Risk Factors Comparison 2024-02-26 to 2023-03-01 Form: 10-K

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The following is a summary of the principal risks that could adversely affect our business, operations, and financial results. Risks Related To Our Business • **If we are unable to identify and execute new** ~~Acquisitions~~ **acquisitions** ~~and~~ **or execute on** ~~investments~~ - **investment strategies,** ~~in our business play a significant role in~~ our growth **may be negatively impacted** . • Acquisitions may disrupt our operations and harm our operating results. • The majority of our revenue within the Digital Media business is derived from short- term advertising arrangements, and our Digital Media business may lose or be unable to attract advertisers if it cannot develop, commission, or acquire compelling content, if it cannot attract users to mobile offerings **,** or if advertisers' marketing budgets are cut or reduced. • We face risks associated with system failures, security breaches, and other technological issues **. • We face risks associated with the unauthorized use of our content and the infringement of our intellectual property rights by developers and users of generative artificial intelligence (" AI ")** . • We face risks associated with changes in our tax rates, changes in tax treatment of companies engaged in e- commerce, the adoption of new U. S. or international tax legislation, assessments or audits by taxing authorities, and potential exposure to additional tax liabilities (including with respect to sales and use, telecommunications, or similar taxes). • We face risks associated with weakened global and U. S. economic conditions, volatility in the economy, and political instability. • The markets in which we operate are highly competitive, and we may not be successful in growing our brands or revenue. • If the distribution of Consensus, together with certain related transactions, does not qualify as a transaction that is generally tax- free for U. S. federal income tax purposes, Ziff Davis, Consensus, and Ziff Davis stockholders could be subject to significant tax liabilities. • Our business is highly dependent on our billing systems functioning properly, and we face risks associated with credit and debit card declines and merchant standards imposed by credit and debit card companies. • We face potential liability for various types of legal claims, and we may be engaged in legal proceedings that could cause us to incur unforeseen expenses and could divert significant operational resources and our management' s time and attention. • Our businesses depend in part on attracting visitors to our websites from search engines. • We may be subject to risks from international operations, including risks associated with currency fluctuations and foreign exchange controls and other adverse changes in global financial markets, including unforeseen global crises such as war, strife, strikes, global health pandemics, as well as risks associated with international laws and regulations. • We may be found to infringe the intellectual property rights of others, and we may be unable to adequately protect our own intellectual property rights. • Our business is dependent on the supply of services and other business requirements from other companies. • Our business is dependent on our retention of our executive officers ~~,~~ and senior management, and our ability to hire and retain key personnel. • Our level of indebtedness could adversely affect our financial flexibility and our competitive position, and we require significant cash to service our debt and fund our capital requirements. **- 13-** • We are exposed to risk if we cannot maintain or adhere to our internal controls and procedures. • We previously identified a material weakness in 2021, which has since been remediated, but which may have adversely affected our business, reputation, results of operations, and stock price. ~~- 12-~~ • We face risks associated with our 1. 75 % Convertible Notes and 4. 625 % Senior Notes, including the possibility of changes in interest deductions, triggering of the conditional conversion feature, lack of funds to settle conversions, redemptions or repurchase of the notes, and imposition of restrictions on future debt. • Divestitures or other dispositions could negatively impact our business, and contingent liabilities from businesses that we have sold could adversely affect our financial statements. • Potential indemnification liabilities to Consensus pursuant to the separation agreement could materially and adversely affect our businesses, financial condition, results of operations, and cash flows. • ESG matters, as well as related reporting obligations, expose us to risks that could adversely affect our reputation and performance. Risks Related To Our Industries • We are subject to laws and regulations worldwide, changes to which could increase our costs and individually or in the aggregate adversely affect our business. These may in turn subject us to claims, judgments, monetary liabilities **,** and other remedies, and to limitations on our business practices. • We operate across many different markets and may be exposed to a variety of government and private actions or self- regulatory developments regarding data privacy and security. • Data privacy and security regulations such as the **General Data Protection Regulation ("** GDPR **")** , the **California Consumer Privacy Act ("** CCPA **")** , and **the Virginia Data Privacy Act ("** CDPA **")** impose significant compliance costs and expose us to substantial risks, particularly with respect to health data and other sensitive data. • Developments in the healthcare industry and associated regulations could adversely affect our business, including our Everyday Health Group set of brands. • Our business could suffer if providers of broadband internet access services block, impair or degrade our services. • Our business faces risks associated with advertisement blocking technologies and advertising click fraud. • The industries in which we operate are undergoing rapid technological changes, and we may not be able to keep up. Risks Related To Our Stock • Features of the 1. 75 % Convertible Notes and 4. 625 % Senior Notes may delay or prevent an otherwise beneficial attempt to take over our company. • Conversions of the 1. 75 % Convertible Notes would dilute the ownership interest of our existing stockholders, including holders who had previously converted their 1. 75 % Convertible Notes. • We are a holding company and our operations are conducted through, and substantially all of our assets are held by, subsidiaries, which may be subject to restrictions on their ability to pay dividends to us to fund our dividends, if any, and interest payments and other holding company expenses. • Future sales of our common stock may negatively affect our stock price. • Anti- takeover provisions could negatively impact our stockholders. • Our stock price may be volatile or may decline ~~,~~ due to various reasons, including variations between actual results and investor expectations, industry and regulatory changes, introduction of new services by our competitors, developments with respect to IP rights, geopolitical events such as war, threat of war or terrorist actions, and global health pandemics, among others. **- 14-**

Acquisitions and investments in our business have historically played a significant role in our growth **,** and we anticipate that they will continue to do so. We plan to acquire additional or invest in new or current businesses, products, services and technologies that complement or augment our service offerings and customer base in order to enhance our rate of growth. We may not successfully identify suitable acquisition candidates or investment strategies, manage disparate technologies, lines of business, personnel and corporate cultures, realize our business strategy or the expected return on our investment, or manage a geographically dispersed company. **In addition, while we conduct due diligence prior to consummating an acquisition, joint venture or business collaboration, such diligence may not identify all material issues associated with such activities and we may be exposed to additional risk due to such acquisition, joint venture, or business collaboration. We may also face competition for acquisitions from larger competitors that may have more extensive financial resources, which may increase the cost or limit the availability of acquisitions.** If we are unable to identify and execute on acquisitions or execute on our investment strategies, our revenues, business, prospects, ~~financial condition,~~ operating results **,** and cash flows could suffer. We have made and expect to continue to make acquisitions that could disrupt our operations and harm our operating results. We intend to continue to develop new services, enhance existing services and expand our geographic presence through acquisitions of other companies, service lines, technologies, and personnel. ~~- 13-~~ Acquisitions involve numerous risks, including the following: • Difficulties in integrating the operations, systems, technologies, products, and personnel of the acquired businesses; • Difficulties in entering markets in which we have no or limited direct prior experience and where competitors in such markets may have stronger market positions; • Diversion of management' s attention from normal daily operations of the business and the challenges of managing larger and more widespread operations resulting from acquisitions; and • The potential loss of key employees, customers, distributors, vendors, and other business partners of the businesses we acquire. Acquisitions may also cause us to: • Use a substantial portion of our cash resources or incur debt; • Significantly increase our interest expense, leverage, and debt service requirements if we incur additional debt to pay for an acquisition; • Assume liabilities; • Issue common stock that would dilute our current stockholders' percentage ownership; • Record goodwill and intangible assets that are subject to impairment testing on a regular basis and potential periodic impairment charges; • Incur amortization expenses related to certain intangible assets; and • Become subject to intellectual property or other litigation. **When we acquire a business, a substantial portion of the purchase price of the acquisition is allocated to goodwill and other identifiable intangible assets. We review goodwill for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of those assets is more likely than not impaired. While we may engage with valuation specialists, our valuation methodology for assessing impairment requires management to make judgments and assumptions based on experience and to rely heavily on projections of future operating performance. Our projections of our future operating results and cash flows may vary significantly from our actual results. We have previously, and may in future periods, determine that all or a portion of our goodwill or intangible assets are impaired, and we may be required to write down these assets, which would have a negative effect on our consolidated financial statements.** Mergers and acquisitions are inherently risky and subject to many factors outside of our control. We cannot give assurances that our previous or future acquisitions will be successful and will not materially adversely affect our business, operating results, or financial condition. Failure to manage and successfully integrate acquisitions could materially harm our **- 15-** business and operating results. In addition, our effective tax rate for future periods is uncertain and could be impacted by mergers and acquisitions. The majority of our revenue within the Digital Media business is derived from short- term advertising arrangements **,** and a reduction in spending by or loss of current or potential advertisers would cause our revenue and operating results to decline. In most cases, our agreements with advertisers have a term of one year or less and may be terminated at any time by the advertiser or by us without penalty. **We** ~~Advertising agreements often provide that we receive payment based on " served " impressions, but the online ad industry has started to shift so that payment will be made based on " viewable " impressions, and that change in basis could have a negative effect on available impressions thereby reducing our revenue potential. Accordingly, it is difficult to accurately forecast display revenue. In addition, our expense levels are based in part on expectations of future revenue. Moreover, we~~ believe that advertising on the internet, as in traditional media, fluctuates significantly as a result of a variety of factors, many of which are outside of our control. Some of these factors include (a) budget constraints of our advertisers, (b) cancellations or delays of projects by our advertisers due to numerous factors, including but not limited to, supply chain issues, (c) the cyclical and discretionary nature of advertising spending, (d) general economic, internet- related, and media industry conditions, (e) tax and other legislation and regulation, as well as (f) extraordinary events, such as war, acts of terrorism or aggression, extreme weather events including as exacerbated by climate change, and pandemics or other public health crises. The state of the global economy and availability of capital has impacted and could further impact the advertising spending patterns of existing and potential advertisers. Continued reduction in spending by, or loss of, existing or potential advertisers would negatively impact our revenue and operating results. Further, we may be unable to adjust our expenses and capital expenditures quickly enough to compensate for any unexpected revenue shortfall. If we are unable to develop, commission, or acquire compelling content in our Digital Media business at acceptable prices, our expenses may increase, the number of visitors to our online properties may not grow, or may decline, and / or visitors' level of engagement with our websites may decline, any of which could harm our operating results. Our future success depends in part on the ability of our Digital Media business to aggregate compelling content and deliver that content through our online properties. Users are increasingly demanding high- quality content and services including more video and mobile- specific content. Such content and services may require us to make substantial payments to third parties if we are unable to develop content of our own. Our ability to maintain and build relationships with such third- party providers is critical to our success. In addition, as new methods for accessing the internet become available, including through alternative devices, we may need to enter into amended agreements with existing third- party providers to cover the new devices. We may be unable to enter into new, or preserve existing, relationships with the third ~~-~~ parties whose content or services we seek to ~~- 14-~~ obtain. In addition, as competition for compelling content increases both domestically and internationally, our third- party providers may increase the prices at which they offer their content and services to us and potential providers may not offer their content or services to us at all, or may offer them on terms that are not agreeable to us. An increase in the prices charged to us by third- party providers could harm our operating results and financial condition. Further, many of our content and services licenses with third parties are non- exclusive. Accordingly, other media providers may be able to offer similar or identical content. This increases the importance of our ability to deliver compelling content and personalization of this content for users in order to differentiate our properties from other businesses. Although we generally develop compelling content of our own, when we are unable to do so, we engage freelance services or obtain licensed content which may not be at reasonable prices and which could harm our operating results. In our Digital Media business, if we are unable to prove that our advertising and sponsorship solutions provide an attractive return on investment for our customers, our financial results could be harmed. Our ability to grow revenue from our Digital Media business is dependent on our ability to demonstrate to marketers that their marketing campaigns with us provide a meaningful return on investment (“ ROI ”) relative to offline and other online opportunities. Certain of the marketing campaigns with respect to our Digital Media business are designed such that the revenues received are based entirely upon the ROI delivered for customers. Our Digital Media business has invested significant resources in developing its research, analytics, and campaign effectiveness capabilities and expects to continue to do so in the future. Our ability, however, to demonstrate the value of advertising and sponsorship on Digital Media business properties depends, in part, on the sophistication of the analytics and measurement capabilities, the actions taken by our competitors to enhance their offerings, whether we meet the ROI expectations of our customers, and a number of other factors. If we are unable to maintain sophisticated marketing and communications solutions that provide value to our customers or demonstrate our ability to provide value to our customers, our financial results will be harmed. A system failure, security breach or other technological risk could delay or interrupt service to our customers, harm our reputation, lead to a loss of customers, or subject us to significant liability. Our operations are dependent on our network being free from material interruption by damage from fire, earthquake, or other natural disaster, power loss, telecommunications failure, unauthorized entry, computer viruses, cyber- attacks, or any other events beyond our control. Similarly, the operations of our partners and other third parties with which we work are also susceptible to the same risks. There can be no assurance that our existing and planned precautions of backup systems, regular data backups, security protocols, and other procedures will be adequate to prevent significant damage, system failure or data **- 16-** loss, and the same is true for our partners, vendors, and other third parties on which we rely. **These precautions may change over time as laws and regulations regarding data privacy, security, and protection of information change.