Risk Factors Comparison 2024-02-27 to 2023-02-24 Form: 10-K

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Risks Related to Our Business and Industry Adverse macroeconomic conditions — such as the ~~COVID- 19 pandemic and~~ current uncertain economic environment — have had, and may continue to have, a significant adverse impact on our business and results of operations, and also exposes our business to other risks. ~~There~~ -- **The** ~~is currently an uncertain and inflationary economic environment in the~~ United States ~~, partially as a result of the COVID- 19 pandemic and efforts to contain~~ - **continues to face widespread** ~~it and manage its impacts, which have created significant~~ macroeconomic **uncertainties, including labor** ~~disruption~~ **disruptions , inflation** and ~~volatility~~ **recessionary concerns** . These challenging macroeconomic conditions have had, and may continue to have, a significant adverse impact on our business and results of operations. For example, adverse macroeconomic conditions have had, and may continue to have, a negative impact on the ability and willingness of advertisers to spend on our products and services. ~~In 2020, businesses reduced their spending with us as a result of pandemic- related closures and restrictions, resulting in a 14 % decrease in net revenue compared to 2019.~~ Although ~~public health restrictions eased~~ **advertiser demand was generally strong** in ~~2021~~ **2023** , many businesses ~~,~~ **—** particularly in our RR & O categories **—** ~~; continued operating at a limited capacity as a safety precaution or in response to reduced consumer demand, which continued to negatively impact their advertising spending with us. While our business has now surpassed its pre- pandemic performance in many areas and advertiser demand was strong in 2022, many businesses~~ continue to face supply chain issues, rising commodity prices, and inventory and labor shortages. We observed **weakness in our RR & O categories and** increased caution among **advertisers generally** ~~RR & O businesses~~ in the second half of **December** ~~2022~~ **2023 and into 2024** in response to the macroeconomic environment, which ~~led~~ **we expect** to ~~, and may continue to lead to, less incremental spend from such advertisers, which may~~ have an adverse impact on our results of operations in ~~2023~~ **2024** . Changes in consumer behavior due to adverse economic conditions may also negatively impact our business. For example, in ~~2022~~ **2023** economic uncertainty and inflationary pressures, ~~ongoing~~ **as well as** concerns related to **severe weather** ~~COVID- 19~~ and ~~its variants, and~~ the **prevalence** ~~non- renewal~~ of ~~government stimulus programs~~ **respiratory illnesses,** contributed to consumer **use of our mobile app and web** traffic to our platform remaining below pre- pandemic 2019 levels. This impact was particularly pronounced in certain geographies within the United States and in our RR & O categories. Because traffic to and user engagement on our platform together impact the number of ads we are able to show as well as the value of those ads to businesses, such negative impacts on consumer activity may also make it more difficult to convince existing and prospective advertisers that our products offer them a material benefit and generate a competitive return relative to other alternatives. Strong advertiser demand combined with less robust consumer activity ~~significantly~~ increased our average CPC in **2023 compared to** 2022 ~~compared to 2021~~ ; if the value our products provide to advertisers does not keep pace with any further price increases, our revenue and results of operations could be harmed. As ~~adverse~~ macroeconomic ~~conditions~~ **uncertainties** continue, our business is exposed to a variety of risks, including: • continued reduced demand for our products, lower retention rates, and increased challenges in or cost of acquiring new customers; • reductions in cash flows from operations and liquidity, which impacts our capital allocation strategy in turn; • setbacks on the progress of our strategic initiatives as we reallocate resources to responding to such adverse conditions; • reductions in traffic, engagement, and the quantity and quality of the content provided by our users, which may further harm traffic to our platform; • increased fluctuation in our operating results and volatility and uncertainty in our financial projections; • inefficiencies, delays and disruptions in our business due to the illness of key employees or a significant portion of our workforce; • additional restructuring and impairment charges; and • operational difficulties due to adverse effects of such conditions on our third- party service providers and strategic partners. It is not possible for us to predict the remaining duration of the current adverse macroeconomic conditions ~~or of the pandemic~~ , **or** the ~~severity~~ **duration or magnitude** of **the** ~~future COVID- 19 variants and~~ resulting ~~restrictions, or the duration or magnitude of the~~ adverse impact on our business **. We expect that our business would continue to be significantly adversely affected for the duration of any recessionary period or protracted economic downturn** . We generate substantially all of our revenue from advertising. If we fail to maintain and expand our base of advertisers, our revenue and our business will be harmed. In order to maintain and expand our advertiser base, we must convince existing and prospective advertisers alike that our advertising products offer them a material benefit and generate a competitive return relative to other alternatives. Adverse macroeconomic conditions may make this more difficult, particularly when such macroeconomic conditions disproportionately affect the SMBs on which we rely, as **was** ~~has been~~ the case with the economic impact of the COVID- 19 pandemic. ~~Although public health restrictions related to the COVID- 19 pandemic have eased, many businesses, particularly in our RR & O categories, are still operating at limited capacity as a safety precaution or in response to reduced consumer demand and have been forced to reduce their advertising spending with us as a result.~~ Many businesses ~~also~~ continue to face supply chain issues, rising commodity prices, and inventory and labor shortages. These conditions have had, and may continue to have, a significant adverse impact on our business and revenue; ~~we expect that our business would continue to be significantly adversely affected~~ for **example, we believe** ~~the~~ **these macroeconomic pressures were responsible** ~~duration of any recessionary period or~~ **for** ~~protracted economic downturn~~ **weakness in advertiser demand in our RR & O categories in the second half of December 2023 and into 2024** . Advertisers will not advertise with us, or they will reduce the prices they are willing to pay to advertise with us, if we do not deliver compelling ad products in an effective manner, or if we do not provide accurate, easy- to- use analytics and measurement solutions that demonstrate the effectiveness and value of our products. As is typical in our industry, our advertisers generally have the ability to cancel their ad campaigns at any time without penalty. If we are unable to quickly and effectively respond to any decrease in customer satisfaction, economic downturn ~~(including as a result of the COVID- 19 pandemic and any related labor and supply chain issues)~~ or other change negatively affecting our ability to retain advertisers, our ability to maintain and expand our advertiser base will be harmed. In addition, a significant portion of our advertiser base consists of SMBs, which are subject to increased challenges and risks. SMBs often have limited advertising budgets and view online advertising products like ours as experimental and unproven; as a result, we may need to devote additional time and resources to educate them about our products and services. Such businesses have also historically experienced high failure rates, and we must continually add new advertisers to replace those who do not renew their advertising due to factors outside of our control, such as declining advertising budgets, closures and bankruptcies. Our advertising revenue could be impacted by a number of other factors, including, but not limited to: • the perceived effectiveness and acceptance of online advertising generally, particularly among SMBs that may have less experience with it; • our ability to drive traffic to our platform, which remains below pre- pandemic levels, and increase user engagement, including engagement with the ads displayed on our platform; • challenging macroeconomic conditions or trends that negatively impact consumer demand, such as the current inflationary environment and consumers visiting many types of businesses less frequently than prior to the pandemic; • the effectiveness of our ad targeting technology and tools for advertisers to optimize their campaigns; • our ability to innovate and introduce enhanced products meeting advertiser expectations; • product changes or inventory management decisions we may make that change the size, format, frequency or relative prominence of ads displayed on our platform; • the widespread adoption of any technologies that make it more difficult for us to deliver ads, such as ad- blocking programs; • loss of advertising business to our competitors, including if competitors offer lower priced or more integrated products; • the prevalence of low- quality or invalid traffic on our platform, such as robots and spiders, which we have discovered in the past and expect to discover in the future, and our ability to detect and prevent click fraud or other invalid clicks on ads; • our reputation and perceptions regarding our platform, including of the ratings and reviews that businesses receive from our users — favorable ratings and reviews could be perceived as obviating the need to advertise, while unfavorable ratings and reviews could discourage businesses from advertising to an audience that they perceive as hostile; • the size and ~~effectiveness~~ **productivity** of our sales force, which may be affected by a range of factors, not all of which are within our control ~~, including our sales force' s ability to connect with potential customers' key decision makers as well as catastrophic occurrences, such as earthquakes or fires, and major public health crises like the COVID- 19 pandemic that negatively impact the productivity of our sales force~~ ; • the degree to which businesses choose to reach users through our free products in lieu of our paid products and services; and • the pricing of our products, including the ~~CPC~~ **CPCs** ~~ad prices~~ determined by our auction system, which have increased in recent quarters even as we have delivered fewer ad clicks. Any of these or other factors could result in a reduction in demand for our products, ~~which may reduce the prices we are able to charge, either of~~ which would negatively affect our revenue and operating results. Our strategy to grow our business may not be successful and may expose us to additional risks. Our growth strategy includes priorities such as ~~improving~~ -- **providing** ~~monetization of our~~ **the most trusted local search and discovery platform, delivering the best Home** Services ~~categories~~ **experience for consumers and service professionals** , **optimizing advertiser value through our advanced technology, and** driving ~~sales~~ **profitable growth** through our Self- serve and Multi- location channels ~~, delivering more value to advertisers and enhancing the consumer experience~~ . These initiatives involve risks and executing on them may prove more difficult than we currently anticipate. We may not succeed in realizing the benefits of these efforts, including growing our revenue and improving our margins, within the time frame we expect or at all. Our ability to execute each of our strategic priorities depends on our ability to develop innovative, relevant and useful products in a timely manner. Developing successful products requires substantial investments, and such investments may not prioritize short- term financial results and may involve significant risks and uncertainties. For example, new products may fail to generate sufficient revenue, operating margin or other value to justify the investments we made in them, which is a particular risk for new products that are unproven or that are outside of our historical core business. **Similarly, our Home Services initiative includes plans to scale our SEM efforts to acquire Services leads off Yelp. Implementing these plans will significantly increase our marketing expenses and may not prove to be successful or cost effective.** We will also face industry challenges in our efforts to monetize more of the leads we deliver to Services businesses. In addition to being a highly competitive, fragmented market, it has not yet fully embraced online solutions of the type we offer. Many of our consumers continue to search for, select and hire service professionals offline through word- of- mouth and referrals. Changing traditional habits is difficult, and the speed and ultimate outcome of the shift of these markets online for consumers and businesses alike is uncertain and may not occur as quickly as we expect, or at all. Our efforts to provide advertisers more value for their money may include lowering prices while making significant investments in product development. We cannot guarantee that any resulting increase in demand for our products or improvement in retention will offset lower prices or otherwise generate sufficient revenue to justify our investments. **Our plans to leverage advanced technologies such as AI to drive advertiser value and consumer engagement also pose particular risks to our business.** Certain of our past strategic decisions may also continue to impact our opportunities and long- term prospects. For example, we wound down our international sales and marketing operations in 2016 and reallocated the associated resources primarily to our U. S. and Canadian markets. While our decision to focus our sales and marketing resources primarily on the United States and Canada has resulted in some cost savings, it also limited the markets from which we generate revenue and affects our ability to expand internationally in the future. Our continued growth depends on our ability to further expand our U. S. and Canadian business for the foreseeable future; however, our business in these markets is in a relatively late stage of development, and further expansion may not yield similar results. If we are not able to develop these markets as we expect, or if we fail to address the needs of those markets, our business will be harmed. ~~We rely on the performance of highly skilled personnel, and if we are unable to attract, retain and motivate well- qualified employees, our business could be harmed. We believe our success has depended, and continues to depend, on the efforts and talents of our employees, including our senior management team, our product and engineering teams, marketing professionals and advertising sales staff. All but one of our officers and all of our other U. S.~~

