation. These factors may, therefore, strain our resources, divert management' s attention, and affect our ability to attract and retain qualified board members.