** We ~~have experienced~~ **face a wide variety of attempted cyber- attacks including** attempts to gain unauthorized access to customer accounts. ~~To date~~ **Increased information technology security threats and more sophisticated cybercrimes and cyberattacks** , **including computer viruses and other malicious codes, ransomware, unauthorized access attempts, denial- of- service attacks, phishing, social engineering, hacking, and other types of attacks, pose a risk to the security and availability of our information technology systems, networks, products, solutions, and services, including** ~~these~~ **those** ~~events have~~ **that are managed, hosted, provided, or used by third parties (and which may** not **provide** ~~resulted in~~ the ~~material impairment~~ **same level** of ~~any business operations~~ **information security as our own products, systems, or solutions), as well as the confidentiality, availability, and integrity of our data and the data of our customers, partners, consumers, employees, stockholders, suppliers and others** . Also, many of our services are web- based, and the amount of data we store for our users ~~on our servers~~ has been increasing. Despite the implementation of security measures, our infrastructure, and that of our partners, vendors, and other third parties may be vulnerable to computer viruses, hackers, or similar disruptive problems caused by our vendors, partners, other third parties, subscribers, employees, or other internet users who attempt to invade public and private data networks. As seen in the industries in which we operate and others, these activities have been, and will continue to be, subject to continually evolving cybersecurity and technological risks **. The rapid evolution and increased adoption of AI technologies may intensify our cybersecurity risks, as we may be unable to keep pace with the increasing sophistication of AI- based cybersecurity threats** . Further, in some cases we do not have in place disaster recovery facilities for certain ancillary services. **A** ~~Moreover, a~~ significant portion of our operations relies heavily on the secure processing, storage, and transmission of confidential and other sensitive data. For example, a significant number of our Cybersecurity and Martech customers authorize us to bill them directly for all transaction fees charged by us. We rely on encryption and authentication technology to effect secure transmission of confidential information, including customer financial information **, which** is highly dependent on our billing systems functioning. Advances in computer capabilities, new discoveries in the field of cryptography, or other developments may result in a material compromise or breach of the technology used by us, our partners, our vendors, or other third parties to protect transaction and other confidential data. Any system failure or security breach that causes interruptions or data loss in and to our operations and systems or those of our partners, vendors, customers, or other third parties, **whether due to human error or misconduct, system errors, or vulnerabilities in our or our third party service providers’ products, systems, or solutions,** or which leads to the misappropriation of our or our customers’ confidential information **, including as a result of the introduction of new and emerging technologies such as AI** , could result in a significant liability to us (including in the form of judicial decisions and / or settlements, regulatory findings and / or forfeitures, and other means), cause considerable harm to us and our reputation (including requiring notification to customers, regulators, and / or the media), cause a loss of confidence in our products and services, and deter current and potential customers from using our services. We use vendors to assist with cybersecurity risks, but these vendors may not be able to assist us adequately in preparing for or responding to a cybersecurity incident. We maintain insurance related to cybersecurity risks, but this insurance may not be sufficient to cover all of our losses from any breaches or other adverse consequences related to a cybersecurity ~~-~~ event. Any of these events could have a material adverse effect on our business, prospects, financial condition, operating results, and cash flows, or a negative impact to our reputation could cause us to suffer other negative consequences. For example, we may incur remediation costs (such as liability for stolen assets or information, repairs of system damage, and incentives to customers or business partners in an effort to maintain relationships after an attack); increased cybersecurity ~~- 15-~~ protection costs (which may include the costs of making organizational changes, deploying additional personnel and protection technologies, training employees, and engaging third- party experts and consultants); lost revenues resulting from the unauthorized use of proprietary information or the failure to retain or attract customers following an attack; litigation and legal risks (including regulatory actions by state and federal governmental authorities and non- U. S. authorities); increased insurance premiums; reputational damage that adversely affects customer or investor confidence; ~~and~~ damage to **our** ~~the company' s~~ competitiveness ~~,~~ **and** stock price ~~,~~ **;** and diminished long- term shareholder value. To date, such events have not resulted in the material impairment of ~~any~~ **our** business operations **. Generative AI and related technologies could present risks and challenges to our business. Developments in the use of generative AI and related technologies make it easier to access, duplicate, and distribute our content, or otherwise generate output based on our content, without authorization, fair compensation, or proper attribution. These technologies may reduce our online traffic and audience sizes, infringe our intellectual property rights, and adversely affect our business, financial condition, and results of operations. Our reputation may also be harmed if these technologies wrongly attribute inaccurate information to us. We seek to limit such threats; however, policing unauthorized use of our content and intellectual property is often difficult and the steps taken by us may not prevent misuse and infringement of our intellectual property. Although we do not believe these threats have been material to our businesses to date, we expect to continue to be subject to them and there can be no assurance that we will not experience a negative impact on our business as a result of them.- 17- The use of copyrighted material by generative AI and related technologies has not been fully interpreted by federal, state, or international courts, and the legal and regulatory framework for generative AI continues to evolve and remains uncertain. It is possible that new laws and regulations will be adopted in the jurisdictions in which we operate, or existing laws and regulations may be interpreted in new ways, which may affect how operators of generative AI and related technologies seek to use our content. Further, the cost for us to enforce such laws and regulations, or otherwise protect our content and intellectual property rights, could be significant** . Changes in our tax rates, changes in tax treatment of companies engaged in e- commerce, the adoption of new U. S. or international tax legislation, or exposure to additional tax liabilities may adversely impact our financial results. We are ~~a U. S.- based multinational company~~ subject to **income** taxes in the ~~U. S.~~ **United States (both federal** and ~~numerous~~ **state) and in certain** foreign jurisdictions ~~where a number of our subsidiaries are organized~~ . **Due to economic and political conditions** ~~Our provision for income taxes is based on a jurisdictional mix of earnings~~ , ~~statutory~~ tax rates ~~, and enacted tax rules, including transfer pricing. Due to economic and political conditions, tax rates~~ in various jurisdictions may be subject to significant change ~~. As a result~~ , **with** ~~our -~~ **or** ~~future effective~~ **without notice. New** tax ~~rates~~ **laws, regulations and administrative practices** could be **enacted** ~~affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities,~~ or ~~changes in~~ **adopted at any time, and existing** tax laws **, regulations and administrative practices could be interpreted, modified,** or ~~their interpretation~~ **applied adversely to us, possibly with retroactive effect** . These changes may adversely impact our effective tax rate and harm our financial position and results of operations. We are **currently under or** subject to examination by the U. S. Internal Revenue Service (" IRS ") and other domestic and foreign tax authorities and government bodies **for both direct and indirect taxes** . We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our income tax and other tax reserves. If our reserves are not sufficient to cover these contingencies, such inadequacy could materially adversely affect our business, prospects, financial condition, operating results, and cash flows. In addition, due to the global nature of the internet, it is possible that various states or foreign countries might attempt to impose additional or new **taxes or** ~~regulation~~ **regulations** on our business ~~or levy additional or new sales, income, or other taxes relating to our activities~~ . Tax authorities at the international, federal, state, and local levels are currently reviewing the appropriate treatment of companies engaged in e- commerce and online advertising. ~~New or revised international, federal, state, or local tax regulations or court decisions may subject us or our customers to additional sales, income, and other taxes. For example, the European Union, certain member states, and other countries, as well as states within the United States, have proposed or enacted taxes on online advertising and marketplace service revenues.~~ The application of existing, new **,** or revised taxes on our business ~~, in particular, sales taxes, VAT, and similar taxes~~ would likely increase the cost of doing business online and decrease the attractiveness of selling products and advertising over the internet. The application of these taxes on our business could also create significant increases in internal costs necessary to capture data and collect and remit taxes. Any of these events could have a material adverse effect on our business, financial condition, and operating results. ~~Moreover, we are currently under or subject to examination for indirect taxes in various states, municipalities and foreign jurisdictions. We currently have a $ 25. 5 million reserve established for these matters. If a material indirect tax liability associated with prior periods were to be recorded, for which there is not a reserve, it could materially affect our financial results for the period in which it is recorded.~~ Furthermore, much of our Digital Media e- commerce revenue comes from arrangements in which we are paid by retailers to promote their digital product and service offers on our sites. Certain states have implemented regulations that require retailers to collect and remit sales taxes on sales made to residents of such states if a publisher, such as us, that facilitated that sale is a resident of such state. Paid retailers in our marketplace that do not currently have **a** sales tax nexus in any state that subsequently passes similar regulations and in which we have operations, employees, or contractors now or in the future, may significantly alter the manner in which they pay us, cease paying us for sales we facilitate for that retailer in such state, or cease using our marketplace, each of which could adversely impact our business, financial condition, and operating results. Taxing authorities may successfully assert that we should have collected, or in the future should collect sales and use, telecommunications, or similar taxes, and we could be subject to liability with respect to past or future tax, which could adversely affect our operating results. We believe we remit state and local sales and use, excise, utility user, and ad valorem taxes, as well as fees and surcharges or other similar obligations, in all relevant jurisdictions in which we generate sales, based on our understanding of the applicable laws in those jurisdictions. Such tax, fee, and surcharge laws and rates vary greatly by jurisdiction, and the application of each of them to e- commerce businesses, such as ours, is a complex and evolving area. The jurisdictions where we have sales may apply more rigorous enforcement efforts or take more aggressive positions in the future that could result in greater tax liability. In addition, in the future we may also decide to engage in activities that would require us to pay sales and use, telecommunications, or similar taxes in new jurisdictions. Such tax assessments, penalties and interest or future requirements may materially adversely affect our business, financial condition, and operating results. ~~- 16-~~ Weakened global and U. S. ~~economy~~ **economic** conditions, volatility in the economy, and political instability may adversely affect us and certain of our customers, which may result in, among other things, decreased usage and advertising levels, as well as decreased customer acquisition and customer retention rates and, in turn, could lead to a decrease in our revenues or rate of revenue growth. Our overall performance depends in part on general global and U. S. economic conditions. Weakened global and U. S. economic conditions (including reduced economic growth, recessions, inflationary conditions, rising interest rates, and increased unemployment), volatility in the economy, and political instability may affect **the global economy, and therefore,** us and certain of our customers. Among other things, such conditions may lead, and have in the past led, to decreased usage of our services, decreased retention rates, decreased advertising, e- commerce, subscription or other revenues, and increased costs. ~~The COVID- 19 pandemic~~ **Pandemics** , and the reactions of governmental and public health authorities and others to ~~the pandemic~~ **pandemics** , ~~disrupted and~~ may ~~continue to~~ disrupt economic activity, resulting in reduced commercial and consumer confidence and spending, increased unemployment, **closure or- 18- restricted operating conditions for businesses,** inflation, volatility in the global economy, instability in the credit and financial markets, labor shortages, and disruption in supply chains. These each may impact, and have in the past impacted, our revenues and profitability. For example, in connection with the conflict between Russia and Ukraine ~~,~~ **and conflicts in** the ~~U. S.