~~employees are at- will employees, which means they may terminate their employment relationship with us at any time, and their knowledge of our business and industry would be extremely difficult to replace. Any changes in our senior management team in particular, even in the ordinary course of business, may be disruptive to our business. While we seek to manage these transitions carefully, including by establishing strong processes and procedures and succession planning, such changes may result in a loss of institutional knowledge and cause disruptions to our business.~~ If **traffic to** ~~our~~ - **or** ~~senior management team fails to work together effectively or execute our plans and strategies on a timely basis as a result of management turnover or otherwise, our business could be harmed. Our ability to execute on our key strategic initiatives depends on our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees, which may be more difficult with a distributed workforce. Qualified individuals are in high demand and we expect to continue to face significant competition from other companies in hiring such personnel. Although we expect our decision to continue operating on a distributed basis to reduce our reliance on the San Francisco Bay Area, where the cost of living is high and competition for qualified candidates is particularly high, we may not succeed in realizing the benefits of these efforts within the time frame we expect or at all. Identifying, recruiting, training and integrating new hires will require significant time, expense and attention; as a result, we may incur significant costs to attract them before we can validate their productivity. As we continue to mature, the incentives to attract, retain and motivate employees provided by our equity awards may not be as effective as in the past, and if we issue significant equity to attract additional employees or to retain our existing employees, we would incur substantial additional stock- based compensation expense and the ownership of our existing stockholders would be further diluted. Volatility in the price of our common stock may also make it more difficult or costly in the future to use equity compensation to motivate, incentivize and retain our employees. If we fail to manage our hiring needs effectively, our efficiency and ability to meet our forecasts, as well as employee morale, productivity and retention, could suffer, and our business and operating results could be adversely affected. If~~ user engagement on our platform declines, our revenue, business and operating results may be harmed. We derive a substantial majority of our revenue based on our users ~~'~~ **'** engagement with the ads that we display. Because traffic to ~~our platform~~ and user engagement on our platform together determine the number of ~~ads~~ - **ad clicks** we are able to ~~show~~ **deliver** , affect the value of those ads to businesses and support the content creation that drives further traffic, our ability to attract, retain and engage visitors on our platform is critical to our business and financial success. ~~A number~~ **We have experienced, and expect to continue to experience, fluctuations and declines in our traffic from time to time for a variety** of **reasons. For example, we believe that the current uncertain and inflationary economic environment, as well as concerns related to severe weather events and the prevalence of respiratory illnesses, contributed to a slight decrease in consumer use of our mobile app year over year in 2023 and to web traffic remaining approximately flat. We cannot predict the remaining duration of the current adverse macroeconomic conditions or the duration or magnitude of their impact on our traffic, and we expect that our traffic levels will continue to fluctuate with consumers' level of confidence, particularly in our RR & O categories. In addition, we have historically relied on the integration of our content into Apple Maps to drive a significant amount of traffic to our website and downloads of our application. However, the volume of traffic and app downloads has declined following certain changes to the display of our content in Apple Maps and we expect it to continue to decline over time. Our efforts to drive traffic and downloads from alternate sources is requiring, and we expect it to continue to require, us to increase our marketing spend, which will adversely affect our financial results. We also cannot assure you that the value we ultimately derive from such traffic and downloads would exceed the cost of acquisition. Other** factors **that** could adversely affect our traffic and user engagement ~~, including~~ **include** , but **are** not limited to: • our reliance on Internet search engines **; • other adverse macroeconomic conditions and their negative impact on consumer spending at local businesses; • if users have difficulty installing, updating or otherwise accessing our platform as a result of actions by us or third parties that we rely on to distribute our products, such as application marketplaces and device manufacturers** ; • if users engage with other products, services or activities as an alternative to our platform; • if we fail to introduce new and improved products or features that users find engaging, or we introduce new products or features that do not effectively address consumer needs or otherwise alienate consumers; • the quantity and quality of the content contributed by our users, as well as the perceived distribution of such content across the categories of businesses on our platform; • increasing competition in the market for information regarding local businesses; • our ability to manage and prioritize information to ensure users are presented with content that is relevant and helpful to them, including through the effective operation of our automated recommendation software; • technical or other problems that negatively impact the availability and reliability of our platform or otherwise affect the user experience, including as a result of infrastructure performance problems and security breaches ~~; • if users have difficulty installing, updating or otherwise accessing our platform as a result of actions by us or third parties that we rely on to distribute our products, such as application marketplaces and device manufacturers~~ ; • if users believe that their experience is diminished as a result of the decisions we make with respect to the frequency, relevance and prominence of the advertising we display; • ~~adverse macroeconomic conditions and their negative impact on consumer spending at local businesses; •~~ the adoption of any laws or regulations that adversely affect the growth, popularity or use of our platform or the Internet in general, such as the repeal of Internet neutrality regulations in the United States; • any actions taken by companies with significant market power in the broadband and Internet marketplace that degrade, disrupt or increase the cost of user access to our products and services; and • if we do not maintain our brand image or our reputation is damaged. We **also** ~~cannot predict the remaining duration of the current adverse macroeconomic conditions or of the pandemic, or the duration or magnitude of their impact on our traffic, and we expect that our traffic levels will continue to fluctuate with consumers' level of confidence, particularly in our RR & O categories. We further~~ anticipate that our traffic growth rate will continue to slow over the medium and long term ~~,~~ and ~~potentially~~ decrease in certain periods due to the maturation of our business and our high penetration rates in most major geographic markets within the United States and Canada. As our traffic growth rate slows **and declines** , our business and financial performance will become increasingly dependent on our ability to drive user engagement **on our platform and** with

~~our platform and~~ the ads that we display. **We rely on Internet search engines and application marketplaces to drive traffic to our platform, certain providers of which offer products and services that compete directly with our products.** If ~~we~~ **links to our applications and website are not displayed prominently, traffic to our platform could decline and our business would be adversely affected. We rely heavily on Internet search engines, such as Google, to drive traffic to our platform through their unpaid search results and on application marketplaces, such as Apple' s App Store and Google' s Play, to drive downloads of our applications. If they** fail to ~~manage~~ **adversely affected.We rely heavily on Internet search engines,such as Google,to drive traffic to our platform through their unpaid search results and on application marketplaces,such as Apple' s App Store and Google' s Play,to drive downloads of our applications.If they fail to** drive sufficient traffic to our platform,we may need to increase our marketing spend to acquire additional traffic ~~.For example,in 2023,we began testing SEM to acquire traffic to our Services categories in particular,and we intend to expand these efforts in 2024~~ .We cannot assure you that the value we ultimately derive from any such additional traffic would exceed the cost of acquisition,and **any** ~~the resulting~~ increase in marketing expense may in turn harm our operating results.The amount of traffic we attract from search engines is due in large part to how and where information from and links to our website are displayed on search engine result pages.The display,including rankings,of unpaid search results can be ~~affected by a number of factors,many of which are not in our direct control,and may change frequently.Search engines our~~ - **or** ~~employee~~ **otherwise be in a position to influence search results or our treatment in application marketplaces. With respect to search results in particular, even when search engines announce the details of their methodologies, their parameters may change from time to time, be poorly defined or be inconsistently interpreted. For example, Google previously announced that the rankings of sites showing certain types of app install interstitials could be penalized on its mobile search results pages. While we believe the type of interstitial we currently use is not being penalized, we cannot guarantee that Google will not unexpectedly penalize our app install interstitials, causing links to our mobile website to be featured less prominently in Google' s mobile search results and harming traffic to our platform as a result. In some instances, search engine companies and application marketplaces may change their displays or rankings in order to promote their own competing products or services or the products or services of one or more of our competitors. For example, Google has integrated its local product offering with certain of its products, including search and maps. The resulting promotion of Google' s own competing products ahead of its web search results has negatively impacted the prominence of links to our platform. Because Google in particular is the most significant source of traffic to our website, our success depends on our ability to maintain a prominent presence in search results for queries regarding local businesses on Google. As a result, Google' s promotion of its own competing products, or similar actions by Google in the future that have the effect of reducing our prominence or ranking on its search results — such as its incorporation of AI- generated responses to search queries above its web search results — could have a substantial negative effect on our business and results of** operations ~~and organization~~ **. Similarly, Apple, Google or other marketplace operators may make changes to their marketplaces, technical requirements or policies that make access to our products more difficult, reduce the prominence or rank of our applications within marketplaces, require us to change our current practices or make it more difficult for us to provide** ~~effectively~~ -- **effective advertising tools to businesses on our platform. For example** , **Google has implemented product changes to its Chrome browser and announced future plans to limit the ability of websites to collect and use data signals from user activity to target and measure advertising. While these changes currently impact only a small portion of our advertising business, they could limit our ability to expand the relevant advertising products in the future. Similarly, if application marketplaces change their policies —** ~~our~~ - **or interpretations of their policies — in a manner that adversely impacts the way in which we offer our services, or how we or our partners collect, use** ~~brand~~ -- **and share data from users** , ~~results of operations~~ **our ability to maintain** and **expand our base of advertisers will be harmed. However, if we do not comply with these requirements, we could lose access to the app store and users, and our business would be harmed. For example, on multiple occasions in recent years, Apple has required us to provide more information and make changes to our iOS applications based on new interpretations of its policies. Although our apps have remained available in the Apple app store, resolving these issues was time consuming and required additional expenditures. We cannot guarantee that similar issues will not arise again in the future or that, if they do, we would be able to resolve them at a reasonable cost or in a timely manner. We rely on the performance of highly skilled personnel, and if we are unable to attract, retain and motivate well- qualified employees, our** business could be harmed. ~~Our~~ **We believe our success has depended, and continues to depend, on the efforts and talents of our** ~~employee~~ **employees** ~~operations~~ **, including our senior management team, our product and engineering teams, marketing professionals and advertising sales staff. All of our U. S. employees, including all but one of our executive officers,** are ~~complex~~ **at- will employees, which means they may terminate their employment relationship with us at any time,** and **their knowledge of our business and industry would be extremely difficult to** ~~place~~ **replace** ~~substantial demands~~ **. Any changes in our senior management team in particular, even in the ordinary course of business, may be disruptive to our business. While we seek to manage these transitions carefully, including by establishing strong processes and procedures and succession planning, such changes may result in a loss of institutional knowledge and cause disruptions to our business. If our senior management team fails to work together effectively or execute our plans and strategies** on **a timely basis as a result of** management ~~and~~ **turnover** ~~our~~ - **or otherwise** ~~operational infrastructure. These operations may be negatively affected by a range of external factors that are not within our control, including catastrophic events, such as earthquakes or fires, and public health crises, such as the COVID- 19 pandemic. Such factors may have a substantial impact on employee attendance or productivity, and the extent and duration of their impact are typically uncertain; if we are not able to respond to and manage the impact of such events effectively~~ , our business ~~will~~ **could** be harmed. **Our ability** ~~For example, our rapid and broad- based shift~~ to **execute on** ~~a remote working environment in connection with the COVID- 19 pandemic added to the complexity of~~ our **key strategic initiatives depends on**

our continuing ability to attract, develop, motivate and retain highly qualified and skilled ~~employee~~ **employees** ~~operations by creating productivity, connectivity, security and oversight challenges. While~~ **while maintaining** ~~we believe these~~ -- **the beneficial aspects of our company** ~~challenges have been addressed, we expect similar challenges to arise in the future~~ **culture** ~~as we continue to operate~~ **, which may be more difficult** with a distributed workforce ~~going~~ **. Qualified individuals are in high demand and we expect to continue to face significant competition from other companies in hiring such personnel. In recent years, we have undertaken a significant shift in our compensation mix away from equity** ~~forward~~ - **toward** ~~. Addressing~~ **cash, and** ~~these~~ -- **the incentives to attract, retain** ~~challenges could adversely affect our company culture~~ and **motivate employees provided by our current cash- focused compensation arrangements may not be as effective as our previous compensation arrangements. Identifying, recruiting, training and integrating new hires** will require ~~the~~ **significant time, expense and** attention **; as a result** ~~of our executive team and other key employees~~ , ~~which could adversely affect our business. To execute on our growth strategy,~~ we ~~will need~~ **may incur significant costs** to **attract** ~~continue to increase the~~ **them before we can validate their** productivity ~~of~~ **. If we fail to manage** our ~~current employees~~ **hiring needs effectively, our efficiency and ability to meet our forecasts,** as well as ~~hire, train and manage new employees, which may be particularly difficult in a fully remote environment. As a result, we will have to effectively integrate, develop and motivate a large number of employees in a remote environment while maintaining the beneficial aspects of our company culture. As our business matures, we make periodic changes and adjustments to our organization in response to various internal and external considerations, including market opportunities, the competitive landscape, new and enhanced products, acquisitions, sales performance, availability of~~ employee **morale** ~~talent and costs. In some instances~~ , ~~these changes have resulted in a temporary lack of focus and reduced~~ productivity ~~, which may occur again in connection with any future changes to our organization~~ and **retention** ~~may negatively affect our results of operations. If we are unable to adapt quickly and effectively to changes or adjustments to our organization~~ , ~~our business will be harmed. We may also need to improve our operational, financial and management systems and processes to support our large and distributed workforce, which may require significant capital expenditures and allocation of valuable management and employee resources, as well as subject us to the risk of over- expanding our operating infrastructure. For example, it can be difficult to train thousands of sales employees across multiple offices according to the same business standards, practices and laws, and we have been the subject of lawsuits alleging that we have failed to do so. If we fail to scale our operations successfully and increase productivity, the quality of our platform and efficiency of our operations~~ could suffer, ~~which~~ **and our business and operating results** could **be adversely affected** ~~harm our brand, results of operations and business~~ . We face intense competition in rapidly evolving markets, and expect competition to increase in the future. We compete in rapidly evolving and intensely competitive markets, and we expect competition to intensify further in the future with the emergence of new technologies **, such as AI,** and market