~~ **Middle East, the United States** and other governments have imposed severe economic sanctions and export controls and have threatened additional sanctions and controls. The full impact of these measures, or of any potential responses to them by ~~Russia or other~~ -- **the** countries **involved** , on the businesses and results of operations or our customers or us is unknown **. We are exposed to risks associated with changes in interest rates. Rising interest rates have generally increased the cost of debt and we may be required to pay higher interest rates on new indebtedness we may incur in the future, including under our existing revolving credit facility, in comparison to the interest rates payable on our prior and currently outstanding indebtedness, including in connection with the refinancing of such indebtedness. Interest rates are sensitive to numerous factors outside of our control, such as government and central bank monetary policy in the jurisdictions in which we operate. In addition, actions by credit rating agencies, such as downgrades or negative changes to ratings outlooks, can affect the availability and cost of funding for us and can increase our cost of capital and hurt our competitive position** . Climate change may have a long- term impact on our business. Climate change may have an adverse impact on our business locations, and those of our customers and vendors. For example, our business locations, or those of our customers and vendors, may experience adverse climate- related events, including fluctuations in temperature or water availability, floods, wildfires (and resultant air quality impacts), **other unusual or prolonged adverse weather patterns,** and power shutoffs associated with these events. A climate- related event that destroys or disrupts any of our critical systems could severely impact our ability to conduct business, and we cannot ensure that our systems and data centers will remain fully operational during and immediately after such an event or disruption. Climate- related events also pose risks to our employees' ability to stay connected and perform their job duties, particularly for those who work from home. We may experience increased employee turnover, business losses or additional costs to maintain or resume operations due to climate- related events. In addition, changes in regulatory requirements, markets and shareholder expectations regarding climate change may impact our business, financial condition and results of operations. We **are assessing** ~~have begun the assessment~~ and ~~management of~~ **managing the** climate- related risks to our operations, including through our Environmental, Social and Governance Committee, but we cannot ensure that we are fully able to assess or manage such risks. The markets in which we operate are highly competitive and some of our competitors may have greater resources to commit to growth, superior technologies, cheaper pricing, or more effective marketing strategies. Also, we face significant competition for users, advertisers, publishers, developers, and distributors. **The markets in which we operate are highly** ~~For information regarding our competition, and the risks arising out of the~~ competitive ~~environment in which we operate, see the subsection entitled " Competition " with respect to each of our Digital Media~~ and **are undergoing rapid technological changes** ~~Cybersecurity and Martech businesses contained in Item 1 of this Annual Report on Form 10- K~~ . ~~In addition, some~~ **Some** of our competitors include major companies with much greater resources and significantly larger customer bases than we have. Some of these competitors offer their services at lower prices than we do. These companies may be able to develop and expand their network infrastructures and capabilities more quickly, adapt more swiftly to new or emerging technologies and changes in customer requirements, take advantage of acquisition and other opportunities more readily, and devote greater resources to the marketing and sale of their products and services than we can. There can be no assurance that additional competitors will not enter markets that we are currently serving and plan to serve or that we will be able to compete effectively. Competitive pressures may reduce our revenue, operating profits, or both. Our Digital Media business faces significant competition from online media companies as well as from social networking sites, mobile applications, traditional print and broadcast media, general purpose and search engines, **generative AI,** and various e- commerce sites. Our Cybersecurity and Martech business faces competition from cloud software services and applications across several categories **,** including secured communications, cybersecurity, and marketing technology. Several of our competitors offer an integrated variety of software and internet products, advertising services, technologies, online services, and content. We compete against these and other companies to attract and retain subscribers, users, advertisers, partners, and developers. We also compete with social media and networking sites which are attracting a substantial and increasing share of users and users' online time, and may continue to attract an increasing share of online advertising dollars. In addition, several competitors offer products and services that directly compete for users with our Digital Media business offerings. Similarly, the advertising networks operated by our competitors or by other participants in the display marketplace offer services that directly compete with our offerings for advertisers, including advertising exchanges, ad networks, demand side platforms, ad serving technologies, and sponsored search offerings. We also compete with traditional ~~- 17-~~ print and broadcast media companies to attract advertising spending. Some of our existing competitors and possible entrants may have greater brand recognition for certain products and services, more expertise in a particular segment of the market, and greater operational, strategic, technological, financial, personnel, or other resources than we do. Many of our competitors have **- 19-** access to considerable financial and technical resources with which to compete aggressively, including by funding future growth and expansion and investing in acquisitions, technologies, and research and development. Further, emerging start- ups may be able to innovate and provide new products and services faster than we can. In addition, competitors may consolidate with each other or collaborate, and new competitors may enter the market. Some of the competitors of our Cybersecurity and Martech business in international markets have a substantial competitive advantage over us because they have dominant market share in their territories, are owned by local telecommunications providers, have greater brand recognition, are focused on a single market, are more familiar with local tastes and preferences, or have greater regulatory and operational flexibility due to the fact that we may be subject to both U. S. and foreign regulatory requirements. If our competitors are more successful than we are in developing and deploying compelling products or in attracting and retaining users, advertisers, publishers, developers, or distributors, our revenue and growth rates could decline. **For additional information regarding our competition, and the risks arising out of the competitive environment in which we operate, see the subsection entitled " Competition " with respect to each of our Digital Media and Cybersecurity and Martech businesses contained in Item 1 of this Annual Report on Form 10- K.** Our growth will depend on our ability to develop, strengthen, and protect our brands, and these efforts may be costly and have varying degrees of success. Our brand recognition has significantly contributed to the success of our business. Strengthening our current brands and launching competitive new brands will be critical to achieving widespread commercial acceptance of our products and services. This will require our continued focus on active marketing, the costs of which have been increasing and may continue to increase. In addition, substantial initial investments may be required to launch new brands and expand existing brands to cover new geographic territories and technology fields. Accordingly, we may need to spend increasing amounts of money on, and devote greater resources to, advertising, marketing, and other efforts to cultivate brand recognition and customer loyalty. In addition, we are supporting an increasing number of brands, each of which requires its own investment of resources. Brand promotion activities may not yield increased revenues and, even if they do, increased revenues may not offset the expenses incurred. A failure to launch, promote, and maintain our brands, or the incurrence of substantial expenses in doing so, could have a material adverse effect on our business. Our brand recognition depends, in part, on our ability to protect our trademark portfolio and establish trademark rights covering new brands and territories. Some regulators and competitors have taken the view that certain of our brands ~~, such as eVoice,~~ are descriptive or generic when applied to the products and services offered by our Cybersecurity and Martech business. Nevertheless, we have obtained U. S. and foreign trademark registrations for our brand names, logos, and other brand identifiers ~~, including eVoice~~ . If we are unable to obtain, maintain or protect trademark rights covering our brands across the territories in which they are or may be offered, the value of these brands may be diminished, competitors may be able to dilute, harm, or take advantage of our brand recognition and reputation, and our ability to attract subscribers may be adversely affected. We hold domain names relating to our brands, in the U. S. and internationally. The acquisition and maintenance of domain names are generally regulated by governmental agencies and their designees. The regulation of domain names may change. Governing bodies may establish additional top- level domains, appoint additional domain name registrars, or modify the requirements for holding domain names. As a result, we may be unable to acquire or maintain all relevant domain names that relate to our brands. Furthermore, international rules governing the acquisition and maintenance of domain names in foreign jurisdictions are sometimes different from U. S. rules, and we may not be able to obtain all of our domains internationally. As a result of these factors, we may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of our brands, trademarks or other proprietary rights. In addition, failure to secure or maintain domain names relevant to our brands could adversely affect our reputation and make it more difficult for users to find our websites and services. If the distribution of Consensus equity, together with certain related transactions, does not qualify as a transaction that is generally tax- free for U. S. federal income tax purposes, Ziff Davis, Consensus and Ziff Davis stockholders could be subject to significant tax liabilities. The separation of Consensus was effected by a pro rata distribution to our shareholders of 80. 1 % of the stock of Consensus, comprising our prior cloud fax business. We obtained (i) a private letter ruling from the IRS, satisfactory to our Board of Directors, regarding certain U. S. federal income tax matters relating to the separation and related transactions and (ii) an opinion of outside counsel, satisfactory to our Board of Directors, regarding the qualification of the distribution, together with certain related transactions, as generally tax- free, for U. S. federal income tax purposes, under Sections 355 and 368 (a) (1) (D) of the Internal Revenue Code (the " Code "). The opinion of outside counsel and the IRS private letter ruling were based, among other things, on various facts and assumptions, as well as certain representations, statements and undertakings of Ziff Davis and Consensus (including those relating to the past and future conduct of Ziff Davis and Consensus). If any of these facts, assumptions, representations, statements or undertakings is, or becomes, inaccurate or incomplete, or if Ziff Davis or ~~- 18-~~ Consensus breach any of their respective covenants contained in any of the separation- related agreements or in the documents **- 20-** relating to the IRS private letter ruling and / or any opinion, the IRS private letter ruling and / or any opinion may be invalid. Accordingly, notwithstanding receipt of the IRS private letter ruling and / or opinions of counsel or other external tax advisors, the IRS could determine that the distribution and certain related transactions should be treated as taxable transactions for U. S. federal income tax purposes if it determines that any of the facts, assumptions, representations, statements or undertakings that were included in the request for the IRS private letter ruling or on which any opinion was based are false or have been violated. In addition, the IRS private letter ruling does not address all of the issues that are relevant to determining whether the distribution, together with certain related transactions, qualifies as a transaction that is generally tax- free for U. S. federal income tax purposes, and an opinion of outside counsel or other external tax advisor represents the judgment of such counsel or advisor which is not binding on the IRS or any court. Accordingly, notwithstanding receipt by Ziff Davis of the IRS private letter ruling and the tax opinions referred to above, there can be no assurance that the IRS will not assert that the distribution and / or certain related transactions do not qualify for tax- free treatment for U. S. federal income tax purposes or that a court would not sustain such a challenge. In the event the IRS were to prevail with such a challenge, Ziff Davis, Consensus and Ziff Davis' stockholders could be subject to significant U. S. federal income tax liability. If the distribution, together with certain related transactions, fails to qualify as a transaction that is generally tax- free under Sections 355 and 368 (a) (1) (D) of the Code, in general, for U. S. federal income tax purposes, Ziff Davis would recognize taxable gain as if it had sold the Consensus common stock in a taxable sale for its fair market value and Ziff Davis stockholders who receive shares of Consensus common stock in the distribution would be subject to tax as if they had received a taxable distribution equal to the fair market value of such shares. In addition, we may incur certain tax costs in connection with the separation, including non- U. S. tax costs resulting from separations in multiple non- U. S. jurisdictions that do not legally provide for tax- free separations, which may be material. As a result of requirements of Section 355 of the Code or other applicable tax laws, in order to avoid the risk of incurring material tax- related liabilities, for a period of time after the separation we may determine to forego certain strategic transactions, equity issuances or repurchases or other transactions that we would otherwise believe to be in the best interests of our stockholders or that might increase the value of our business. Our business is highly dependent on our billing systems. A significant part of our revenues depends on prompt and accurate billing processes. Customer billing is a highly complex process, and our billing systems must efficiently interface with third- party systems, such as those of credit card processing companies. Our ability to accurately and efficiently bill our customers is dependent on the successful operation of our billing systems and the third- party systems upon which we rely, such as our credit card processor, and our ability to provide these third parties the information required to process transactions. In addition, our ability to offer new services or alternative- billing plans is dependent on our ability to customize our billing systems. Any failures or errors in our billing systems or procedures could impair our ability to properly bill our current customers or attract and service new customers, and thereby could materially and adversely affect our business and financial results. Increased numbers of credit and debit card declines in our business could lead to a decrease in our revenues or rate of revenue growth. A significant number of our paid Cybersecurity and Martech subscribers and certain Digital Media subscribers pay for our services through credit and debit cards. Weakness in certain segments of the credit markets and in the U. S. and global economies could result in increased numbers of rejected credit and debit card payments. We believe this could result in increased customer cancellations and decreased customer signups. Rejected credit or debit card payments, customer cancellations and decreased customer sign up may adversely impact our revenues and profitability. If our business experiences excessive fraudulent activity or cannot meet evolving credit card company merchant standards, we could incur substantial costs and lose the right to accept credit cards for payment and our subscriber base could decrease significantly. A significant number of our paid Cybersecurity and Martech subscribers and certain Digital Media subscribers authorize us to bill their credit card accounts directly for all service fees charged by us. If people pay for these services with stolen credit cards, we could incur substantial unreimbursed third- party vendor costs. We also incur losses from claims that ~~the customer~~ **customers** did not authorize ~~the~~ credit card ~~transaction~~ **transactions** to purchase our ~~service~~ **services** . If the numbers of unauthorized credit card transactions become excessive, we could be assessed substantial fines for excess chargebacks and could lose the right to accept credit cards for payment. In addition, we are subject to Payment Card Industry (" PCI ") data security standards, which require periodic audits by independent third parties to assess our compliance. PCI standards are a comprehensive set of requirements for enhancing payment account data security. Failure to comply with the security requirements or rectify a security issue may result in fines or a restriction on accepting payment cards. Credit card companies may change the standards required to utilize their services from time to time. If we are unable to meet these new standards, we could be unable to accept credit cards. Further, the law relating to the liability of providers of online payment services is currently unsettled and states may enact their ~~- 19-~~ own rules with which we may not comply. Substantial losses due to fraud or our inability to accept credit card payments, which **- 21-** could cause our paid subscriber base to significantly decrease, could have a material adverse effect on our business, prospects, financial condition, operating results and cash flows. As a creator and a distributor of content over the internet, we face potential liability for legal claims based on the nature and content of the materials that we create or distribute. Users access health- related content through our Everyday Health Group properties, including information regarding particular medical conditions, diagnosis and treatment, and possible adverse reactions or side effects from medications. If our content, or content we obtain from third parties, contains inaccuracies, it is possible that consumers or professionals who rely on that content or others may make claims against us with various causes of action. Although our properties contain terms and conditions, including disclaimers of liability, that are intended to reduce or eliminate our liability, third parties may claim that these online agreements are unenforceable. Our editorial and other quality control procedures may not be sufficient to ensure that there are no errors or omissions in our content offerings or to prevent such errors and omissions in content that is controlled by our partners. Even if potential claims do not result in liability to us, investigating and defending against these claims could be expensive and time consuming and could divert management' s attention away from our operations. We may be engaged in legal proceedings that could cause us to incur unforeseen expenses and could divert significant operational resources and our management' s time and attention. From time to time, we are subject to litigation or claims or are involved in other legal disputes or regulatory inquiries, including in the areas of patent infringement and data privacy, that could negatively affect our business operations and financial condition. Such disputes could cause us to incur unforeseen expenses, divert operational resources, occupy a significant amount of our management' s time and attention and negatively affect our business operations and financial condition. The outcomes of such matters are subject to inherent uncertainties, carrying the potential for unfavorable rulings that could include monetary damages and injunctive relief. We do not always have insurance coverage for defense costs, judgments, and settlements. We may also be subject to indemnification requirements with business partners, vendors, current and former officers and directors, and other third parties. Payments under such indemnification provisions may be material. For a more detailed description of certain lawsuits in which we are involved, see Item 3. Legal Proceedings. If we are unable to continue to attract visitors to our websites from search engines, then consumer traffic to our websites could decrease, which could negatively impact the sales of our products and services, our advertising revenue and the number of purchases generated for our retailers through our Digital Media marketplace. We generate consumer traffic to our websites using various methods, including search engine marketing, or SEM, search engine optimization, or SEO, email campaigns and social media referrals. Our ~~net~~ revenues and profitability levels are dependent upon our continued ability to use a combination of these methods to generate consumer traffic to our websites in a cost- efficient manner. We have experienced and continue to experience fluctuations in search result rankings for a number of our websites. There can be no assurances that we will be able to grow or maintain current levels of consumer traffic. Our SEM and SEO techniques have been developed to work with existing search algorithms utilized by the major search engines. Major search engines frequently modify their search algorithms. Changes in search engine algorithms or user interfaces could cause our websites to receive less favorable placements, which could reduce the number of users who visit our websites. In addition, we use keyword advertising to improve our search ranking and to attract users to our sites. If we fail to follow legal requirements regarding the use of keywords or search engine guidelines and policies properly, search engines may rank our content lower in search results or could remove our content altogether from their indices. Any decline in consumer traffic to our websites could adversely impact the amount of ads that are displayed and the number of purchases we generate for our retailers, which could adversely affect our ~~net~~ revenues. An attempt to replace this traffic through other channels may require us to increase our sales and marketing expenditures, which would adversely affect our operating results and which may not be offset by additional ~~net~~ revenues. As we continue to grow our international operations, adverse currency fluctuations and foreign exchange controls could have a material adverse effect on our financial condition and results of operations. As we expand our international operations, we could be exposed to significant risks of currency fluctuations. In some countries outside the U. S., we offer our services in the applicable local currency, including but not limited to the ~~Australian Dollar, the~~ Canadian Dollar, ~~the Euro, the Hong Kong Dollar, the Japanese Yen, the New Zealand Dollar, the Norwegian Kroner, and~~ the British Pound Sterling **, the Australian Dollar, the Euro, the Japanese Yen, the Danish Krone, the Swedish Krona, and the Norwegian Krone** , among others. As a result, fluctuations in foreign currency exchange rates affect the results of our operations, which in turn may materially adversely affect reported earnings and the comparability of period **-** to **-** period results of operations. Changes in currency exchange rates may also affect the relative prices at which we and foreign competitors sell our services in the same market. In addition, changes in the value of the relevant currencies may affect the cost ~~- 20-~~ of certain items required in our operations. Furthermore, we may become subject to exchange control regulations, which might restrict or **- 22-** prohibit our conversion of other currencies into U. S. Dollars. We cannot assure you that future exchange rate movements will not have a material adverse effect on our future business, prospects, financial condition, operating results, and cash flows. To date, we have not entered into foreign currency hedging transactions to control or minimize these risks. We may be subject to risks from international operations. As we continue to expand our business operations in countries outside the U. S., our future results could be materially adversely affected by a variety of uncontrollable and changing factors including, among others, foreign currency exchange rates; political or social unrest or economic instability in a specific country or region; trade protection measures and other regulatory requirements which may affect our ability to provide our services; difficulties in staffing and managing international operations; compliance with international labor and employment laws and regulations; and adverse tax consequences, including imposition of withholding or other taxes on payments by subsidiaries and affiliates. Any or all of these factors could have a material adverse impact on our future business, prospects, financial condition, operating results, and cash flows. We have only limited experience in marketing and operating our services in certain international markets. Moreover, we have in some cases experienced and expect to continue to experience in some cases higher costs as a percentage of revenues in connection with establishing and providing services in international markets versus in the **United States** ~~U. S~~. In addition, certain international markets may be slower than the U. S. in adopting the internet and / or outsourced messaging and communications solutions and so our operations in international markets may not develop at a rate that supports our level of investments. Further, the impact on the global economy as a result of unforeseen global crises such as war, acts of terrorism or aggression or strife, strikes, global health pandemics, earthquakes or major weather events, including as exacerbated by climate changes, or other events outside of our control could negatively impact our revenue and operating results. We may be found to infringe the intellectual property rights of others, and we may be unable to defend our proprietary technology **, content,** and intellectual property. Our success depends, in part, upon our proprietary technology **, content,** and intellectual property. We rely on a combination of patents, trademarks, trade secrets, copyrights, contractual restrictions, and other confidentiality safeguards to protect our proprietary technology **and content** . However, these measures may provide only limited protection and it may be costly and time- consuming to enforce compliance with our intellectual property rights. In some circumstances, we may not have adequate, economically feasible or realistic options for enforcing our intellectual property and we may be unable to detect unauthorized use. While we have a robust worldwide portfolio of issued patents and pending patent applications, there can be no assurance that any of these patents will not be challenged, invalidated or circumvented, that we will be able to successfully police infringement, or that any rights granted under these patents will in fact provide a competitive advantage to us. In addition, our ability to register or protect our patents, copyrights, trademarks, trade secrets, and other intellectual property may be limited in some foreign countries. As a result, we may not be able to effectively prevent competitors in these regions from utilizing our intellectual property, which could reduce our competitive advantage and ability to compete in those regions and negatively impact our business. We also strive to protect our intellectual property rights by relying on federal, state, and common law rights, as well as contractual restrictions. We typically enter into confidentiality and invention assignment agreements with our employees and contractors, and confidentiality agreements with parties with whom we conduct business in order to limit access to, and disclosure and use of, our proprietary information. However, we may not be successful in executing these agreements with every party who has access to our confidential information or contributes to the development of our technology or intellectual property rights. Those agreements that we do execute may be breached, and we may not have adequate remedies for any such breach. These contractual arrangements and the other steps we have taken to protect our intellectual property rights may not prevent the misappropriation or disclosure of our proprietary information nor deter independent development of similar technology or intellectual property by others. Monitoring unauthorized use of the content on our websites and mobile applications, and our other intellectual property and technology, is difficult and costly. Our efforts to protect our proprietary rights and intellectual property may not have been and may not be adequate to prevent their misappropriation or misuse. Third parties from time to time copy content or other intellectual property or technology from our solutions without authorization and seek to use it for their own benefit. We generally seek to address such unauthorized copying or use, but we have not always been successful in stopping all unauthorized use of our content or other intellectual property, or technology, and may not be successful in doing so in the future. Further, we may not have been and may not be able to detect unauthorized use of our technology **, content,** or intellectual property, or to take appropriate steps to enforce our intellectual property rights. Companies that operate in the same industry as our Digital Media and Cybersecurity and Martech businesses have experienced substantial litigation regarding intellectual property. We may find it necessary or appropriate to initiate claims or ~~- 21 -~~ litigation to enforce our intellectual property rights or determine the validity and scope of intellectual property rights claimed by **- 23-** others. This or any other litigation to enforce or defend our intellectual property rights may be expensive and time- consuming, could divert management resources, and may not be adequate to protect our business. We have been and expect to continue to be subject to legal claims that we have infringed the intellectual property rights of others. The ready availability of damages and royalties and the potential for injunctive relief have increased the costs associated with litigating and settling patent infringement claims. In addition, we may be required to indemnify our resellers, customers, and users for similar claims made against them. Any claims, whether or not meritorious, could require us to spend significant time, money, and other resources in litigation, pay damages and royalties, develop new intellectual property, modify, design around, or discontinue existing products, services, or features, or acquire licenses to the intellectual property that is the subject of the infringement claims. These licenses, if required, may not be available at all or have acceptable terms. As a result, intellectual property claims against us could have a material adverse effect on our business, prospects, financial condition, operating results, and cash flows. The successful operation of our business depends upon the supply of critical business elements and marketing relationships from other companies. We depend upon third parties for critical elements of our business, including technology, infrastructure, customer service, and sales and marketing components. We rely on private third- party providers for our internet, telecommunications, website traffic, and other connections and services and for co- location of a significant portion of our servers and other hosting services. In addition, we rely on third- party platforms to facilitate and provide access to products sold through our sites. Any disruption in the services provided by any of these suppliers, any adverse change in access to their platforms or services or in their terms and conditions of use or services, or any failure by them to handle current or higher volumes of activity could have a material adverse effect on our business, prospects, financial condition, operating results, and cash flows. To obtain new customers, we have marketing agreements with operators of leading search engines and websites and employ the use of resellers to sell our products. These arrangements typically are not exclusive and do not extend over a significant period of time. Failure to continue these relationships on terms that are acceptable to us or to continue to create additional relationships could have a material adverse effect on our business, prospects, financial condition, operating results and cash flows. Our success depends on our retention of our executive officers and senior management and our ability to hire and retain key personnel. Our success depends on the skills, experience, and performance of executive officers, senior management, and other key personnel. The loss of the services of one or more of our executive officers, senior managers, or other key employees could have a material adverse effect on our business, prospects, financial condition, operating results, and cash flows. Our future success also depends on our continuing ability to attract, integrate, and retain highly qualified technical, sales, and managerial personnel. Competition for these people is intense, and there can be no assurance that we can retain our key employees or that we can attract, assimilate, or retain other highly qualified technical, sales, and managerial personnel in the future. Our level of indebtedness could adversely affect our financial flexibility and our competitive position. Our level of indebtedness could have significant effects on our business. For example, it could: • make it more difficult for us to satisfy our obligations, including those related to our current indebtedness and any other indebtedness we may incur in the future; • increase our vulnerability to adverse changes in general economic, industry, and competitive conditions; • require us to dedicate a substantial portion of our cash flow from operations to make payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, and other elements of our business strategy and other general corporate purposes, including share repurchases and payment of dividends; • limit our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate; • restrict us from exploiting business opportunities; • place us at a competitive disadvantage compared to our competitors that have less indebtedness; and • limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy, or other general corporate purposes. In addition, the indentures governing our 4. 625 % senior notes due 2030 (the " 4. 625 % Senior Notes ") and our 1. 75 % convertible senior notes due November 1, 2026 (the " 1. 75 % Convertible Notes ") contain, and the agreements evidencing or governing other future indebtedness (" Subsequent Debt Agreements ") may contain, restrictive covenants that may limit our ability to engage in activities that may be in our long- term best interests.- ~~22~~ **24** - The restricted covenants contained in the indentures governing the 4. 625 % Senior Notes and the 1. 75 % Convertible Notes impose significant operating and financial restrictions and may limit our ability to plan for or react to market conditions, meet capital needs or make acquisitions, or otherwise restrict our activities or business plans. These include restrictions on our ability to: • incur additional indebtedness; • create liens; • engage in sale- leaseback transactions; • pay dividends or make distributions in respect of capital stock; • purchase or redeem capital stock; • make investments or certain other restricted payments; • sell assets; • enter into transactions with affiliates; • amend the terms of certain other indebtedness and organizational documents; or • effect a consolidation or merger. Subsequent Debt Agreements may contain similar restrictive covenants. A breach of the covenants under the indenture governing the 1. 75 % Convertible Notes or the indenture governing the 4. 625 % Senior Notes or under any Subsequent Debt Agreement could result in an event of default. Such a default may allow the note holders to accelerate the 1. 75 % Convertible Notes, 4. 625 % Senior Notes or the obligations under Subsequent Debt Agreements and may result in the acceleration of any other indebtedness to which a cross- acceleration or cross- default provision applies. In the event the holders of our 1. 75 % Convertible Notes or 4. 