entrants. We face competition for users, content, and ~~advertising and other~~ customers, including from: online search engines and directories **, including those incorporating AI technologies** ; traditional, offline business guides and directories; online and offline providers of consumer ratings, reviews and referrals **; social media platforms and features** ; providers of online marketing and tools for managing and optimizing advertising campaigns; various forms of traditional offline advertising; restaurant reservation and seating tools; food ordering and delivery services; and home and / or local services- related platforms and offerings. Our competitors may enjoy competitive advantages, such as greater name recognition, longer operating histories, substantially greater market share, large existing user bases and substantially greater financial, technical and other resources. These companies may use these advantages to offer products similar to ours at a lower price, develop different products to compete with our current solutions and respond more quickly and effectively than we do to new or changing opportunities, technologies, standards or client requirements **. For example, competitors may use their substantial financial resources to secure positions as the default or exclusive option in web browsers, mobile devices or other potential sources of traffic and app downloads, as Alphabet Inc., the parent company of Google, pays for Google to be the default search engine in Apple' s Safari browser** . In particular, major Internet companies, such as Google and Meta, may be more successful than us in developing and marketing online advertising and other services directly to local businesses, and may leverage their relationships based on other products or services to gain additional share of advertising budgets. Certain competitors could also use strong or dominant positions in one or more markets to gain competitive advantage against us in areas in which we operate, including by: • integrating review platforms **, local offerings** or ~~features~~ **other competitive products** into products they control, such as search engines, web browsers or mobile device operating systems **; • leveraging their control of products to induce third parties to preference products that compete with ours** ; • making acquisitions; • changing their unpaid search result rankings to **preference or** promote their own products; • refusing to enter into or renew licenses on which we depend; • limiting or denying our access to advertising measurement or delivery systems; • limiting our ability to target or measure the effectiveness of ads; or • making access to our platform more difficult. These risks may be exacerbated by the trend in recent years toward consolidation among online media companies, potentially allowing our larger competitors to offer bundled or integrated products that feature alternatives to our platform. To compete effectively, we must continue to invest significant resources in product development to enhance user experience and engagement, as well as sales and marketing to expand our base of advertisers. However, there can be no assurance that we will be able to compete successfully for users and customers against existing or new competitors, and failure to do so could result in loss of existing users, reduced revenue, increased marketing expenses or diminished brand strength, any of which could harm our business. We rely on third- party service providers and strategic partners for many aspects of our business, and any failure to maintain these relationships could harm our business. We rely on relationships with various third parties to grow our business, including strategic partners and technology and content providers. For example, we rely on third parties for data about local businesses, mapping functionality, payment processing, information technology and systems, network infrastructure and administrative software solutions. We also rely on partnership integrations for various transactions available through Yelp, including Grubhub for food- ordering services. Identifying, negotiating and maintaining relationships with third parties require significant time and resources, as does integrating their data, services and technologies onto our platform. This may divert the attention of our management and employees from other aspects of our business operations, and there can be no assurance that we will be able to continue to realize the intended benefits of any given partnership. It is possible that third- party providers and strategic partners may not be able to devote the resources we expect to the relationships. We may also have competing interests and obligations with respect to certain of our partners, which may make it difficult to maintain, grow or maximize the benefit for each partnership. For example, we ~~rely~~ **have historically relied** on the integration of our content into Apple Maps to drive a significant amount of traffic to our website and downloads of our application. If Apple were to offer products competitive with ours, such as local business reviews, our relationship with Apple would be negatively impacted and our longstanding partnership may be difficult to maintain as a result ~~;~~**. Although traffic and app downloads driven by Apple Maps are decreasing following certain changes to the display of our content in Apple Maps,** if our partnership with Apple ended, we would be required to **further** increase our marketing spend to drive traffic and downloads from alternate sources, which would adversely affect our financial results. Similarly, our entry into the online reservations space with our acquisition of SeatMe, Inc. in 2013 put us in competition with OpenTable, which led to the end of our partnership with OpenTable in 2015. If our relationships with our partners and providers deteriorate, we could suffer increased costs and delays in our ability to provide consumers and advertisers with content or similar services. As in the case of the expiration or termination of any of our agreements with third-party providers, transitioning from one partner or provider to another could subject us to operational delays and inefficiencies and we may not be able to replace the services provided to us in a timely manner or on terms that are favorable to us, if at all. In addition, we exercise limited control over our third- party partners and vendors, which makes us vulnerable to any errors, interruptions or delays in their operations. If these third parties experience any service disruptions, financial distress or other business disruption, or difficulties meeting our requirements or standards, it could make it difficult for us to operate some aspects of our business. For example, we rely on ~~Amazon Web Services' ("~~ AWS ~~")~~ cloud computing infrastructure to host our website, mobile app and many of the internal tools we use to operate our business. Any significant disruption **or** ~~of,~~ limitation of our access to or other interference with our use of AWS would negatively impact our operations and business, including potentially causing harm to our reputation, results of operations and financial results. Any transition of the cloud services currently provided by AWS to another provider could cause us to incur significant time and expense, and any unplanned transition could also disrupt or degrade our ability to deliver our products and services. Similarly, the actions of our partners may affect our brand if users or customers do not have a positive experience interacting with or through them. For example, if advertisers do not have a positive experience purchasing our advertising products through our resale partners, such as Thryv, or the agency participants in our Yelp Ads Certified Partners Program, they may not continue advertising with us, which would negatively affect our revenue and operating results. Although such partners are contractually obligated to observe certain standards and best practices while selling our advertising products, our ability to ensure their compliance is limited. Any disagreements or disputes with these or other partners about our respective contractual obligations — which we have had in the past and may have again from time to time in the future — could result in legal proceedings or negatively affect our brand and reputation. ~~We rely~~ **Any termination of a partnership agreement, including as a result of disagreements or disputes, could also negatively impact our revenue. If we fail to manage our employee operations and organization effectively, our brand, results of operations and business could be harmed. Our employee operations are complex and place substantial demands** on **management** ~~Internet search engines~~ and ~~application marketplaces to drive traffic to~~ our **operational infrastructure** ~~platform, certain providers of which offer products and services that compete directly with our products~~ . **These operations may** ~~If links to our applications and website are not displayed prominently, traffic to our platform could decline and our business would~~ be **negatively** adversely affected. We rely heavily on......, of unpaid search results can be affected by a ~~number~~ **range** of **external** factors **that** ~~, many of which~~ are not ~~in~~ **within** our ~~direct~~ control, **including catastrophic events, such as earthquakes or fires,** and ~~may change frequently~~ **public health crises, such as the COVID- 19 pandemic** . ~~Search engines~~ **Such factors may** have ~~made changes in~~ **a substantial impact on employee attendance or productivity, and** the ~~past to~~ **extent and duration of** their ~~ranking algorithms, methodologies and design layouts that have reduced the prominence of links to our platform and negatively impacted~~ -- **impact** ~~our traffic, and~~ **are typically uncertain; if** we ~~expect~~ **are not able to respond to and manage** ~~they~~ - **the impact of** ~~will continue to make~~ such **events** ~~changes from time to time in the future. Similarly, Apple, Google or other marketplace operators may make changes to their marketplaces, technical requirements or policies that make access to our products more difficult, reduce the prominence or rank of our applications within marketplaces, require us to change our current practices or make it more difficult for us to provide effective~~ **effectively** ~~advertising tools to businesses on our platform. For example~~ , ~~Google has implemented product changes to its Chrome browser and announced future plans to limit the ability of websites to collect and use data signals from user activity to target and measure advertising. While these changes currently impact only a small portion of~~ our ~~advertising~~ business ~~, they could limit our ability to expand the relevant advertising products in the future. Similarly, if application marketplaces change their policies in a manner that adversely impacts the way in which we offer our services, or how we or our partners collect, use and share data from users, our ability to maintain and expand our base of advertisers~~ will be harmed. ~~However, if we do not comply with these requirements, we could lose access to the app store and users, and our business would be harmed.~~ For example, ~~in 2022 Apple provided notice claiming that~~ our ~~process~~ **rapid and broad- based shift** to ~~request account deletion through~~ **a remote working environment in connection with the COVID- 19 pandemic added to the complexity of our employee operations by creating productivity, connectivity, security and oversight challenges. While we believe** ~~the~~ **these challenges have been addressed** ~~Yelp for Business app was not sufficient to meet its recently announced account deletion requirements. Although our app remained available in the app store~~ , **we expect** ~~the resolution of this issue was time consuming and required additional expenditures. We cannot guarantee that~~ similar ~~issues~~ **challenges to arise in the future as we continue to operate with a distributed workforce going forward. Addressing these challenges could adversely affect our company culture and** will **require** ~~not arise again in~~

~~the future or that, if they~~ - **the attention of** ~~do, we would be able to resolve them at a reasonable cost or~~ **our executive team and** ~~in a timely manner. We may not know how or otherwise be in a position to influence search results or our treatment in application marketplaces. With respect to search results in particular, even when search engines announce the details of their~~ - **other** ~~methodologies~~ **key employees** , **which** ~~their parameters may change from time to time, be poorly defined or be inconsistently interpreted. For example, Google previously announced that the rankings of sites showing certain types of app install interstitials~~ could **adversely affect** ~~be penalized on its mobile search results pages. While we believe the type of interstitial we currently use is not being penalized, we cannot guarantee that Google will not unexpectedly penalize~~ our **business. As** ~~app install interstitials, causing links to~~ our **business matures, we make periodic changes** ~~mobile website to be featured less prominently in Google' s mobile search results~~ and **adjustments** ~~harming traffic~~ to our ~~platform as a result~~ **organization in response to various internal and external considerations, including market opportunities, the competitive landscape, new and enhanced products, acquisitions, sales performance, availability of employee talent and costs** . In some instances, **these** ~~search engine companies and application marketplaces may change~~ **changes** ~~their displays~~ **have resulted in a temporary lack of focus and reduced productivity, which may occur again in connection with any future changes to** ~~or~~ **our organization and may negatively affect** ~~rankings in order to promote their own competing products or~~ **our results** ~~services or the products or services~~ of ~~one or more of~~ **operations. If we are unable to adapt quickly and effectively to changes** ~~our~~ - **or** ~~competitors~~ **adjustments to our organization, our business will be harmed. We may also need to improve our operational, financial and management systems and processes to support our large and distributed workforce, which may require significant capital expenditures and allocation of valuable management and employee resources, as well as subject us to the risk of over- expanding our operating infrastructure** . For example, ~~Google has integrated its~~ - **it** ~~local product offering with certain~~ **can be difficult to train thousands** of ~~its products~~ **sales employees across multiple offices according to the same business standards** , **practices** ~~including search~~ and **laws, and** ~~maps. The resulting promotion of Google' s own competing products in its web~~ - **we** ~~search~~ **have been the subject of lawsuits alleging that we have failed to do so. If we fail to scale our operations successfully and increase productivity, the quality of our platform and efficiency of our operations could suffer, which could harm our brand,** results ~~has negatively impacted the search ranking~~ of **operations and** ~~our website. Because Google in particular is the most significant source of traffic to our website, accounting for a substantial portion of the visits to our website, our success depends on our ability to maintain a prominent presence in search results for queries regarding local businesses on Google. As a result, Google' s promotion of its own competing products, or similar actions by Google in the future that have the effect of reducing our prominence or ranking on its search results, could have a substantial negative effect on our~~ business ~~and results of operations~~ . Consumers frequently access online services through a variety of platforms other than desktop computers, including mobile devices. If we are unable to operate effectively on such devices or our products for such devices are not compelling, our business could be adversely affected. Consumers frequently access the Internet through devices other than desktop computers, including mobile phones, tablets, handheld computers, voice- assisted speakers, automobiles and television set- top devices. We generate a substantial majority of our revenue from advertising delivered on mobile devices, and anticipate that this will continue to be the case for the foreseeable future. As a result, we must continue to drive adoption of and user engagement on our mobile platform, and on our mobile app in particular, which is less reliant on search results for traffic than our website. If we are unable to drive continued adoption of and engagement on our mobile app, our business may be harmed and we may be unable to decrease our reliance on traffic from Google and other search engines. In order to attract and retain engaged users of our platform on mobile and other alternative devices, the products and services we introduce on such devices must be compelling. However, the functionality and user experience associated with some alternative devices may make the use of our platform and products more difficult than through a desktop computer. For example, devices