625 % Senior Notes, or any creditors under Subsequent Debt Agreements, accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness or our other indebtedness. To service our debt and fund our other capital requirements, we will require a significant amount of cash, and our ability to generate cash will depend on many factors beyond our control. Our ability to meet our debt service obligations and to fund working capital, capital expenditures, acquisitions and other elements of our business strategy and other general corporate purposes, including share repurchases and payment of dividends, will depend upon our future performance, which will be subject to financial, business, and other factors affecting our operations. To some extent, this is subject to general and regional economic, financial, competitive, legislative, regulatory, and other factors that are beyond our control. We cannot ensure that we will generate cash flow from operations, or that future borrowings will be available, in an amount sufficient to enable us to pay our debt or to fund our other liquidity needs. If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional indebtedness or equity capital or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms, or at all, would materially and adversely affect our financial position and results of operations. We have established and continue to maintain, assess, and update our internal controls and procedures regarding our business operations and financial reporting. Our internal controls and procedures are designed to provide reasonable assurances regarding our business operations and financial reporting. However, because of the inherent limitations in this process, internal controls and procedures may not prevent or detect all errors or misstatements. To the extent our internal controls are inadequate or not adhered to by our employees, our business, financial condition, and operating results could be materially adversely affected. For example, in 2021 we identified a material weakness in our internal control related to our accounting for the Consensus Spin- Off, which we subsequently remediated. Although we successfully remediated this control weakness and it did not result in any material misstatement of our consolidated financial statements for the periods presented, it is reasonably possible that it could have led to a material misstatement of account balances or disclosures. We cannot assure you that additional material weaknesses in our internal control over financial reporting will not be identified in the future. **- 25-** If we are not able to maintain internal controls and procedures in a timely manner, or without adequate compliance, we may be unable to accurately or timely report our financial results or prevent fraud and may be subject to sanctions or investigations by regulatory authorities such as the SEC or Nasdaq. Any such action or restatement of prior- period financial results as a result could harm our business or investors' confidence in the Company and could cause our stock price to fall. ~~- 23-~~ We may not have the ability to raise the funds necessary to settle conversions of the 1. 75 % Convertible Notes or to repurchase the 1. 75 % Convertible Notes upon a fundamental change or on a repurchase date or repurchase the 4. 625 % Senior Notes upon a change in control or under certain other circumstances, and our future debt may contain limitations on our ability to pay cash upon conversion, redemption or repurchase of either the 1. 75 % Convertible Notes or the 4. 625 % Senior Notes as the case may be. Holders of our 1. 75 % Convertible Notes have the right to require us to repurchase their 1. 75 % Convertible Notes upon the occurrence of a fundamental change (as defined in the indenture governing the 1. 75 % Convertible Notes) at a repurchase price equal to 100 % of the principal amount of the 1. 75 % Convertible Notes to be repurchased, plus accrued and unpaid interest, if any. In addition, upon conversion of the 1. 75 % Convertible Notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the 1. 75 % Convertible Notes being converted. It is our intention to satisfy our conversion obligation by paying and delivering a combination of cash and shares of our common stock, where cash will be used to settle each $ 1, 000 of principal and the remainder, if any, will be settled via shares of our common stock. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases or redemptions of the 1. 75 % Convertible Notes or the 4. 625 % Senior Notes surrendered ~~therefor~~ **therefore** or 1. 75 % Convertible Notes being converted. In addition, our ability to repurchase or redeem the 1. 75 % Convertible Notes or the 4. 625 % Senior Notes or to pay cash upon conversions of the 1. 75 % Convertible Notes may be limited by law, by regulatory authority or by agreements governing our current or future indebtedness. Our failure to repurchase or redeem **the** 1. 75 % Convertible Notes or **the** 4. 625 % Senior Notes at a time when the repurchase or redemption is required by the applicable indenture or to pay any cash payable on future conversions of the 1. 75 % Convertible Notes as required by the applicable 1. 75 % Convertible Notes indenture would constitute a default under the applicable indenture. A default under any indenture or the fundamental change or change of control itself could also lead to a default under agreements governing our future indebtedness or certain of our other current indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase or redeem the 1. 75 % Convertible Notes or the 4. 625 % Senior Notes or make cash payments upon conversions of the 1. 75 % Convertible Notes. The conditional conversion feature of the 1. 75 % Convertible Notes, if triggered, may adversely affect our financial condition and operating results. In the event the conditional conversion feature of the 1. 75 % Convertible Notes is triggered, holders of the 1. 75 % Convertible Notes will be entitled to convert the 1. 75 % Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert their 1. 75 % Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their 1. 75 % Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the notes as a current rather than long- term liability, which would result in a material reduction of our net working capital. We continually assess the strategic fit of our existing businesses and may divest or otherwise dispose of businesses that are deemed not to fit with our strategic plan or are not achieving the desired return on investment. For example, in 2021, we spun off our online fax business and sold our B2B backup business. These transactions pose risks and challenges that could negatively impact our business. For example, when we decide to sell or otherwise dispose of a business or assets, we may be unable to do so on satisfactory terms within our anticipated timeframe or at all, and even after reaching a definitive agreement to sell or dispose a business the sale is typically subject to satisfaction of pre- closing conditions which may not become satisfied. In addition, divestitures or other dispositions may dilute our earnings per share, have other adverse financial and accounting impacts, and distract management, and disputes may arise with buyers. **Furthermore** ~~In addition~~ , we have retained responsibility for and / or have agreed to indemnify buyers against some known and unknown contingent liabilities related to a number of businesses we have sold or disposed of. The resolution of these contingencies has not had a material effect on our financial statements but we cannot be certain that this favorable pattern will continue. **- 26-** We entered into a separation and distribution agreement and related agreements with Consensus to govern the separation and distribution of Consensus and the relationship between the two companies going forward. These agreements provide for specific indemnity and liability obligations of each party and could lead to disputes between the parties. If we are required to indemnify Consensus under the circumstances set forth in these agreements, we may be subject to substantial liabilities. In addition, with respect to the liabilities for which Consensus has agreed to indemnify us under these agreements, ~~- 24-~~ there can be no assurance that the indemnity rights we have against Consensus will be sufficient to protect us against the full amount of the liabilities, or that Consensus will be able to fully satisfy its indemnification obligations. Each of these risks could negatively affect our businesses, financial condition, results of operations, and cash flows. U. S. and international regulators, investors and other stakeholders are ~~increasingly~~ focused on ESG matters. **We have** ~~The Company has~~ established and publicly announced ~~its~~ **our** ESG goals, including ~~its~~ **our** commitments to diversity and inclusion. These statements reflect **our** current plans and aspirations ~~of the Company~~ and are not guarantees that **we** ~~that the Company~~ will be able to achieve them **. Some investors may use these non- financial performance factors to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies and actions related to ESG are inadequate. As ESG best practices and reporting standards continue to develop, we may incur increasing costs related to ESG monitoring, reporting, and complying with ESG initiatives. In addition, in the event that we communicate certain initiatives or goals regarding ESG matters, we could fail, or be perceived to fail, in our achievement of such initiatives or goals, or we could be criticized for the scope of such initiatives or goals** . The failure to accomplish or accurately track and report on these goals on a timely basis, or at all, could adversely affect ~~the~~ **our** reputation, financial performance, and growth ~~of the Company~~ , and expose ~~it~~ **us** to increased scrutiny from the investment community as well as enforcement authorities. ~~The Company is~~ **We may fail to meet our publicly announced guidance or other expectations about our business and future operating results, which may cause the price of our securities to decline. From time to time, we release guidance in our earnings conference calls, earnings releases, or otherwise, regarding our expected future performance that represents our management' s estimates as of the date of release. This guidance often includes forward- looking statements based on projections prepared by our management. Projections are based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently** subject to **significant business** ~~laws and regulations worldwide~~ , ~~changes to~~ **economic and competitive uncertainties and contingencies, many of** which **are beyond our control and / or are based upon specific assumptions with respect to future business decisions, some of which will change. Some of those key assumptions relate to the macroeconomic environment, including inflation and interest rates, which are inherently difficult to predict. Others are related to the future actions of existing and potential customers and vendors and relate to outcomes that we do not control. We generally state possible outcomes as high and low ranges, which are intended to provide a sensitivity analysis as variables are changed but are not intended to imply that actual results** could ~~increase~~ **not fall outside of the suggested ranges. Furthermore, analysts and investors may develop and publish** ~~the~~ **their own projections of** ~~Company' s costs and individually or~~ **our** ~~in~~ **business, which may form a consensus about our future performance. Our actual business results may vary significantly from such guidance or that consensus due to a number of factors, many of which are outside of our control, including** ~~the~~ **those** ~~aggregate~~ **described in this " Risk Factors " section, any of which or combination thereof could materially and** adversely affect **our** ~~the Company' s~~ business **and future operating results** . **Guidance** ~~The Company~~ is **necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results may vary from our guidance and the variations may be material. We are** subject to laws and regulations affecting its domestic and international operations in a number of areas. These U. S. and foreign laws and regulations affect **our** ~~the Company' s~~ activities in areas including, but not limited to, labor, advertising, digital content, consumer protection, real estate, billing, e- commerce, promotions, quality of services, telecommunications, mobile communications and media, television, intellectual property ownership and infringement, tax, import / export and sanctions requirements, anti- corruption, foreign exchange controls and cash repatriation restrictions, data privacy and data localization requirements, anti- competition **, climate** , environmental, health, and safety. Compliance with these laws, regulations and similar requirements may be onerous and expensive, and they may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance and doing business. Any such costs, which may rise in the future as a result of changes in these laws and regulations or in their interpretation, could individually or in the aggregate make **our** ~~the Company' s~~ products and services less attractive to ~~the Company' s~~ **our- 27-** customers, delay the introduction of new products in one or more regions, or cause **us** ~~the Company~~ to change or limit ~~its~~ **our** business practices. **We have** ~~The Company has~~ implemented policies and procedures designed to ensure compliance with applicable laws and regulations, but there can be no assurance that **our** ~~the Company' s~~ employees, contractors, or agents will not violate such laws and regulations or **our** ~~the Company' s~~ policies and procedures. Our services may become subject to burdensome regulation, which could increase our costs or restrict our service offerings. We believe that most of our cloud services are " information services " under the Telecommunications Act of 1996 and related precedent, or, if not " information services ~~,~~" **,** that we are entitled to other exemptions, meaning that we generally are not currently subject to U. S. telecommunications services regulation at both the federal and state levels. In connection with our Cybersecurity and Martech business, we utilize data transmissions over public telephone lines and other facilities provided by third- party carriers. These transmissions are subject to foreign and domestic laws, regulations and requirements by the Federal Communications Commission (the " FCC "), state public utility commissions, foreign governmental authorities, and industry trade associations such as the CTIA. These regulations and requirements affect our ability to provide services, the availability of numbers, the prices we pay for transmission services, the administrative costs associated with providing our services, the competition we face from telecommunications service providers and other aspects of our market. However, as the services we offer expand, we may become subject to other regulatory agency regulation. It is also possible that a federal or state regulatory agency could take the position that our offerings, or a subset of our offerings, are properly classified as telecommunications services or otherwise not entitled to certain exemptions upon which we currently rely. Such a finding could potentially subject us to fines, penalties or enforcement actions as well as liabilities for past regulatory fees and charges, retroactive contributions to various telecommunications- related funds, telecommunications- related taxes, penalties, and interest. It is also possible that such a finding could subject us to additional regulatory obligations that could potentially require us either to modify our offerings in a costly manner, diminish our ability to retain customers, or discontinue certain offerings, in order to comply with certain regulations. Changes in the regulatory environment could decrease our revenues, increase our costs and restrict our service offerings. In many of our international locations, we are subject to regulation by the applicable governmental authority. In the U. S., Congress, the FCC, and a number of states require regulated telecommunications carriers to contribute to federal and / or state Universal Service Funds (" USF "). Generally, USF is used to subsidize the cost of providing service to low- income customers and those living in high cost or rural areas. Congress, the FCC and a number of states are reviewing the manner in which a provider' s contribution obligation is calculated, as well as the types of entities subject to USF contribution obligations. If any of these reforms are adopted, **we will either need to absorb** ~~they~~ - **the increased costs or raise the amount we currently collect from some of our customers, which** could cause us to alter or eliminate our non- paid services and to raise the price of our paid services, which **in turn** could cause us to lose customers **, reduce our profit margins, or diminish any price advantage that we may have currently have** . Any of these results could lead to a decrease in our revenues ~~- 25-~~ and net income and could materially adversely affect our business, prospects, financial condition, operating results, and cash flows. In addition, due to the number of text messages, phone calls and other communications we send or make on behalf of our customers in connection with the services we provide, communication- related privacy laws could result in particularly significant damage awards or fines. For example, in the United States, the Telephone Consumer Protection Act (" TCPA ") prohibits placing calls or sending text messages to mobile phones without " prior express consent " subject to limited exceptions **. As currently construed** , **the TCPA does not distinguish between voice** and **data, and, as such, text and SMS / MMS messages may also be " calls " for the purpose of TCPA obligations and restrictions. For violations of the TCPA,** a plaintiff may seek actual monetary loss or statutory damages of $ 500 per violation, whichever is greater, and courts may treble the damage award for willful or knowing violations. Parties that solely enable calling or text messaging are only directly liable under the TCPA pursuant to federal common law vicarious liability principles. We take significant steps to ensure that users understand that they are responsible for how they use our technology including complying with relevant federal and state law. However, because we do not enjoy absolute exemption from liability under the TCPA and related FCC