with small screen sizes or that lack a screen may exacerbate the risks associated with how and where our website is displayed in search results because they display or otherwise present fewer search results than desktop computers. We also expect that the ways in which users engage with our platform will continue to change over time as users increasingly engage via alternative devices. This may make it more difficult to develop products that consumers find useful, may make it more difficult for us to monetize our products and may also negatively affect our content if users do not continue to contribute high- quality content through such devices. Similarly, as new devices and platforms develop, advertiser demand may increase for products that we do not offer or that may alienate our user base, which we must balance against our commitment to prioritizing the quality of user experience over short- term monetization. If we are not able to balance these competing considerations successfully to develop compelling advertising products, advertisers may stop or reduce their advertising with us and we may not be able to generate meaningful revenue from alternative devices despite the expected growth in their usage. As new devices and platforms are continually being released, it is also difficult to predict the problems we may encounter in adapting our products and services — and developing competitive new products and services — to them, and we may need to devote significant resources to the creation, support and maintenance of such products. Our success will be dependent on the interoperability and compliance of our products with a range of technologies, systems, networks and standards that we do not control, such as mobile operating systems like Android and iOS. For example, in 2021, Apple made certain changes to its products and data use policies in connection with changes to its iOS operating system that reduce our ability to target and measure advertising. While these changes currently impact only a small portion of our advertising business, they could limit our ability to expand the relevant advertising products in the future. We may not be successful in developing products that operate effectively with these technologies, systems, networks and standards or in creating, maintaining and developing relationships with key participants in related industries, some of which may be our competitors. If we experience difficulties or increased costs in integrating our products into alternative devices, or if manufacturers elect not to include our products on their devices, make changes that degrade the functionality of our products, give preferential treatment to competitive products or prevent us from delivering advertising, our user growth and operating results may be harmed. This risk may be exacerbated by the frequency with which users change or upgrade their devices; in the event users choose devices that do not already include or support our platform or do not install our products when they change or upgrade their devices, our traffic and user engagement may be harmed. If we fail to generate, maintain and recommend sufficient content from our users that consumers find relevant, helpful and reliable, our traffic and revenue will be negatively affected. Our success depends on our ability to attract consumer traffic with valuable content, which in turn depends on the quantity and quality of the content provided by our users, as well as consumer perceptions of the relevance, helpfulness and reliability of that content. We may be unable to provide consumers with valuable information if our users do not contribute sufficient content or if our users remove content they previously submitted. For example, users may be unwilling to contribute content as a result of concerns that they may be harassed or sued by the businesses they review, instances of which have occurred in the past and may occur again in the future. Consumers also may not find the content on our platform to be valuable if they do not perceive it as relevant, helpful or reliable. For example, ~~information about the operations of many local businesses — such as hours of operation and services offered — has been subject to frequent change since the COVID- 19 pandemic began, making it difficult to ensure the information on business pages is accurate and up- to- date. Similarly,~~ we do not phase out or remove dated reviews, and consumers may view older reviews as less relevant or reliable than more recent reviews. If the high concentration of reviews in our restaurants and shopping categories creates a perception that our platform is primarily limited to these categories, consumers may not believe that we can provide them with helpful information about businesses in other categories and seek that information elsewhere. Our automated recommendation software is a critical part of our efforts to provide consumers with relevant, helpful and reliable content. However, although we have designed our technology to avoid recommending content that we believe to be biased, unreliable or otherwise unhelpful, we cannot guarantee that our efforts will be successful, or that each of the recommended reviews available on our platform at any given time is useful or reliable. If our automated software does not recommend helpful content or recommends unhelpful content, consumers may reduce or stop their use of our platform . We may acquire or invest in...... management or operational control over the business . Our business depends on a strong brand. Maintaining, protecting and enhancing our brand requires significant resources and our efforts to do so may not be successful. We have developed a strong brand that we believe has contributed significantly to the success of our business. Maintaining, protecting and enhancing the " Yelp " brand are critical to expanding our base of users and advertisers and increasing the frequency with which they use our solutions. If we fail to maintain and enhance our brand successfully, or if we incur excessive expenses in this effort, our business and financial results may be adversely affected. Our ability to do so will depend largely on our ability to maintain business owner and consumer trust in the integrity of our products and in the quality of the user content and other information found on our platform, which we may not do successfully. Although we dedicate significant resources to these goals, we may fail to respond to user or business owner concerns expeditiously or in a manner they perceive to be appropriate, which could erode confidence in our brand. For example, some consumers and businesses have alternately expressed concern that our technology either recommends too many reviews, thereby recommending some reviews that may not be legitimate, or too few reviews, thereby not recommending some reviews that may be legitimate. The actions of our partners, over whom we have limited, if any, control, may also affect the perceived integrity of our brand if users or advertisers do not have a positive experience interacting with or through them. In addition, our website and mobile app serve as a platform for expression by our users, and third parties or the public at large may attribute the political or other sentiments expressed by users on our platform to us, which could harm our reputation. Negative publicity about our company, including our technology, sales practices, personnel, customer service, litigation, strategic plans or political activities, could also diminish confidence in our brand and the use of our products. Certain media outlets have previously reported allegations, although untrue, that we manipulate our reviews, rankings and ratings in favor of our advertisers and against non- advertisers. Although we have taken action to combat this perception, our reputation and brand, and our traffic and business in turn, may suffer if negative publicity about our company persists or if users otherwise perceive that our content is manipulated or biased. Allegations and complaints regarding our business practices, and any resulting negative publicity, may also result in increased regulatory scrutiny of our company. In addition to requiring management time and attention, any regulatory inquiry or investigation could itself result in further negative publicity regardless of its merit or outcome. Trademarks are also an important element of our brand and require substantial investments to maintain, which may not be successful. We have faced in the past, and may face in the future, oppositions from third parties to our applications to register key trademarks. If we are unsuccessful in defending against these oppositions, our trademark applications may be denied. Whether or not our trademark applications are denied, third parties may claim that our trademarks infringe their rights. As a result, we could be forced to pay significant settlement costs or cease the use of these trademarks and associated elements of our brand. Doing so could harm our brand recognition and adversely affect our business. Conversely, if we are unable to prevent others from misusing our brand or passing themselves off as being endorsed or affiliated with us, it could harm our reputation and our business could suffer. For example, we have encountered instances of reputation management companies falsely representing themselves as being affiliated with us when soliciting customers; this practice could be contributing to the perception that business owners can pay to manipulate reviews, rankings and ratings. We **may acquire or** invest in other companies or technologies,which could divert our management' s attention,result in additional dilution to our stockholders and otherwise disrupt our operations and harm our operating results.We may also be unable to realize the expected benefits and synergies of any acquisitions or investments.Our success will depend,in part,on our ability to expand our product offerings and grow our business in response to changing technologies,user and advertiser demands and competitive pressures.In some circumstances,we may determine to do so through the acquisition of complementary businesses or technologies rather than through internal development.Similarly,we may pursue investments in privately held companies in furtherance of our strategic objectives.We have limited experience as a company in the complex processes of acquiring and investing in businesses and technologies.The pursuit of potential future acquisitions or investments may divert the attention of management and **in many cases** ~~cause~~ **causes** us to incur expenses in identifying,investigating and pursuing transactions,whether or not they are consummated.Acquisitions that are consummated could result in dilutive issuances of equity securities or the incurrence of debt,which could adversely affect our results of operations.The incurrence of debt in particular could result in increased fixed obligations or include covenants or other restrictions that would impede our ability to manage our operations.In addition,any transactions we announce could be viewed negatively by users,businesses or investors.We may also fail to accurately forecast the financial impact of a transaction,including tax and accounting charges.We **have in the past and** may ~~also~~ **in the future** discover liabilities or deficiencies associated with the companies or assets we acquire or invest in that we did not identify in advance,which may result in significant unanticipated costs or losses ~~.For example,in 2015,two lawsuits were filed against us by former Eat24 employees alleging that Eat24 failed to comply with certain labor laws prior to the acquisition~~ .The effectiveness of our due diligence review and our ability to evaluate the results of such due diligence are dependent upon the accuracy and completeness of statements and disclosures made by the companies we acquire or their representatives,as well as the limited amount of time in which acquisitions are executed.In order to realize the expected benefits and synergies of any acquisition that is consummated,we must meet a number of significant challenges that may create unforeseen operating difficulties and expenditures,including:• integrating operations,strategies,services,sites and technologies of an acquired company;• managing the post- transaction business effectively;• retaining and assimilating the employees of an acquired company;• retaining existing customers and strategic partners,and minimizing disruption to existing relationships,as a result of any integration of new personnel or departure of existing personnel;• difficulties in the assimilation of corporate cultures;• implementing and retaining uniform standards,controls,procedures,policies and information systems;and • addressing risks related to the business of an acquired company that may continue to impact the business following the acquisition.Any inability to integrate services,sites and technologies,operations or personnel in an efficient and timely manner could harm our results of operations.Transition activities are complex and require significant time and resources,and we may not manage the process successfully,particularly if we are managing multiple transactions concurrently.Our ability to integrate complex acquisitions is unproven,particularly with respect to companies that have significant operations or that develop products with which we do not have prior experience.We expect to invest resources to support any future acquisitions,which will result in ongoing operating expenses and may divert resources and management attention from other areas of our business.We cannot assure you that these investments will be successful.Even if we are able to integrate the operations of any acquired company successfully,we may not realize the full benefits of synergies,cost savings,innovation and operational efficiencies that may be possible from the transaction,or we may not achieve these benefits within a reasonable period of time.Similarly,investments in private companies are inherently risky in that such companies are typically at an early stage of development,may have no or limited revenues,may not be or may never become profitable,may not be able to secure additional funding or their technologies,services or products may not be successfully developed or introduced into the market.The success of any such investment is typically dependent on a liquidity event,such as a public offering or acquisition.If any company in which we invest decreases in value,we could lose all or part of our investment.These risks would be heightened to the extent any such investment **is a minority investment in which we have limited management or operational control over the business.We** are committed to providing a great consumer experience, which may cause us to forgo short- term gains and advertising revenue. We base many of our decisions on our commitment to providing the consumers who use our platform with a great experience. In the past, we have forgone, and we may in the future forgo, certain expansion or revenue opportunities that we believe excessively degrade the consumer experience, even if such decisions negatively impact our results of operations in the short term. For example, we phased out our brand advertising products in part because demand in the brand advertising market shifted toward products disruptive to the consumer experience. Any decisions we make that prioritize consumers may negatively impact our relationship with existing or prospective advertisers. For example, unless we believe that a review violates our terms of service, such as reviews that contain hate speech or bigotry, we will allow the review to remain on our platform, even if the business disputes its accuracy. Certain advertisers may therefore perceive us as an impediment to their success as a result of reviews and ratings that are critical of them. This practice could result in a loss of advertisers, which in turn could harm our results of operations. However, we believe that this approach has been essential to our success in attracting users and increasing the frequency with which they use our platform. As a result, we believe this approach has served the long- term interests of our company and our stockholders and will continue to do so in the future. **Our aspirations and disclosures related to ESG matters expose us to risks that could adversely affect our reputation and performance. We have established and publicly announced environmental, social and governance (“ ESG ”) goals, including our commitments to advancing racial and gender equality within our workforce and reducing our carbon footprint. These statements reflect our current plans and aspirations and are not guarantees that we will be able to achieve them. Our failure to accomplish or accurately track and report on these goals on a timely basis, or at all, could adversely affect our reputation, financial performance and growth, and expose us to increased scrutiny from the investment community as well as enforcement authorities and private litigation. Further, if our ESG practices do not meet evolving investor or other stakeholder expectations and standards, then our reputation, our ability to attract or retain employees, and our attractiveness as an investment, business partner, acquiror or service provider could be negatively impacted. Conversely, maintaining focus on ESG goals may also expose us to scrutiny from members of the investment community or enforcement authorities who may disagree with aspects of our ESG work. Standards for tracking and reporting ESG matters continue to evolve. Our use of disclosure frameworks and standards, and the interpretation or application of those frameworks and standards, may change from time to time or differ from those of others. This may result in a lack of consistent or meaningful comparative data from period to period or between Yelp and other companies in the same industry. In addition, our processes and controls may not comply with evolving standards for identifying, measuring and reporting ESG metrics, including ESG- related disclosures that may be required of public companies by the SEC and other regulators, and such standards may change over time, which could result in significant revisions to our current goals, reported progress in**

achieving such goals or ability to achieve such goals in the future. Risks Related to Our Technology and Intellectual Property Our business is dependent on the uninterrupted and proper operation of our technology and network infrastructure. Any significant disruption in our service could damage our reputation, result in a potential loss of users and engagement and adversely affect our results of operations. It is important to our success that users in all geographies **in which we operate** be able to access our platform at all times. If our platform is unavailable when users attempt to access it or it does not load as quickly as they expect, users may seek other services to obtain the information for which they are looking, and may not return to our platform as often in the future, or at all. This would negatively impact our ability to attract users and advertisers and increase the frequency with which they use our platform. We have previously experienced, and may experience in the future, service disruptions, outages and other performance problems. Such performance problems may be due to a variety of factors, including those set forth below; however, in some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. • Infrastructure Changes and Capacity Constraints. We may experience capacity constraints due to an overwhelming number of users accessing our platform simultaneously. It may become increasingly difficult to maintain and improve the availability of our platform, especially during peak usage times, as our products become more complex and our traffic increases. • Human or Software Errors. Our products and services are highly technical and complex, and may contain errors or vulnerabilities that could result in unanticipated downtime for our platform. Users may also use our products in unanticipated ways that may cause a disruption in service for other users attempting to access our platform. We may encounter such difficulties more frequently as we acquire companies and incorporate their technologies into our service. • Service Providers. We rely on a number of providers of infrastructure and software services, including AWS. Although we use these systems and services in a manner designed to achieve high reliability and minimize risk, large- scale outages affecting our service providers could negatively impact our ability to maintain the full functionality of our systems. • Catastrophic Occurrences. Our systems are vulnerable to damage or interruption from earthquakes, fires, floods, power losses, telecommunications failures, terrorist attacks and similar events ~~. Our U. S. corporate offices are located in the San Francisco Bay Area, a region known for seismic activity~~ . Acts of terrorism, which may be targeted at metropolitan areas that have higher population densities than rural areas, could cause disruptions in our or our advertisers' businesses or the economy as a whole. While our distributed operations may help to reduce this risk in the context of local **or regional** catastrophic events, coordinating a response to a larger- scale event could be complex and we may not manage it successfully. We may not have sufficient protection or recovery plans in certain circumstances, such as ~~natural disasters~~ **a large- scale outage** affecting ~~the San Francisco Bay Area~~ **our major service providers, such as AWS** , and our business interruption insurance may be insufficient to compensate us for losses that may occur. Our disaster recovery program contemplates transitioning our platform and data to a backup center in the event of a catastrophe. Although this program is functional, if our primary data center shuts down, there will be a period of time that our services will remain shut down while the transition to the back- up data center takes place. During this time, our platform may be unavailable in whole or in part to our users. We expect to continue to make significant investments to maintain and improve the availability of our platform and to enable rapid releases of new features and products. To the extent that we do not address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology in a cost- effective manner, while at the same time maintaining the reliability and integrity of our systems and infrastructure, our business and operating results may be harmed. If our security measures are compromised, or if our platform is subject to attacks that degrade or deny the ability of users to access our content, users may curtail or stop use of our platform. Our industry is prone to cyber- attacks by third parties seeking unauthorized access to our data or users' data, or to disrupt our ability to provide our services. Any failure to prevent or mitigate security breaches could expose us to the risk of loss or misuse of private user and business information, which could result in potential liability and litigation. We may be a particularly compelling target for such attacks as a result of our brand recognition. Computer viruses, break- ins, malware, social engineering (particularly spear phishing attacks), attempts to overload servers with denial- of- service or other attacks and similar disruptions from unauthorized use of computer systems have become more prevalent in our industry, have occurred on our systems in the past and are expected to occur periodically on our systems in the future. **Our** ~~The changes in our work environment as a result of the COVID- 19 pandemic and our decision to continue operating with a~~ distributed workforce could impact the security of our systems, as well as our ability to protect against attacks and detect and respond to them quickly. We ~~may~~ also ~~be subject to increased cyber- attacks, such as phishing attacks by threat actors using the attention placed on the pandemic as a method for targeting our personnel. In addition, we~~ face risks associated with security breaches affecting our third- party partners and service providers. A security breach at any such third party could be perceived by consumers as a security breach of our systems and result in negative publicity, damage to our reputation and expose us to other losses. Cyber- attacks continue to evolve in sophistication and volume, and may be inherently difficult to detect for long periods of time. Although we have developed systems and processes that are designed to protect our data and prevent data loss and other security breaches, the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently, often are not recognized until launched against a target or long after, and may originate from less regulated and more remote areas around the world. As a result, these preventative measures may not be adequate and we cannot assure you that they will provide absolute security. Although none of the disruptions we have experienced to date have had a material effect on our business, any future disruptions could lead to interruptions, delays or website shutdowns, causing loss of critical data or the unauthorized disclosure or use of personally identifiable or other confidential information. Even if we experience no significant shutdown or no critical data is lost, obtained or misused in connection with an attack, the occurrence of such attack or the perception that we are vulnerable to such attacks may harm our reputation, degrade the user experience, cause loss of confidence in our products or result in financial harm to us. Any or all of these issues could negatively impact our ability to attract new users, deter current users from returning to our platform, cause existing or potential advertisers to cancel their contracts or subject us to third- party lawsuits or other liabilities. For example, we work with third- party vendors to process credit card payments by users and businesses, and are subject to payment card association operating rules. Compliance with applicable operating rules, however, will not necessarily prevent illegal or improper use of our payment systems, or the theft, loss or misuse of payment information. If our security measures fail to prevent fraudulent credit card transactions and protect payment information adequately as a result of employee error, malfeasance or otherwise, or we fail to comply with the applicable operating rules, we could be liable to the users and businesses for their losses, as well as the vendor under our agreement with it, and be subject to fines and higher transaction fees. In addition, government authorities could also initiate legal or regulatory actions against us in connection with such incidents, which could cause us to incur significant expense and liability or result in orders or consent decrees forcing us to modify our business practices. Failure to protect or enforce our intellectual property rights could harm our business and results of operations. We regard the protection of our trade secrets, copyrights, trademarks, patent rights and domain names as critical to our success. In particular, we must maintain, protect and enhance the ~~"~~**“** Yelp ~~"~~**”** brand. We strive to protect our intellectual property rights by relying on federal, state and common law rights, as well as contractual restrictions. We pursue the registration of our domain names, copyrights, trademarks and service marks in the United States and in certain jurisdictions abroad. While we have pursued a number of patent applications, we currently have only limited patent protection for our core business, which may make it more difficult to assert certain of our intellectual property rights. We typically enter into confidentiality and invention assignment agreements with our employees and contractors, as well as confidentiality agreements with parties with whom we conduct business in order to limit access to, and disclosure and use of, our proprietary information. However, these contractual arrangements and the other steps we have taken to protect our intellectual property may not prevent the misappropriation or disclosure of our proprietary information or deter independent development of similar technologies by others, which may diminish the value of our brand and other intangible assets and allow competitors to more effectively mimic our products and services. Effective trade secret, copyright, trademark, patent and domain name protection is expensive to develop and maintain, both in terms of initial and ongoing registration requirements and expenses and the costs of defending our rights. Seeking protection for our intellectual property is expensive, time consuming and may not be successful; accordingly, we may determine not to seek such protections for all of our intellectual property or in every location in which we operate. Litigation may become necessary to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of proprietary rights claimed by others. For example, we may incur significant costs in enforcing our trademarks against those who attempt to imitate our “ Yelp ” brand. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect our business and operating results. Some of our products contain open source software **or incorporate AI** , **each of** which may pose particular risks to our **business** ~~proprietary software and solutions~~ . We have used open source software in our products and will use open source software in the future. From time to time, we may face claims from third parties claiming ownership of, or demanding release of, the open source software or derivative works that we developed using such software (which could include our proprietary source code), or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation and could require us to purchase a costly license or cease offering the implicated solutions unless and until we can re- engineer them to avoid infringement. This re- engineering process could require significant additional research and development resources. In addition to risks related to license requirements, use of certain open source software can lead to greater risks than use of third- party commercial software because open source licensors generally do not provide warranties or controls on the origin of the software. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a negative effect on our business and operating results. We **are also increasingly incorporating AI and AI- generated content into our platform, products and services, including using it to recommend relevant content to our users, summarize content and enhance our advertising products and systems, among other things. There are significant risks involved in developing and deploying AI, and there can be no assurance that our usage of AI will enhance our products or benefit our business. For example, our AI- enabled products may not operate properly or as we expect them to. If the recommendations, analyses or other content incorporated into or produced by such products are (or are perceived to be) deficient, biased or inaccurate, we could be subject to competitive harm, potential legal liability and brand or reputational harm. In addition, certain rights related to AI technologies and AI- generated content, including those granted under copyright laws, have not been fully addressed by U. S. courts or by federal or state laws or regulations. This uncertainty exposes us to risks with respect to both our ability to adequately protect the intellectual property underlying our AI technologies and the content generated by such technologies, as well as our inadvertent infringement of third- party intellectual property. It is also uncertain how existing laws granting protections to online services for display of third- party content, such as CDA 230, will apply to AI- generated content. If we are unable to mitigate these risks, or if we incur excessive expenses in our efforts to do so, our reputation, business operating results and financial condition may be harmed. We** may be unable to continue to use the domain names that we use in our business, or prevent third parties from acquiring and using domain names that infringe on, are similar to, or otherwise decrease the value of our brand or our trademarks or service marks. We have registered domain names for the websites that we use in our business, such as Yelp. com. If we lose the ability to use a domain name, whether due to trademark claims, failure to renew the applicable registration or any other cause, we may be forced to market our products under a new domain name, which could cause us substantial harm or cause us to incur significant expense in order to purchase rights to the domain name in question. In addition, our competitors and others could attempt to capitalize on our brand recognition by using domain names similar to ours. Domain names similar to ours have been registered by others in the United States and elsewhere. We may be unable to prevent third parties from acquiring and using domain names that infringe on, are similar to or otherwise decrease the value of our brand or our trademarks or service marks. Protecting and enforcing our rights in our domain names may require litigation, which could result in substantial costs and diversion of management' s attention. Risks Related to Our Financial Statements and Tax Matters We expect a number of factors to cause our operating results to fluctuate on a quarterly and annual basis, which may make it difficult to predict our future performance. Our operating results could vary significantly from period to period as a result of a variety of factors, many of which may be outside of our control. This volatility increases the difficulty in predicting our future performance and means comparing our operating results on a period- to- period basis may not be meaningful. In addition to the other risk factors discussed in this section, factors that may contribute to the volatility of our operating results include: • the impact of macroeconomic conditions, including the **current uncertain** economic **environment** ~~downturn caused by the COVID- 19 pandemic~~ , as well as the resulting effect on consumer spending at local businesses and the level of advertising spending by local businesses; • changes in advertiser budgets or their ability to pay for our products, including due to the impact of adverse macroeconomic conditions; • changes in consumer behavior with respect to local businesses, including as a result of adverse macroeconomic conditions; • changes in the products we offer and