and FTC rules, we could face inquiries from the FCC and FTC or enforcement actions by these agencies, or private causes of action, if someone uses our service for such impermissible purposes. If this were to occur and we were to be held liable for someone' s use of our service for unauthorized calling or text messaging mobile users, the financial penalties could cause a material adverse effect on our operations and harm our business reputation. Also, in the United States, the Communications Assistance to Law Enforcement Act (" CALEA ") requires any telecommunications carriers to be capable of performing wiretaps and recording other call identifying information in cooperation with law enforcement. In September 2005, the FCC expanded the definition of " telecommunications carriers " to include facilities- based broadband internet access providers and Voice- over- Internet- Protocol (" VoIP ") providers that interconnect with the public switched telephone network. As a result of this definition, **our** ~~the Company' s~~ VoIP offerings are subject to CALEA, which has impacted our operations. **- 28-** We are subject to a variety of new and existing laws and regulations which could subject us to claims, judgments, monetary liabilities, and other remedies, and to limitations on our business practices. The application of existing domestic and international laws and regulations to us relating to issues such as defamation, pricing, advertising, taxation, promotions, billing, consumer protection, accessibility, content regulation, data privacy, export restrictions and sanctions, intellectual property ownership and infringement, and accreditation **,** in many instances **,** is unclear or unsettled. In addition, we will also be subject to any new laws and regulations directly applicable to our domestic and international activities. Further, the application of existing laws to us or our subsidiaries regulating or requiring licenses for certain businesses of our advertisers including, for example, distribution of pharmaceuticals, alcohol **,** or other regulated substances, adult content, tobacco, or firearms, as well as insurance and securities brokerage, and legal services, can be unclear. Internationally, we may also be subject to laws regulating our activities in foreign countries and to foreign laws and regulations that are inconsistent from country to country. Our Digital Media and Cybersecurity and Martech businesses utilize contractors, freelancers and / or staff from third- party outsourcers to provide content and other services. However, in the future, arrangements with such individuals may not be deemed appropriate by a relevant government authority, which could result in additional costs and expenses. We may incur substantial liabilities for expenses necessary to defend such litigation or to comply with these laws and regulations, as well as potential substantial penalties for any failure to comply. Compliance with these laws and regulations may also cause us to change or limit our business practices in a manner adverse to our business. The use of consumer data by online service providers and advertising networks is a topic of active interest among federal, state, and international regulatory bodies, and the regulatory environment is unsettled and evolving. Federal, state, and international laws and regulations govern the collection, use, retention, disclosure, sharing, and security of data that we receive from and about our users. Our privacy and cookie policies and practices concerning the collection, use, and disclosure of user data are posted on our websites. A number of U. S. federal laws, including those referenced below, impact our business. The Digital Millennium Copyright Act (" DMCA ") is intended, in part, to limit the liability of eligible online service providers for listing or linking to third- party websites that include materials that infringe copyrights or other rights of others. Portions of the Communications Decency Act (" CDA ") are intended to provide statutory protections to online service providers who distribute third- party content. We rely on the protections provided by both the DMCA and the CDA in conducting our business. If these or other laws or judicial interpretations are changed to narrow their protections, or if international jurisdictions refuse to apply similar provisions in international lawsuits, we will be subject to a greater risk of liability, our costs of compliance with these regulations or to defend litigation may increase, or our ability to operate certain lines of business may be limited. The Children' s Online Privacy Protection Act (" COPPA ") is intended to impose restrictions on the ability of online services to collect some types of information from children under the age of 13. In addition, the Providing Resources, Officers, and Technology to Eradicate Cyber Threats to Our Children Act of 2008 (" PROTECT Act ") requires online service providers to report evidence of violations of federal child pornography laws under certain circumstances, as well as other federal, state or international laws and legislative efforts designed to protect children on the internet may impose additional requirements on us. ~~- 26-~~ U. S. export control laws and regulations impose requirements and restrictions on exports to certain nations and persons and on our business. In certain instances, we may be subject to enhanced privacy obligations based on the type of information we store and process. While we believe we are in compliance with the relevant laws and regulations, we could be subject to enforcement actions, fines, forfeitures, and other adverse actions. The Controlling the Assault of Non- Solicited Pornography and Marketing Act of 2003 (the " CAN- SPAM Act "), which allows for penalties that run into the millions of dollars, requires commercial emails to include identifying information from the sender and a mechanism for the receiver to opt out of receiving future emails. Several states have enacted additional, more restrictive and punitive laws regulating commercial email. Foreign legislation exists as well, including Canada' s Anti- Spam Legislation and the European laws that have been enacted pursuant to the GDPR and European Union Directive 2002 / 58 / EC and its amendments. We use email as a significant means of communicating with our existing and potential users. We believe that our email practices comply with the requirements of the CAN- SPAM Act, state laws, and applicable foreign legislation. If we were ever found to be in violation of these laws and regulations, or any other laws or regulations, our business, financial condition, operating results, and cash flows could be materially adversely affected. **- 29-** Many third ~~–~~parties are examining whether the Americans with Disabilities Act (" ADA ") concept of public accommodation also extends to websites and to mobile applications. Generally, some plaintiffs have argued that websites and mobile applications are places of public accommodation under Title III of the ADA and, as such, must be equipped so that individuals with disabilities can navigate and make use of subject websites and mobile applications. The issue is currently under litigation and there is a split in the federal court of appeals circuits as to what the ADA requires. Certain appellate circuits have found that websites standing alone are subject to the ADA and therefore must be accessible to people with disabilities. Other circuits ~~, including the Ninth Circuit, which has appellate jurisdiction over federal district courts in California~~ have found that in order for websites to be places of public accommodation, and therefore subject to the ADA, there must be both a nexus between the website and the goods and services the website provides as well as a physical brick and mortar location for consumers. We cannot predict how the ADA will ultimately be interpreted as applied to websites and mobile applications. We believe we are in compliance with relevant law. If the law changes or if certain courts ~~with appellate jurisdiction outside of California attempt to exercise jurisdiction over us and~~ find that our website and mobile applications must comply with the ADA, then any adjustments or requirements to implement any changes prescribed by the ADA could result in increased costs to our business, we may become subject to injunctive relief, plaintiffs may be able to recover attorneys' fees, and it is possible that, while the ADA does not provide for monetary damages, we become subject to such damages through state consumer protection or other laws. It is possible that these potential liabilities could cause a material adverse effect on our operations and harm our business reputation. Native advertising is an increasing part of our Digital Media business' s online advertising revenue. On December 22, 2015, the FTC issued Guidelines and an Enforcement Policy Statement on native advertising, described by the FTC as, in part, ads which often " resemble the design, style, and functionality of the media in which they are disseminated ~~.~~" ~~The Company~~ **. We** ~~believes~~ - **believe** ~~it is~~ **we are** compliant with the requirements of these guidelines on our current practices and offerings. However, we will continue to monitor what effect this guideline and other related government regulations, and how the FTC enforces it, could have on our native advertising and branded content business. In addition, the timing and extent of any enforcement by the FTC with regard to ~~the~~ **our** native advertising practices ~~by the Company~~ , or others **'** , could reduce the revenue we generate from this line of business. The ~~UK~~ **United Kingdom** similarly has issued guidelines on native advertising in the ~~UK~~ **United Kingdom** Code of Non- broadcast Advertising and Direct & Promotional Marketing (" CAP Code ") and is regulated, in part, by the Advertising Standards Authority. **We** ~~The Company believes~~ - **believe** ~~it is~~ **we are** compliant with the requirements of the CAP Code on our current practices and offerings and will continue to monitor the effect of these and other related governmental regulations. As of May 25, 2018, certain data transfers from and between the European Union (“ EU ”) are subject to the GDPR. As discussed in more detail below, the GDPR prohibits data transfers from the EU to other countries outside of the EU, including the **United States** ~~U. S.~~, without appropriate security safeguards and practices in place. Previously, for certain data transfers from and between the EU and the **United States** ~~U. S.~~, **we** ~~the Company~~, like many other companies, had relied on what is referred to as the “ EU- U. S. Safe Harbor ~~,~~” **,** in order to comply with privacy obligations imposed by EU countries. The European Court of Justice invalidated the EU- U. S. Safe Harbor. Additionally, other countries that relied on the EU- U. S. Safe Harbor that were not part of the EU have also found that data transfers to the **United States** ~~U. S.~~ are no longer valid based on the European Court of Justice ruling. Although **United States** ~~U. S.~~ and EU policymakers approved a new framework known as “ Privacy Shield ” that would allow companies like us to continue to rely on some form of a safe harbor for the transfer of certain data from the EU to the **United States** ~~U. S.~~, on July 16, 2020, the Court of Justice of the European Union issued a judgment declaring as “ invalid ” the European Commission’ s Decision (EU) 2016 / 1250 on the adequacy of the protection provided by the EU- U. S. Privacy Shield, rendering it invalid. We cannot predict how or if these issues will be resolved nor can we evaluate any potential liability at this time. **Additionally, on March 25, 2022, the U. S. and European Commission announced that they had agreed in principle to a new Trans** - ~~27~~ **Atlantic Data Privacy Framework (the “ TDPF ”) to enable trans** - ~~The Company has~~ **Atlantic data flows and address the concerns raised in the Schrems II decision. To implement the commitments of the U. S. under the TDPF, in October 2022, President Biden signed an Executive Order on Enhancing Safeguards for the United States Signals Intelligence Activities (the Executive Order). This subsequently prompted the European Commission to formally launch the process to adopt an adequacy decision based on the Executive Order in December 2022, and the adequacy decision was adopted on July 10, 2023. However, the TDPF is likely to be subject to legal challenges and may be struck down by the EU courts. We have** put into place various alternative frameworks and grounds on which to rely in order to be in compliance with relevant law for the transfer of data from overseas locations to the **United States** ~~U. S.~~, including reviewing **our** ~~the Company’ s~~ data collection process and procedures and putting into place Data Processing Agreements that incorporate Standard Contractual Clauses as well as supplementary measures with vendors, partners and other third parties. Some independent data regulators have adopted the position that other forms of compliance are also invalid, though the legal grounds for these findings remain unclear at this time. We cannot predict at this time whether the alternative grounds that **we** ~~the Company continues~~ - **continue** to implement will be found to be consistent with relevant laws nor can we evaluate what, if any, potential liability may be at this time. On June 28, 2018, the California legislature enacted the CCPA, which took effect on January 1, 2020 and became enforceable starting July 1, 2020. The CCPA, which covers businesses that obtain or access personal information of California resident consumers, grants consumers enhanced privacy rights and control over their personal information and imposes **- 30-** significant requirements on covered companies with respect to consumer data privacy rights. The CCPA provides consumers with the right to opt out of the sale of their personal information including the requirement to include a “ Do Not Sell ” link on our websites and applications that sell personal data of California resident consumers. Based on the final implementation regulations released by the California Attorney General in August 2020, we believe we have implemented such links where necessary, we action consumer opt outs and other subject rights when requested, and our privacy policies have been updated and posted on our websites. In addition, in November 2020 California voters adopted the California Privacy Rights Act (“ CPRA ”) that amends the CCPA, including creating a new agency to implement and enforce the law. The CPRA took effect on January 1, 2023 and is subject to a number of required rule- makings. We believe we comply with the CPRA and are continuing to evaluate the impact to our business, if any. Other states have enacted or are considering enacting similar privacy laws, which may subject **us** ~~our Company~~ to additional requirements and restrictions that could have an impact on our business. **Comprehensive privacy laws in Colorado, Connecticut, and Virginia also came into effect in 2023. Indiana, Iowa, Montana, Tennessee, Texas, and Utah have similarly enacted broad laws relating to privacy, data protection, and information security that will come into effect, and Delaware and Oregon have passed comprehensive privacy laws that are awaiting enactment, further complicating our privacy compliance obligations through the introduction of increasingly disparate requirements across the various U. S. jurisdictions in which we operate. Additionally, Washington state has enacted a health and location data privacy law, and other states are considering similar legislation. Congress is considering legislation that may preempt some or all of such U. S. state privacy laws, providing a more robust private right of action. The evolving complexity of privacy and data security legislation in the United States may complicate our compliance efforts and further increase our risk of regulatory enforcement, penalties, and litigation.** Further, failure or perceived failure by us to comply with our policies, applicable requirements, or industry self- regulatory principles related to the collection, use, sharing, or security of personal information, or other privacy, data- retention or data protection matters could result in a loss of user confidence in us, damage to our brands, and ultimately in a loss of users and advertising partners, which could adversely affect our business. Changes in these or any other laws and regulations or the interpretation of them could increase our future compliance costs, limit the amount and type of data we can collect, transfer, share, or sell, make our products and services less attractive to our users, or cause us to change or limit our business practices. Further, any failure on our part to comply with any relevant laws or regulations may subject us to significant civil or criminal liabilities. Moreover, our Everyday Health Group business may be subject to additional government oversight or regulation by Congress, the FTC, the **United States Food and Drug Administration (“** FDA **”)** , the U. S. Department of Health and Human Services and state legislatures and regulatory agencies. In addition, certain services provided by Everyday Health Group constituent businesses are also subject to private regulation both directly by accrediting bodies and indirectly by industry codes followed by commercial supporters and providers of continuing education programs for healthcare professionals. If we are subject to burdensome laws or regulations or if we fail to adhere to the requirements of public or private regulations, our business, financial condition **,** and results of operations could suffer. Government and private actions or self- regulatory developments regarding internet privacy matters could adversely affect our ability to conduct our business.

Certain business units within our Digital Media business collect and sell data about their users' online behavior **,** and the revenue associated with this activity could be impacted by government regulation and enforcement, industry trends, self- regulation, technology changes, consumer behavior and attitude, and private action. We also use such information to work with our advertisers to more effectively target ads to relevant users and consumers, which ads command a higher rate. Many of our users voluntarily provide us with demographic and other information when they register for one of our services or properties. In order for our Everyday Health Group brands to deliver marketing and communications solutions to pharmaceutical and medical device companies, health insurers, hospital systems, and other customers, we rely on data provided by our users. We also purchase data from third- party sources to augment our user profiles and marketing databases so we are better able to personalize content, enhance our analytical capabilities and better target our marketing programs. If changes in user sentiment regarding the sharing of information results in a significant number of visitors to our websites and applications refusing to provide us with information such as demographic information, information about their specific health interests, or profession information, our ability to personalize content for our users and provide targeted marketing solutions would be impaired. If our users choose to opt- out of having their data used for behavioral targeting, it would be more difficult for us to offer targeted marketing programs to our customers. We append data from third- party sources to augment our user profiles. If we are unable to acquire data from third- party sources for whatever reason, or if there is a marked increase in the cost of obtaining such data, our ability to personalize content and provide marketing solutions could be negatively impacted. ~~- 28-~~ The use of such consumer data by online service providers and advertising networks is a topic of active interest among federal, state, and international regulatory bodies, and the regulatory environment is unsettled. Federal, state, and international **- 31-** laws and regulations govern the collection, use, retention, disclosure, sharing, and security of data that we receive from and about our users. Our privacy policies and practices concerning the collection, use, and disclosure of user data are posted on our websites. New and expanding " Do Not Track " regulations have recently been enacted or proposed that protect users' right to choose whether or not to be tracked online. These regulations seek, among other things, to allow consumers to have greater control over the use of private information collected online, to forbid the collection or use of online information, to demand a business to comply with their choice to opt out of such collection or use, and to place limits upon the disclosure of information to third- party websites. Similarly, exercise of the " Do Not Sell " right under the CCPA limits a business' ability to monetize certain personal information collected online. Such laws and regulations could have a significant impact on the operation of our advertising and data businesses. U. S. regulatory agencies have also placed an increased focus on online privacy matters and, in particular, on online advertising activities that utilize cookies or other tracking tools. Consumer and industry groups have expressed concerns about online data collection and use by companies, which has resulted in the release of various industry self- regulatory codes of conduct and best practice guidelines that are binding for member companies and that govern, among other things, the ways in which companies can collect, use and disclose user information, how companies must give notice of these practices and what choices companies must provide to consumers regarding these practices. We may be required or otherwise choose to adopt Do Not Track mechanisms or self- regulation principles or provide opt- outs from the sale of certain user data, in which case our ability to use our existing tracking technologies, to collect and sell user behavioral data, and permit their use by other third parties could be impaired. This could cause our ~~net~~ revenues to decline and adversely affect our operating results. U. S. and foreign governments have enacted or considered or are considering legislation or regulations that could significantly restrict our ability to collect, augment, analyze, use, and share de- identified or anonymous data, which could increase our costs and reduce our revenue. We operate across many different markets both domestically and internationally which may subject us to cybersecurity, privacy, data security **,** and data protection laws with uncertain interpretations as well as impose conflicting obligations on us. Cybersecurity, privacy, data security, and data protection laws are constantly evolving at the federal and state levels in the United States, as well as abroad. We are currently subject to such laws both at the federal and state levels in the U. S. as well as similar laws in a variety of international jurisdictions. The interpretation of these laws may be uncertain and may also impose conflicting obligations on us. While we work to comply with all applicable law and relevant " best practices " addressing cybersecurity, privacy, data security and data protection, this is an area of the law that is constantly evolving as are the relevant industry codes and threat matrix. Further it is possible that applicable law and " best practices " are interpreted in an inconsistent or conflicting manner either by differing federal, state or international authorities or across the jurisdictions in which we operate. Any failure or perceived failure by us, our partners, our vendors, or third parties on which we rely for our operations could result in a significant liability to us (including in the form of judicial decisions and / or settlements, regulatory findings and / or forfeitures, and other means), cause considerable harm to us and our reputation (including requiring notification to customers, regulators, and / or the media), cause a loss of confidence in our products and services, and deter current and potential customers from using our services. Any of these events could have a material adverse effect on our business, prospects, financial condition, operating results **,** and cash flows. **We maintain cash deposits in excess of federally insured limits and the collapse of certain banks and potentially other financial institutions may adversely impact us. We maintain domestic cash deposits in Federal Deposit Insurance Corporation (" FDIC ") insured banks that exceed the FDIC insurance limits. We also maintain cash deposits in foreign banks where we operate, some of which are not insured or are only partially insured by the FDIC or similar agencies. Bank failures, events involving limited liquidity, defaults, non** - ~~29-~~ **performance, or other adverse developments that affect financial institutions, or concerns or rumors about such events, may lead to liquidity constraints. For example, on March 10, 2023, Silicon Valley Bank was shut down, followed on March 12, 2023, by Signature Bank, and on May 1, 2023, by First Republic Bank. The Federal Deposit Insurance Corporation was appointed as receiver for these banks. The failure of any financial institution to which we face direct exposure, may lead to significant disruptions to our operations, liquidity, financial position, and reputation. There can be no assurance that our deposits in excess of the FDIC or other comparable insurance limits will be backstopped by the U. S. or applicable foreign government, or that any bank or financial institution with which we do business will be able to**

obtain needed liquidity from other banks, government institutions, or by acquisition in the event of a failure or liquidity crisis. The GDPR and the CCPA impose significant compliance costs and expose **us** ~~the Company~~ to substantial risks. The EU has traditionally imposed strict obligations under data privacy laws and regulations. Individual EU member countries have had discretion with respect to their interpretation and implementation of EU data privacy laws, resulting in a **- 32-** variation of privacy standards from country to country. The GDPR harmonizes EU data privacy laws and contains significant obligations and requirements that have resulted in a greater compliance burden with respect to our operations and data use in Europe, which will continue to increase our costs. The CCPA, in its original form and as amended under the CPRA, similarly contains significant obligations and requirements that have resulted in a greater compliance burden with respect to our operations and data usage of California residents, which will continue to increase our costs. Additionally, government authorities will have more power to enforce compliance and impose substantial penalties for any failure to comply. In addition, individuals have the right to compensation under the GDPR, and individuals may have the right to file a class action under the CCPA in certain circumstances. In the event **we** ~~the Company fails~~ **fail** to maintain compliance, **we** ~~the Company~~ could be exposed to material damages, costs and / or fines if an EU government authority, an EU resident, the California Attorney General or a California resident commenced an action. Failure to comply or maintain compliance could cause considerable harm to us and our reputation (including requiring notification to customers, regulators, and / or the media), cause a loss of confidence in our products and services, and deter current and potential customers from using our services. Any of these events could have a material adverse effect on our business, prospects, financial condition, operating results, and cash flows. We face potential liability related to the privacy and security of health- related information we collect from, or on behalf of, our consumers and customers. The privacy and security of information about the physical or mental health or condition of an individual is an area of significant focus in the United States and in other jurisdictions because of heightened privacy concerns and the potential for significant consumer harm from the misuse of such sensitive data. We have procedures and technology in place intended to safeguard the information we receive from customers and users of our services from unauthorized access or use. The Privacy Standards and Security Standards under the Health Insurance Portability and Accountability Act of 1996 (" HIPAA ") establish a set of basic national privacy and security standards for the protection of individually identifiable health information by health plans, healthcare clearinghouses, and certain healthcare providers, referred to as " covered entities ", and the business associates with whom such covered entities contract for services. Notably, whereas HIPAA previously directly regulated only these covered entities, the Health Information Technology for Economic and Clinical Health Act of 2009 (" HITECH ") made certain of HIPAA' s Privacy and Security Standards directly applicable to covered entities' business associates. Business associates are subject to significant civil and criminal penalties for failure to comply with applicable Privacy and Security Standards. Additionally, certain states have adopted comparable privacy and security laws and regulations, some of which may be more stringent than HIPAA. HIPAA directly applies to covered entities such as hospital clients of certain of our subsidiaries. Since these clients disclose protected health information to our subsidiaries so that those subsidiaries can provide certain services to them, those subsidiaries are business associates of those clients. In addition, we may sign business associate agreements in connection with the provision of the products and services developed for other third parties or in connection with certain of our other services that may transmit or store protected health information. Failure to comply with the requirements of HIPAA, HITECH, regulations promulgated under HIPAA and HITECH (including but not limited to the HIPAA Privacy and Security Rules and the Health Breach Notification Rule), or any of the applicable federal and state laws and regulations regarding patient **or consumer health** privacy, identity theft prevention and detection, breach notification and data security may subject us to penalties, including civil monetary penalties and, in some circumstances, criminal penalties or contractual liability under agreements with our customers and clients. Any failure or perception of failure of our products or services to meet HIPAA, HITECH and related regulatory requirements could expose us to risks of investigation, notification, litigation, penalty or enforcement, adversely affect demand for our products and services, and force us to expend significant capital and other resources to modify our products or services to address the privacy and security requirements of our clients and HIPAA and HITECH. These laws and regulations are subject to interpretation by courts and regulators that might expand their scope of coverage. For example, the FTC recently adopted a Policy Statement offering guidance on the scope of its Health Breach Notification Rule, and issued related guidance, stating that consumer mobile applications that draw health information from one source and health or non- health information from one or more other sources are covered by the Rule, and that breaches of security under the Rule include disclosures of sensitive health information without user authorization. Any changes in these or any other laws and regulations or the interpretation of them could increase our future compliance costs, limit the amount and type of data we can collect, transfer, share, or sell, make our products and services less attractive to our users, or cause us to change or limit our business practices. Further, any failure on our part to comply with any relevant laws or regulations may subject us to significant civil or criminal liabilities.