the market acceptance of those products and online advertising solutions generally; • changes or updates to our business strategies; • changes in our pricing policies and terms of contracts, whether initiated by us or as a result of competition; • changes in the markets in which we operate, such as the wind down of our international sales and marketing operations to focus on our core markets of the United States and Canada; • cyclicality and seasonality, which has become more pronounced since we transitioned to non- term contracts and may become further pronounced as our growth rate slows; • the effects of changes in search engine placement and prominence; • the adoption of any laws or regulations that adversely affect the growth, popularity or use of the Internet, such as the repeal of Internet neutrality regulations in the United States; • the success of our sales and marketing efforts; • adverse litigation judgments, settlements or other litigation- related costs, including the costs associated with investigating and defending claims; • interruptions in service and any related impact on our reputation; • changes in our tax rates or exposure to additional tax liabilities; • new accounting pronouncements or changes in existing accounting standards and practices; and • the effects of natural or man- made catastrophic events . The impact of these and other...... and cause our operating results to suffer . We rely on data from both internal tools and third parties to calculate certain of our performance metrics. Real or perceived inaccuracies in such metrics may harm our reputation and negatively affect our business. We track certain performance metrics — including the number of unique devices accessing our mobile app in a given period, paying advertising locations, active claimed local business locations, ad clicks and CPCs — with internal tools, which are not independently verified by any third party. Our internal tools have a number of limitations and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including key metrics that we report. If the internal tools we use to track these metrics over- or under- count performance or contain algorithm or other technical errors, the data we report may not be accurate and our understanding of certain details of our business may be distorted, which could affect our longer- term strategies. For example, in 2018, we discovered a software error that caused our previously reported claimed local business locations metric to be overstated for the third quarter of 2017 through the first quarter of 2018, and revised them accordingly. Our metrics may also be affected by mobile applications that automatically contact our servers for regular updates with no discernible user action involved; this activity can cause our system to count the device associated with the app as an app unique device in a given period. Although we take steps to exclude such activity and, as a result, do not believe it has had a material impact on our reported metrics, our efforts may not successfully account for all such activity. In addition, certain of our other key metrics — the number of our desktop unique visitors and mobile website unique visitors — are **currently** calculated based on data from ~~third parties~~ **Google Analytics** . While these numbers are based on what we believe to be reasonable calculations for the applicable periods of measurement, **Google Analytics** ~~our third- party providers~~ periodically ~~encounter~~ **encounters** difficulties in providing accurate data for such metrics as a result of a variety of factors, including human and software errors. ~~We expect these challenges to continue to occur, and potentially to increase as our traffic grows.~~ For example, we have discovered in **certain prior periods** ~~the past, and expect to discover in the future,~~ that portions of our desktop traffic, as measured by Google Analytics, **were** ~~have been~~ attributable to robots. Because the traffic from robots does not represent valid consumer traffic, our reported desktop unique visitor metric for impacted periods ~~reflects~~ **reflected** an adjustment to the Google Analytics measurement of our traffic to remove traffic identified as originating from robots to provide greater accuracy and transparency. We expect **these challenges** to continue to **occur for the duration of our use of Google Analytics and that we will** make similar adjustments in the future if we determine that our traffic metrics are materially impacted by robot or other invalid traffic. There are also inherent challenges in measuring usage across our large user base. For example, because ~~these~~ **our traffic** metrics are based on users with unique identifiers, an individual who accesses our website from multiple devices with different identifiers may be counted as multiple unique visitors, and multiple individuals who access our website from a shared device with a single identifier may be counted as a single unique visitor. In addition, although we use technology designed to block low- quality traffic, such as robots, spiders and other software, we may not be able to prevent all such traffic, and such technology may have the effect of blocking some valid traffic. For these and other reasons, the calculations of our desktop unique visitors and mobile website unique visitors may not accurately reflect the number of people actually ~~using~~ **visiting** our ~~platform~~ **website. We are continually seeking to improve our ability to measure these key metrics, and regularly review our processes to assess potential improvements to their accuracy. Similarly, Google Analytics also makes periodic changes and updates to their tools and methodologies. Google has announced that it will no longer offer the Universal Analytics version of its Google Analytics product, which we currently use, as of July 1, 2024. We plan to begin reporting our web traffic metrics based on internal measurement tools for the year ending December 31, 2024, which we believe will allow us to better analyze web traffic data. However, we have not yet finalized the methodology that we will use to measure our web traffic metrics, which are complex, require significant judgment and are susceptible to technical errors. We will also need to ensure that our internal data collection and reporting processes align with our new methodology. These changes to our web traffic metrics will result in inconsistency between new data and previously reported data, and we may not have the necessary data to provide an overlapping transition period. As a result, investors**

may perceive the transition as abrupt and the new data we report may not be comparable to data from prior periods, which could be confusing, raise questions about the integrity of our data, and may harm our reputation and harm our reputation . Our measures of traffic and other key metrics may differ from estimates published by third parties (other than those whose data we use to calculate our key metrics) or from similar metrics of our competitors. ~~We are continually seeking to improve our ability to measure these key metrics, and regularly review our processes to assess potential improvements to their accuracy. Similarly, the third parties on which we rely for certain of our key metrics may also make changes or improvements to their tools and methodologies; for example, in July 2023, Google Analytics will be replaced by Google Analytics 4, Google' s next-generation digital marketing intelligence product. However, changes to these tools and methodologies could cause inconsistency between current data and previously reported data, which could confuse investors or raise questions about the integrity of our data.~~ In addition, as both the industry in which we operate and our business continue to evolve, so too might the metrics by which we evaluate our business. We may revise or cease reporting metrics if we determine such metrics are no longer accurate or appropriate measures of our performance. For example, we stopped reporting our claimed local business locations metric and instead disclose the number of active claimed local business locations, which we believe provides a better measure of the number of businesses that represent the highest quality leads available to our local sales force than our claimed local business locations metric. We also phased out our paid advertising accounts metric and replaced it with paid advertising locations, which we believe provides a better measurement of our market penetration. If our users, advertisers, partners and stockholders do not perceive our metrics to be accurate representations, or if we discover material inaccuracies in our metrics, our reputation may be harmed. ~~time without penalty.~~ We have incurred significant operating losses in the past,and we may not be able to generate sufficient revenue to maintain profitability.Our failure to achieve an adequate growth rate will adversely affect our business and results of operations.You should not rely on the revenue growth of any prior quarterly or annual period,or the net income we realize in certain periods,as an indication of our future performance.Although our revenues have grown over time,increasing from $ 12.1 million in 2008 to $ 1. ~~19~~ **34** billion in ~~2022~~ **2023** ,our revenue growth rate has declined in certain recent periods as a result of a variety of factors,including the maturation of our business.Moreover,our strategy to grow our business involves significant risks and executing on it may prove more difficult than we currently anticipate.Our revenue ~~was~~ **has** also **been** significantly negatively impacted as businesses reduced their advertising spending as a result of **adverse macroeconomic conditions** ~~COVID- 19 closures or restrictions,resulting in a 14 % year- over- year decrease in revenue in 2020~~ .While ~~our business has now surpassed its pre- pandemic performance in many areas and~~ advertiser demand was **generally** strong in ~~2022~~ **2023** , ~~consumer~~ **economic uncertainty and inflationary pressures,as well as concerns related to severe weather and the prevalence of respiratory illnesses,among other adverse macroeconomic conditions,resulted in web** traffic ~~remained~~ **remaining approximately flat and app unique devices decreasing slightly year over year,with both remaining** below pre- pandemic 2019 levels ~~during due to economic uncertainty and inflationary pressures as well as ongoing concerns related to COVID- 19 and its variants,among other adverse macroeconomic conditions~~ .Our RR & O categories have been particularly sensitive to changes in consumer confidence.We cannot predict the remaining duration of the current adverse economic conditions ~~or the pandemic,the severity of future COVID- 19 variants and resulting restrictions,~~ or the duration or magnitude of the adverse impact on our revenue.Historically,our costs have increased each year and we expect our costs to increase in future periods as we continue to expend substantial financial resources on:• product and feature development;• sales and marketing;• our technology infrastructure;• market development efforts;• strategic opportunities,including commercial relationships and acquisitions;• our stock repurchase program;and • general administration,including legal and accounting expenses related to being a public company.These investments may not result in increased revenue or growth in our business.Our expenses may grow faster than our revenue and may be greater than we anticipate in a particular period or over time.If we are unable to maintain adequate revenue growth and to manage our expenses,we may continue to incur significant losses in the future and may not be able to maintain profitability.We have a limited operating history in an evolving industry,which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.We have a limited operating history at the current scale of our business in an evolving industry that may not develop as expected,if at all.If the demand for connecting consumers and local businesses does not develop as we expect,or if we fail to address the needs of this demand,our business will be harmed.As a result,our historical operating results may not be indicative of our future operating results,making it difficult to assess our future prospects.You should consider our business and prospects in light of the risks and difficulties we may encounter in this rapidly evolving industry,which we may not be able to address successfully.These risks and difficulties include numerous factors,many of which we are unable to predict or are **outside of our control,including those discussed elsewhere in these Risk Factors.Failure to address these risks and difficulties adequately could harm our business and cause our operating results to suffer.** If we default on our credit obligations, our business, revenue and financial results could be harmed. Our ~~revolving~~ **Revolving** ~~credit~~ **Credit** ~~facility~~ **and Guaranty Agreement, dated April 28, 2023, with certain lenders and JPMorgan Chase Bank, N. A., as administrative agent and collateral agent (the " Credit Agreement "), provides our lenders with a first- priority lien against substantially all of our domestic assets, including certain domestic intellectual property, and** contains financial covenants and other restrictions on our actions that may limit our operational flexibility or otherwise adversely affect our results of operations. It contains a number of covenants that limit our ability ~~and our subsidiaries' ability~~ to, among other things, incur ~~additional~~ indebtedness **, grant liens, make distributions** , pay dividends, ~~make redemptions and repurchases~~ - **repurchase shares** ~~of stock~~ , make investments, **or** ~~loans and acquisitions, incur liens,~~ engage in transactions with **our** affiliates, merge or consolidate with other companies, sell material businesses or assets, or license or transfer certain of our intellectual property. We are also required to maintain certain financial covenants. Complying with these covenants may make it more difficult for us to successfully execute our business strategy and compete against companies who are not subject to such restrictions. If we fail to comply with the covenants under the ~~revolving credit~~ **Credit** ~~facility~~ **Agreement** , **lenders** ~~Wells Fargo~~ would have a right to, among other things, terminate the commitments to provide additional loans **under the facility, enforce any liens on collateral securing the obligations** under the facility, declare all outstanding loans and accrued interest and fees to be due and payable and require us to post cash collateral to be held as security for any reimbursement obligations in respect of any outstanding letters of credit issued under the facility. If any remedies under the facility were exercised, 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, which could immediately materially and adversely affect our business, cash flows, operations and financial condition. Even if we were able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to us **. Additionally, the Credit Agreement utilizes Secured Overnight Financing Rate (" SOFR ") or various alternative methods to calculate the amount of accrued interest on any loans. If a published U. S. dollar SOFR is unavailable, the interest rates on our debt indexed to SOFR will be determined using one of the alternative methods, any of which could, if the revolver is drawn, result in interest obligations that are more than the current form, which could have a material adverse effect on our financing costs** . If our goodwill or intangible assets become impaired, we may be required to record a significant charge to our statements of operations. We have recorded a significant amount of goodwill related to our acquisitions to date, and a significant portion of the purchase price of any companies we acquire in the future may be allocated to acquired goodwill and other intangible assets. Under accounting principles generally accepted in the United States (" GAAP "), we review our intangible assets for impairment when events or changes in circumstances indicate the carrying value of our goodwill and other intangible assets may not be recoverable. Goodwill is required to be tested for impairment at least annually. Factors that may be considered include declines in our stock price, market capitalization and future cash flow projections. If our acquisitions do not yield expected returns, our stock price declines or any other adverse change in market conditions occurs, a change to the estimation of fair value could result. For example, we performed an impairment test after identifying indicators of impairment during the first quarter of 2020 as a result of COVID- 19. While we ultimately recorded only an immaterial impairment charge related to intangible assets as a result of this test, any further adverse changes in our business environment, stock price, market capitalization and future cash flow projections could result in additional impairment charges to our intangible assets or goodwill, particularly if such change impacts any of our critical assumptions or estimates, and may have a negative impact on our financial position and operating results. We may require additional capital to support business growth, and such capital might not be available on acceptable terms, if at all. We intend to continue to invest in our business and may require or otherwise seek additional funds to respond to business challenges, including the need to develop new features and products, enhance our existing services, improve our operating infrastructure and acquire complementary businesses and technologies. As a result, we may need to engage in equity or debt financings to secure additional funds. If our access to capital is restricted or our borrowing costs increase as a result of developments in financial markets relating to the current macroeconomic uncertainty or otherwise, our operations and financial condition could be adversely impacted. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of our common stock. Any future debt financing we secure could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and respond to business challenges could be significantly impaired, and our business may be harmed. We may have exposure to greater than anticipated tax liabilities. Our income tax obligations are based in part on our corporate operating structure and intercompany arrangements, including the manner in which we develop, value and use our intellectual property and the valuations of our intercompany transactions. For example, our corporate structure includes legal entities located in jurisdictions with income tax rates lower than the U. S. statutory tax rate. Our intercompany arrangements allocate income to such entities in accordance with arm' s length principles and commensurate with functions performed, risks assumed and ownership of valuable corporate assets. We believe that income taxed in certain foreign jurisdictions at a lower rate relative to the U. S. statutory rate will have a beneficial impact on our worldwide effective tax rate. However, significant judgment is required in evaluating our tax positions and determining our provision for income taxes. During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. For example, our effective tax rates could be adversely affected by changes in the valuation of our deferred tax assets and liabilities, or by changes in relevant tax, accounting and other laws, regulations, principles and interpretations. In addition, the application of the tax laws of various jurisdictions, including the United States, to our international business activities is subject to interpretation and depends on our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, including our transfer pricing, or determine that the manner in which we operate our business does not achieve the intended tax consequences, which could increase our worldwide effective tax rate and harm our financial position and results of operations. As we operate in numerous taxing jurisdictions, the application of tax laws can also be subject to diverging and sometimes conflicting interpretations by tax authorities of these jurisdictions. It is not uncommon for taxing authorities in different countries to have conflicting views, for instance, with respect to, among other things, the manner in which the arm' s- length standard is applied for transfer pricing purposes, or with respect to the valuation of intellectual property. Changes in tax laws or tax rulings, or the examination of our tax positions, could materially affect our financial position and results of operations. Tax laws are dynamic and subject to change as new laws are passed and new interpretations of the law are issued or applied. Our current practices, existing corporate structure and intercompany arrangements have been implemented in a manner we believe is in compliance with current prevailing tax laws. However, the tax benefits that we intend to eventually derive could be undermined due to changing tax laws or new interpretations of existing laws that are inconsistent with previous interpretations or positions taken by taxing authorities on which we have relied. For example, the U. S. Tax Cuts and Jobs Act (the " Tax Act "), which was enacted on December 22, 2017, made broad and complex changes to the U. S. tax code, including, among other things, reducing the federal corporate tax rate. Beginning in 2022, the Tax Act required the capitalization of research and development expenses with amortization periods over ~~five and fifteen~~ **5 or 15** years pursuant to Internal Revenue Code Section 174 (" Section 174 ") ~~, which has a material and adverse impact on our effective tax rate and cash flow~~ . If the requirement to capitalize Section 174 expenditures is not modified, it may ~~also~~ **significantly** impact ~~our effective tax rate and~~ our cash tax liability in future years. We expect further guidance regarding Section 174 may be forthcoming from **regulations, interpretations and rulings from federal and state agencies,** the Financial Accounting Standards Board and the SEC ~~, as well as regulations, interpretations and rulings from federal and state agencies~~ , which could impact our consolidated financial statements. Furthermore, taxing authorities in various jurisdictions worldwide have enacted or proposed new tax laws, rules and regulations directed at taxing the digital economy and multinational entities. **Over the last several years** ~~As part of its Base Erosion and Profit Sharing Project~~ , the Organization for Economic Co- operation and Development has ~~published proposals~~ **been working on a Base Erosion** and ~~blueprints covering issues including~~ **Profit Shifting Project that, if implemented, would change various aspects of the existing framework under which our tax obligations are determined in certain countries where we do business. Many countries have approved a framework that imposes a minimum tax rate of 15 %, among other provisions. As this framework is subject to further negotiation and implementation by each member** country ~~- by- country reporting~~ , **the timing** ~~transfer pricing rules~~ and ~~taxation~~ **ultimate impact** of ~~digital services~~ **any such changes on our tax obligations are uncertain** . Various jurisdictions have also unilaterally enacted or are considering a digital services tax on companies that generate revenues from the provision of digital services. These ongoing efforts to modernize the international tax framework and address the digitalization of the global economy could increase our future tax obligations. **We** ~~The Company~~ will continue to monitor the developments and assess any impacts on our long- term tax planning and consolidated financial statements. In addition, the taxing authorities in the United States and other jurisdictions where we do business regularly examine our income and other tax returns. The ultimate outcome of these examinations cannot be predicted with certainty. Should the Internal Revenue Service **(" IRS ")** or other taxing authorities assess additional taxes as a result of examinations or changes to applicable law or interpretations of the law, we may be required to record charges to our operations, which could harm our business, operating results and financial condition. Risks Related to Regulatory Compliance and Legal Matters We are, and may be in the future, subject to disputes and assertions that we violate the rights of other parties. These disputes may be costly to defend and could harm our business and operating results. We currently face, and we expect to face from time to time in the future, allegations that we have violated the rights of other parties, including patent, trademark, copyright and other intellectual property rights, privacy or data protection rights of our users, and the rights of current and former employees, users and business owners ~~. For example, various businesses have sued us alleging that we manipulate Yelp reviews in order to coerce them and other businesses to pay for Yelp advertising~~ . The nature of our business also exposes us to claims relating to the information posted on our platform, including claims for defamation, libel, negligence and patent, copyright or trademark infringement, among others. For example, businesses have in the past claimed, and may in the future claim, that we are responsible for the content of reviews posted by our users. We expect claims like these to continue, and potentially increase in proportion to the amount of content on our platform. In some instances, we may elect or be compelled to remove the content that is the subject of such claims, or may be forced to pay substantial damages if we are unsuccessful in our efforts to defend against these claims. For example, laws in Germany may impose significant fines for failure to comply with certain content removal and disclosure obligations. If we elect or are compelled to remove content from our platform, our products and services may become less useful to consumers and our traffic may decline, which would have a negative impact on our business. This risk may increase if the protections afforded us by CDA 230 are limited by legislative or judicial actions. This risk may also be greater in certain jurisdictions outside of the United States where our protection from such liability may be unclear. We are also regularly exposed to claims based on allegations of infringement or other violations of intellectual property rights. Companies in the Internet, technology and media industries own large numbers of patent and other intellectual property rights, and frequently enter into litigation. Various " non- practicing entities " that own patents and other intellectual property rights also often aggressively attempt to assert claims in order to extract value from technology companies. From time to time, we receive complaints that certain of our products and services may violate the intellectual property rights of others, and have previously been involved in patent lawsuits, including lawsuits involving plaintiffs targeting multiple defendants in the same or similar suits. While we have pursued a number of patent applications, we currently have only limited patent protection for our core business, and the contractual restrictions and trade secrets that protect our proprietary technology provide only limited safeguards against appropriation. This may make it more difficult to defend certain of our intellectual property rights, particularly related to our core business. We expect other claims to be made against us in the future, and the results of litigation and claims to which we may be subject cannot be predicted with any certainty. Even if the claims are without merit, the costs associated with defending against them may be substantial in terms of time, money and management distraction. In particular, patent and other intellectual property litigation may be protracted and expensive, and the results may require us to stop offering certain features, purchase licenses or modify our products and features while we develop non- infringing substitutes, or otherwise involve significant settlement costs. The development of alternative non- infringing technology or practices could require significant effort and expense or may not be feasible. Even if claims do not result in litigation or are resolved in our favor without significant cash settlements, such matters, and the time and resources necessary to resolve them, could harm our business, results of operations and reputation. Our business is subject to complex and evolving domestic and foreign laws, regulations and other obligations related to privacy, data protection, data security and other matters. Our actual or perceived failure to comply with such laws, regulations and obligations could harm our business. We are subject to numerous domestic and foreign laws and regulations that involve matters central to our business, including laws regarding privacy, data protection, data security, user- generated content and consumer protection, among others, as described in more detail under **the section titled** " Business — Government Regulation **.** " ~~under Item 1 of this Annual Report.~~ For example, we are subject to numerous laws around the world that restrict the collection, use, storing, processing and disclosure of personal information and other user data. We are also subject to a variety of laws, regulations and guidelines that regulate the way we distinguish paid search results and other types of advertising from unpaid search results. We operate in a rapidly evolving industry, and many laws and regulations that impact our business are being proposed, are still evolving or are being tested in courts, which adds to the complexity of operating our business . In addition to various laws and...... actions by regulators or other adverse consequences . Our business could be adversely affected if we are required to change our current policies, practices or the design of our platform, products or features based on new laws, regulations or judicial interpretations. For example, ~~there~~ -- **the European Union recently enacted** ~~have been ongoing legislative efforts to restrict~~ the ~~scope of the critical liability protections afforded to~~ **Digital Services Act (" DSA "), which includes extensive new obligations for** online platforms **related to** ~~like ours under CDA 230, which could increase our~~ content moderation ~~costs~~ and ~~our exposure to liability in connection~~ **transparency. The DSA introduces " trusted flaggers "** with **rights to expedited decisions on the reports** ~~the~~ **they** ~~publication of third~~ **make to platforms, mandates an appeals process for content moderation decisions and gives consumers the right to challenge those decisions with out** - ~~party~~ **of- court settlement bodies. Fines for failing to comply with the DSA can reach 6 % of worldwide annual turnover. Aspects of the DSA and other new and emerging laws concerning** content **moderation and transparency** , including ~~user- generated reviews. Changes to CDA 230, whether the result of legislative or judicial action, could also cause us to remove more third-party content from our platform, particularly critical consumer commentary,~~ in ~~response to takedown demands that~~ **the United States, remain unclear and we** may ~~or may not~~ be ~~legitimate, which would negatively affect~~ **required to modify our policies and practices further in an effort to comply with** ~~the~~ **them** ~~quality and quantity of information available through our service~~ . Similarly, regulatory frameworks for privacy issues and behavioral advertising are currently in flux worldwide and are trending toward more restrictive obligations ~~, reflecting increased public scrutiny of the practices of companies offering online services with respect to the personal information and behavior of their users~~ . Changes to privacy and data security laws could make it more difficult for consumers to use our platform, resulting in lower traffic and revenue, or make it more difficult for us to provide effective advertising tools to businesses on our platform, resulting in fewer advertisers and lower revenue. Delivering targeted advertising off Yelp in particular is becoming more difficult due to changes in our ability to gather information about user behavior through third- party platforms, new laws and regulations, and consumer resistance. Current and proposed laws and regulations regulate the use of cookies and other tracking technologies, electronic communications and marketing. For example, in addition to giving residents expansive rights related to their personal information, ~~California~~ **various state privacy** ~~law~~ **laws** ~~restricts~~ - **restrict** the " sale " of personal information ~~and the~~ **, allow** ~~use~~ **users to opt out** of ~~cookies~~ **targeted advertising** and ~~similar technologies~~ **, in certain states, require the adoption of universal opt- out signals** for ~~certain~~ **targeted** advertising ~~purposes~~ **and the sale of data** . If these and other future restrictions negatively impact our ability to offer ad products that are highly targeted to audience interests, or to measure the effectiveness of our ad products, such as our ability to offer store- level attribution through integrations with third- party data partners, our ability to maintain and expand our base of advertisers will be harmed. In addition, if we encounter widespread consumer withholding of consent, **opt- outs of targeted advertising, or** adoption of **universal opt- out signals,** " do not track " mechanisms or ~~adoptions of~~ " ad- blocking " software to prevent the collection of personal information for targeted advertising purposes, we may be required to change the way we market our products, our ability to reach new or existing customers may be materially impaired or our operations may be otherwise harmed. These challenges may be compounded to the extent that different jurisdictions adopt inconsistent or conflicting laws and regulations applicable to our business, which would add complexity to our operations and increase our compliance costs. For example, laws in all states and U. S. territories require businesses to notify affected individuals and governmental entities of the occurrence of certain security breaches affecting personal information. However, these laws are not consistent, and compliance with them in the event of a widespread data breach would be complex and costly. It is also possible that the interpretation and application of various laws and regulations may conflict with other rules or our practices, such as industry standards to which we adhere, our privacy policies and our privacy- related obligations to third parties (including, in certain instances, voluntary third-party certification bodies). Uncertainty regarding the application and interpretation of existing laws and regulations due to court challenges or evolving legislation may also result in a significantly greater compliance burden for us. For example, ~~a decision by the European Court of Justice of the European Union invalidated the primary framework allowing transfers of personal information from Europe to the United States and most other~~ - **there** ~~countries~~ **have been ongoing legislative efforts to restrict the scope of the critical liability protections afforded to online platforms like ours** under **CDA 230, which could increase our content moderation costs and our exposure to liability in connection with** the **publication of third** ~~U. S.