- ~~30~~ **33** - Developments in the healthcare industry could adversely affect our business. A significant portion of Everyday Health Group' s advertising and sponsorship revenues is derived from the healthcare industry, including pharmaceutical, medical device, over- the- counter, and consumer- packaged- goods companies, and could be affected by changes affecting healthcare spending. Industry changes affecting healthcare spending could impact the market for these offerings. General reductions in expenditures by healthcare industry participants could result from, among other things: • government regulation or private initiatives that affect the manner in which healthcare industry participants interact with consumers and the general public; • changes to federal and state tax rates and allowed expense deductions; • consolidation of healthcare industry participants; • reductions in governmental funding for healthcare; and • adverse changes in business or economic conditions affecting pharmaceutical and medical device companies or other healthcare industry participants. Even if general expenditures by industry participants remain the same or increase, developments in the healthcare industry may result in reduced spending in some or all of the specific market segments that we serve now or in the future. For example, use of our content offerings and the sale of our products and services could be affected by: • changes in the design and provision of health insurance plans; • a decrease in the number of new drugs or pharmaceutical and medical device products coming to market; and • decreases in marketing expenditures by pharmaceutical or medical device companies as a result of governmental regulation or private initiatives that discourage or prohibit advertising or sponsorship activities by pharmaceutical or medical device companies. The healthcare industry has changed significantly in recent years, and we expect that significant changes to the healthcare industry will continue to occur. However, the timing and impact of developments in the healthcare industry are difficult to predict. We cannot assure you that the demand for our offerings will continue to exist at current levels or that we will have adequate technical, financial, and marketing resources to react to changes in the healthcare industry. Government regulation of healthcare creates risks and challenges with respect to our compliance efforts and our business strategies with our Everyday Health Group set of brands. The healthcare industry is highly regulated and subject to changing political, legislative, regulatory, and other influences. Existing and future laws and regulations affecting the healthcare industry could create unexpected liabilities for us, cause us to incur additional costs, and restrict our operations. Many healthcare laws are complex, and their application may not be clear. Our failure to accurately anticipate the application of these laws and regulations, or other failure to comply with such laws and regulations, could create liability for us. Even in areas where we are not subject to healthcare regulation directly, we may become involved in governmental actions or investigations through our relationships with customers that are regulated, and participation in such actions or investigations, even if we are not a party and not the subject of an investigation, may cause us to incur significant expenses. Additionally, government actions, investigations, or pronouncements, or a change in self- regulatory organization rules or healthcare industry norms, might impact healthcare industry customer views of risks associated with purchasing our services and result in a reduction in their expenditures. For example, there are federal and state laws that govern patient referrals, physician financial relationships and inducements to healthcare providers and patients. The federal healthcare programs' anti- kickback provisions prohibit any person or entity from willingly offering, paying, soliciting, or receiving anything of value, directly or indirectly, to induce or reward, or in return for either the referral of patients covered by Medicare, Medicaid, and other federal healthcare programs or the leasing, purchasing, ordering or arranging for or recommending the lease, purchase or order of any item, good, facility or service covered by these programs. Many states also have similar anti- kickback laws that are not necessarily limited to items or services for which payment is made by a federal healthcare program. Our sale of advertising and sponsorships to healthcare providers potentially implicates these laws. However, we review our practices to ensure that we comply with all applicable laws. The laws in this area are broad, and we cannot determine precisely how they will be applied to our business practices. Any determination by a state or federal regulatory agency that any of our practices violate any of these laws could subject us to liability and require us to change or terminate some portions of our business. Further, we derive revenues from the sale of advertising and promotion of prescription and over- the- counter drugs and medical devices, as well as non- drug consumer health and wellness products. If the FDA or the FTC finds that any of the information provided on our properties violates FDA or FTC regulations, they may take regulatory or judicial action against us and / or the advertiser of that information. State attorneys general may also take similar action based on their state' s consumer **- 34-** protection statutes. Any increase or change in regulation of advertising and promotion in the healthcare industry could make it more difficult for us to generate and grow our advertising and sponsorship revenues. ~~- 31-~~ In addition, the practice of most healthcare professions requires licensing under applicable state law and state laws may further prohibit business entities from practicing medicine, which is referred to as the prohibition against the corporate practice of medicine. Similar state prohibitions may exist with respect to other licensed professions. We believe that we do not engage in the practice of medicine or any other licensed healthcare profession, or provide, through our properties, professional medical advice, diagnosis, treatment, or other advice that is tailored in such a way as to implicate state licensing or professional practice laws. However, a state may determine that some portion of our business violates these laws and may seek to have us discontinue those portions or subject us to penalties or licensure requirements. Any determination that we are a healthcare provider and acted improperly as a healthcare provider may result in liability to us **. Our business could suffer if providers of broadband internet access services block, impair, or degrade our services** . Our business is dependent on the ability of our customers and visitors to our digital media properties to access our services and applications over broadband internet connections. Internet access providers and internet backbone providers may be able to block, degrade, or charge for access or bandwidth use of certain of our products and services, which could lead to additional expenses and the loss of users. Our products and services depend on the ability of our users to access the internet. Use of our services and applications through mobile devices, such as smartphones and tablets, must have a high- speed data connection. Broadband internet access services, whether wireless or landline, are provided by companies with significant market power. Many of these providers offer products and services that directly compete with ours. Many of the largest providers of broadband services have publicly stated that they will not degrade or disrupt their customers' use of applications and services, like ours. If such providers were to degrade, impair, or block our services, it would negatively impact our ability to provide services to our customers and likely result in lost revenue and profits, and we would incur legal fees in attempting to restore our users' access to our services. Broadband internet access providers may also attempt to charge us or our customers additional fees to access services like ours that may result in the loss of customers and revenue, decreased profitability, or increased costs to our retail offerings that may make our services less competitive. Technologies have been developed that are able to block certain of our advertisements or impair our ability to serve interest- based advertising which could harm our operating results. Technologies have been developed and are likely to continue to be developed that can block internet or mobile display advertising. Most of our Digital Media business revenues are derived from fees paid by advertisers in connection with the display of advertisements or clicks on advertisements on web pages or mobile devices. As a result, such technologies and tools are reducing the number of display advertisements that we are able to deliver or our ability to serve our interest- based advertising and this, in turn, could reduce our advertising revenue and operating results. Adoption of these types of technologies by more of our users could have a material impact on our revenues. We have implemented third- party products to combat these ad- blocking technologies and are developing other strategies to address advertisement blocking. However, our efforts may not be successful to offset the potential increasing impact of these advertising blocking products. If we or our third- party service providers fail to prevent click fraud or choose to manage traffic quality in a way that advertisers find unsatisfactory, our profitability may decline. A portion of our display revenue comes from advertisers that pay for advertising on a price- per- click basis, meaning that the advertisers pay a fee every time a user clicks on their advertising. This pricing model can be vulnerable to so- called " click fraud ~~,~~ " **,** which occurs when clicks are submitted on ads by a user who is motivated by reasons other than genuine interest in the subject of the ad. A portion of our display revenue also comes from advertisers that pay for advertising on the bases of price- per- impression, price- per- visit or price- per- engagement. These pricing models can also be vulnerable to fraud known variously as " invalid traffic " or " non- human traffic ~~,~~ " **,** which occurs when the impression, visit or engagement is generated for reasons other than genuine interest in the subject of the ad. We or our third- party service providers may be exposed to the risk of click fraud, invalid traffic or other clicks, actions or conversions that advertisers may perceive as undesirable. If fraudulent or other malicious activity is perpetrated by others and we or our third- party service providers are unable to detect and prevent it, or choose to manage traffic quality in a way that advertisers find unsatisfactory, the affected advertisers may experience or perceive a reduced return on their investment in our advertising programs which could lead the advertisers to become dissatisfied with our advertising programs and they might refuse to pay, demand refunds, or withdraw future business. Undetected click fraud could damage our brands and lead to a loss of advertisers and revenue. We obtain third- party certification that certain of our products apply " best practices " to detect and prevent click fraud. If we are unable to maintain such certification, advertisers might refuse to pay, demand refunds, and withdraw future business, and our business reputation might be harmed. **- 35-** The industries in which we operate are undergoing rapid technological changes and we may not be able to keep up. The industries in which we operate are subject to rapid and significant technological change. We cannot predict the effect of technological changes on our business. We expect that new services and technologies will emerge in the markets in which we compete. These new services and technologies may be superior to the services and technologies that we use or these ~~- 32-~~ new services may render our services and technologies obsolete. Our future success will depend, in part, on our ability to anticipate and adapt to technological changes and evolving industry standards **, including for example with respect to the use of AI** . We may be unable to obtain access to new technologies on acceptable terms or at all and may therefore be unable to offer services in a competitive manner. Any of the foregoing risks could have a material adverse effect on our business, prospects, financial condition, operating results, and cash flows. The fundamental change purchase features of the 1. 75 % Convertible Notes and the change of control features of the 4. 625 % Senior Notes may delay or prevent an otherwise beneficial attempt to take over our ~~company~~ **Company** . The terms of the 1. 75 % Convertible Notes require us to offer to purchase the 1. 75 % Convertible Notes for cash in the event of a fundamental change (as defined in the indenture governing the 1. 75 % Convertible Notes), and the terms of the 4. 625 % Senior Notes require us to offer to repurchase the 4. 625 % Senior Notes for cash in the event of a change of control (as defined in the indenture governing the 4. 625 % Senior Notes). These features may have the effect of delaying or preventing a takeover of the Company that would otherwise be beneficial to investors. Conversions of the 1. 75 % Convertible Notes could dilute the ownership interest of our existing stockholders, including holders who had previously converted their 1. 75 % Convertible Notes. The conversion of some or all of the 1. 75 % Convertible Notes could dilute the ownership interests of our existing stockholders. Any sales in the public market of our common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the 1. 75 % Convertible Notes may encourage short selling by market participants because the conversion of the 1. 75 % Convertible Notes could depress the price of our common stock. We are a holding company and our operations are conducted through, and substantially all of our consolidated assets are held by, our subsidiaries, which may be subject to certain restrictions on their ability to pay dividends to us to fund dividends on our stock, pay interest on the 1. 75 % Convertible Notes or 4. 625 % Senior Notes and fund other holding company expenses. We are a holding company. We conduct substantially all of our operations through our subsidiaries. A substantial portion of our consolidated assets is held by our subsidiaries. Accordingly, our ability to pay dividends on our stock, service our debt, including the 1. 75 % Convertible Notes and 4. 625 % Senior Notes, and fund other holding company expenses depends on the results of operations of our subsidiaries and upon the ability of such subsidiaries to provide us with cash, whether in the form of dividends, loans, or otherwise. Dividends, loans or other distributions to us from such subsidiaries could be subject to future contractual and other restrictions. As of February ~~24~~ **21** , ~~2023~~ **2024** , substantially all of our outstanding shares of common stock were available for resale, subject to volume and manner of sale limitations applicable to affiliates under SEC Rule 144. Sales of a substantial number of shares of common stock in the public market or the perception of such sales could cause the market price of our common stock to decline. These sales also might make it more difficult for us to issue equity securities in the future at a price that we think is appropriate, or at all. Provisions of Delaware law and of our **amended and restated** certificate of incorporation and **amended and restated** bylaws ~~could make it more difficult~~ **may have the effect of delaying** ~~for~~ - **or preventing** a third- party ~~to~~ **from** ~~acquire~~ **acquiring** control of us. For example, we are subject to Section 203 of the Delaware General Corporation Law, which would make it more difficult for another party to acquire us without the approval of our Board of Directors **in certain circumstances** . Additionally, our **amended and restated** certificate of incorporation **and amended and restated bylaws (i) include advance notice requirements for director nominations and for proposing matters that stockholders may act on at stockholder meetings, (ii)** ~~authorizes~~ - **authorize** our Board of Directors to issue **,** ~~preferred stock~~ without requiring any stockholder approval, ~~and~~ preferred stock **which may contain voting, liquidation, dividend and other rights superior to our common stock and which** could be issued as a defensive measure in response to a takeover proposal **, and (iii) provide that vacancies on our Board of Directors may be filled only by a majority of directors then in office, even though less than a quorum** . These provisions could make it more difficult for a third- party to acquire us **, or prevent a third- party from doing so entirely,** even if an acquisition might be in the best interest of our stockholders. **- 36-** Our stock price may be volatile or may decline. Our stock price and trading volumes have been volatile and we expect that this volatility will continue in the future due to factors, such as: • Assessments of the size of our advertiser, user, and subscriber bases, our average revenue per user and subscriber, and comparisons of our results in these and other areas versus prior performance and that of our competitors; • Our growth and profitability; • Variations between our actual results and investor expectations; • Regulatory or competitive developments affecting our markets; • Investor perceptions of us and comparable public companies; ~~- 33 -~~ • Conditions and trends in the industries in which we operate; • Announcements of technological innovations and acquisitions; • Introduction of new services by us or our competitors; • Developments with respect to intellectual property rights; • Conditions and trends in the internet and other technology industries; • Rumors, gossip, or speculation published **online** ~~on public chat or bulletin boards~~ ; • General market conditions, including prolonged or increased inflation; • Geopolitical events such as war, threat of war, or terrorist actions; and • Global health pandemics. In addition, the stock market has from time to time experienced significant price and volume fluctuations that have affected the market prices for the common stocks of technology and other companies, particularly communications and internet companies. These broad market fluctuations have previously resulted in a material decline in the market price of our common stock. In the past, following periods of volatility in the market price of a particular company' s securities, securities class action litigation has often been brought against that company. We may become involved in this type of litigation in the future. Litigation is often expensive and diverts management' s attention and resources, which could have a material adverse effect on our business, prospects, financial condition, operating results, and cash flows.