~~ - ~~E~~ **party content, including user- generated reviews** . ~~U. Privacy Shield Framework. The~~ **There** ~~European Union and the United States~~ have ~~negotiated a~~ **also been efforts to limit the applicability of CDA 230 to** new **types** ~~framework that may impose additional obligations and requirements with respect to the transfer~~ of **content** ~~E. U. personal data to other jurisdictions, which in turn may increase the legal risks and liabilities under the GDPR and local E. U. laws associated with cross- border data transfers, as well as result in material increases in our compliance and operational costs. If we are unable to implement a valid solution for personal information transfers from Europe, we will face increased exposure to regulatory actions, substantial fines, and injunctions against processing or transferring personal information from Europe and may be required to increase our data processing capabilities in Europe at significant expense. Similarly, the CPRA, which came into effect in 2023, significantly modifies the privacy obligations under the CCPA, creating uncertainty and requiring us to incur additional costs and expenses. Other states and countries~~ , such as ~~Virginia and Canada~~ **AI- generated content. Changes to CDA 230 or new interpretations of its application** , ~~have passed~~ **whether the result of legislative or judicial action, could also cause us to remove more content from our platform, particularly critical consumer commentary, in response to takedown demands that may or**

may not be legitimate, which would negatively affect the quality and quantity of information available through our service. In addition to various laws and regulations, we are or may become bound by industry standards and ~~their~~ - **other** ~~own~~ **contractual obligations, particularly related to data** privacy ~~legislation or have such legislation pending. Aspects of the CCPA, CPRA and other laws remain unclear and we may be required to modify our practices further in an~~ **and security, and our** ~~effort~~ **efforts** to comply with **such obligations may not be successful. We must also comply with** ~~them~~ - ~~laws and regulations,we are or may become bound by industry standards and other contractual obligations,particularly related to data privacy and security,and our efforts to comply with such obligations may not be successful.We must also comply with~~ the technical requirements and policies of the search engines,application marketplace operators,mobile operating systems and other third- party products and services on which we rely.For example,Apple ~~recently~~ **has** made certain changes to its products and data use policies in connection with changes to its iOS operating system that reduce our ability to target and measure advertising across third- party platforms. **Key web browsers,including Chrome,Safari and Firefox,have also indicated that they will no longer support third- party tracking cookies by the end of 2024.** If we do not comply with these requirements **,which these third parties generally retain discretion to interpret** ,we could lose access to such products and services,which would harm our business.We also publish privacy policies,marketing materials and other statements,such as compliance with certain third- party certifications,regarding data privacy and security.If these policies,materials or statements are found to be deficient,lacking in transparency,deceptive,unfair or not representative of our practices,we may be subject to investigation,enforcement actions by regulators or **other adverse consequences** . Our actual or perceived failure to comply with laws, regulations and other obligations has led to, and could lead to further, costly legal actions, which in turn could result in adverse publicity, significant liability and decreased demand for our services, which could adversely affect our business, results of operations and financial condition. For example, our failure or perceived failure to comply with applicable laws and regulations may result, and in some cases has resulted, in inquiries and other proceedings and actions against us by governments, regulations or others. Responding to and resolving any future litigation, investigations, settlements or other regulatory actions may require significant time and resources, and could diminish confidence in, and the use of, our products. We may also be forced to implement new measures to reduce our legal exposure, which may require us to expend substantial resources, delay development of new products or discontinue certain products or features, which would negatively impact our business. For example, if we fail to comply with our privacy- related obligations to users or third parties, or any compromise of security that results in the unauthorized release or transfer of personal information or other user data, we may be compelled to provide additional disclosures to our users, obtain additional consents from our users before collecting or using their information or implement new safeguards to help our users manage our use of their information, among other changes. Any resulting negative publicity could adversely affect our reputation and brand, regardless of whether the internal resources expended and expenses incurred in connection with such inquiries and their resolutions are material. The requirements of being a public company may strain our resources, divert management' s attention and affect our ability to attract and retain qualified board members. 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 New York Stock Exchange and other applicable securities rules and regulations. Compliance with these rules and regulations has increased, and will likely continue to increase, our legal and financial compliance costs, make some activities more difficult, time- consuming or costly, and place significant strain on our personnel, systems and resources. In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time. This could result in continuing uncertainty regarding compliance matters, higher administrative expenses and a diversion of management' s time and attention. Further, if our compliance efforts differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed. Being a public company that is subject to these rules and regulations also makes it more expensive for us to obtain and retain director and officer liability insurance, and we may in the future be required to accept reduced coverage or incur substantially higher costs to obtain or retain adequate coverage. These factors could also make it more difficult for us to attract and retain qualified members of our ~~board~~ **Board** ~~of directors~~ and qualified executive officers. Risks Related to Ownership of Our Common Stock Our share price has been and will likely continue to be volatile. The trading price of our common stock has been, and is likely to continue to be, highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. In addition to the factors discussed in these Risk Factors and elsewhere in this Annual Report, factors that may cause volatility in our share price include: • the ~~short- and long- term impacts~~ - **impact** of the **current adverse** ~~COVID- 19 pandemic and related~~ macroeconomic ~~uncertainty~~ **conditions** , as well as the timing and pace of the recovery; • actual or anticipated fluctuations in our financial condition and operating results; • changes in projected operating and financial results; • actual or anticipated changes in our growth rate relative to our competitors; • repurchases of our common stock pursuant to our stock repurchase program, which could also cause our stock price to be higher that it would be in the absence of such a program and could potentially reduce the market liquidity for our stock; • announcements of changes in strategy; • announcements of technological innovations or new offerings by us or our competitors; • announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital- raising activities or commitments; • additions or departures of key personnel; • actions of securities analysts who cover our company, such as publishing research or forecasts about our business (and our performance against such forecasts), changing the rating of our common stock or ceasing coverage of our company; • investor sentiment, including that of derivatives traders, with respect to us or our competitors, business partners and industry in general; • any disruption to the proper operation of our network infrastructure or compromise of our security measures; • any failure to maintain effective controls or difficulties encountered in their implementation or improvement; • reporting on our business by the financial media, including television, radio and press reports and blogs; • fluctuations in the value of companies perceived by investors to be comparable to us; • changes in the way we measure our key metrics; • sales of our common stock; • changes in laws or regulations applicable to our solutions; • share price and volume fluctuations attributable to inconsistent trading volume levels of our shares; and • general economic and market conditions such as recessions or interest rate changes. Furthermore, the stock markets have recently experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. In some cases, these fluctuations often have been unrelated or disproportionate to the operating performance of those companies. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. For example, in January 2018, we and certain of our officers were sued in a putative class action lawsuit alleging violations of the federal securities laws for allegedly making materially false and misleading statements. We may be the target of additional litigation of this type in the future as well. Securities litigation against us could result in substantial costs and divert our management' s time and attention from other business concerns, which could harm our business. We cannot guarantee that our stock repurchase program will be fully consummated or that it will enhance long- term stockholder value. Share repurchases could also increase the volatility of the trading price of our stock and could diminish our cash reserves. Since we implemented our stock repurchase program in July 2017, our ~~board~~ **Board** ~~of directors~~ has authorized the repurchase of up to an aggregate of $ 1. ~~45~~ **95** billion of our common stock, of which $ ~~254~~ **554** . 7 million remained available as of February ~~17~~ **20** , ~~2023~~ **2024** and which does not have an expiration date. Although our ~~board~~ **Board** ~~of directors~~ has authorized this repurchase program, the program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. The actual timing and amount of repurchases remain subject to a variety of factors, including liquidity, cash flow and market conditions, all of which may be negatively impacted by the ~~ongoing pandemic~~ **current uncertain macroeconomic conditions** . In addition, the terms of our Credit Agreement ~~with Wells Fargo Bank, National Association~~ impose limitations on our ability to repurchase shares during the term of our revolving credit facility. We cannot guarantee that the program will be fully consummated or that it will enhance long- term stockholder value. The program could affect the trading price of our stock and increase volatility, and any announcement of a termination of this program may result in a decrease in the trading price of our stock. In addition, this program could diminish our cash and cash equivalents, and marketable securities. We do not intend to pay dividends for the foreseeable future, and as a result, our stockholders' ability to achieve a return on their investment will depend on appreciation in the price of our common stock. We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our ~~board~~ **Board** ~~of directors~~ . Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize future gains on their investments. Anti- takeover provisions in our charter documents and under Delaware law could make an acquisition of our Company more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock. Provisions in our amended and restated certificate of incorporation and bylaws may have the effect of delaying or preventing a change in control or changes in our board and management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that: • authorize our ~~board~~ **Board** ~~of directors~~ to issue, without further action by the stockholders, up to 10, 000, 000 shares of undesignated preferred stock; • require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent; • specify that special meetings of our stockholders can be called only by our ~~board~~ **Board** ~~of directors~~ , the Chair of our ~~board~~ **Board** ~~of directors~~ or our Chief Executive Officer; • establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our ~~board~~ **Board** ~~of directors; • establish that our board of directors is divided into classes, with directors serving staggered terms, until our 2023 annual meeting of stockholders when the classes will be fully phased out~~ ; • prohibit cumulative voting in the election of directors; • provide that vacancies on our ~~board~~ **Board** ~~of directors~~ may be filled only by a majority of directors then in office, even though less than a quorum; and • require the approval of our ~~board~~ **Board** ~~of directors~~ or the holders of a supermajority of our outstanding shares of capital stock to amend our bylaws and certain provisions of our amended and restated certificate of incorporation. These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our ~~board~~ **Board** ~~of directors~~ , which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any " interested " stockholder for a period of three years following the date on which the stockholder became an " interested " stockholder. Our amended and restated certificate of incorporation and bylaws provide that the Court of Chancery of the State of Delaware and the U. S. federal district courts will be the exclusive forums for the adjudication of certain disputes, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: • any derivative action or proceeding brought on our behalf; • any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of Yelp to us or our stockholders; • any action asserting a claim against us arising pursuant to any provision of the General Corporation Law of the State of Delaware, our amended and restated certificate of incorporation or our amended and restated bylaws; and • any action asserting a claim against us that is governed by the internal affairs doctrine. This exclusive- forum provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act. Furthermore, section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated bylaws provide that the U. S. federal district courts will be the exclusive forum for resolving any compliant asserting a cause of action arising under the Securities Act. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation and bylaws. This may require significant additional costs associated with resolving such action in other jurisdictions and there can be no assurance that the provisions will be enforced by a court in such other jurisdictions. These exclusive- forum provisions further provide that any person or entity that acquires any interest in shares of our capital stock will be deemed to have notice of and consented to such provisions and 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 lawsuits against us and our directors, officers, and other employees. If a court were to find either exclusive- forum provision to be inapplicable or unenforceable in an action, we may incur further significant additional costs associated with resolving the dispute in other jurisdictions, all of which could harm our business. Future sales of our common stock in the public market could cause our share price to decline. Sales of a substantial number of shares of our common stock in the public market, particularly sales by our directors, officers, employees and significant stockholders, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. As of December 31, ~~2022~~ **2023** , we had ~~69~~ **68** , ~~796~~ **863** , ~~932~~ **710** shares of common stock outstanding. **39**