

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2024
or

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

For the transition period from _____ to _____

Commission File Number: 001-36904

GoDaddy Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-5769934

(I.R.S. Employer Identification Number)

100 S. Mill Ave, Suite 1600

Tempe, Arizona 85281

(Address of principal executive offices) (zip code)

(480) 505-8800

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.001 par value per share	GDDY	New York Stock Exchange

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

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

As of October 25, 2024, there were 140,391,395 shares outstanding of GoDaddy Inc.'s Class A common stock, \$0.001 par value per share.

GoDaddy Inc.
Quarterly Report on Form 10-Q
For the Quarterly Period Ended September 30, 2024

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NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this Quarterly Report), including the sections titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), involving substantial risks and uncertainties. The words "believe," "may," "will," "potentially," "plan," "could," "should," "predict," "ongoing," "estimate," "continue," "anticipate," "intend," "project," "expect," "seek," or the negative of these words, or terms or similar expressions conveying uncertainty of future events or outcomes, or that concern our expectations, strategy, plans or intentions, are intended to identify forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected, anticipated, or expected. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements discussed under the heading "Risk Factors" in Part II, Item 1A, and in our publicly available filings and press releases. These statements include, among other things, those regarding:

- our ability to continue to add new customers and increase sales to our existing customers;
- our ability to develop new solutions and bring them to market in a timely manner;
- our ability to timely and effectively scale and adapt our existing solutions;
- our ability to deploy new and evolving technologies, such as artificial intelligence, machine learning, data analytics and similar tools (collectively, AI), in our offerings;
- our dependence on establishing and maintaining a strong brand;
- the occurrence of service interruptions and security or privacy breaches and related remediation efforts and fines;
- system failures or capacity constraints;
- the rate of growth of, and anticipated trends and challenges in, our business and in the market for our products;
- our future financial performance, including our expectations regarding our revenue, cost of revenue, operating expenses, including changes in technology and development, marketing and advertising, general and administrative and customer care expenses, and our ability to maintain future profitability;
- our ability to continue to efficiently acquire customers, maintain our high customer retention rates and grow the level of our customers' lifetime spend;
- our ability to provide high quality customer care;
- the effects of increased competition in our markets and our ability to compete effectively;
- our ability to grow internationally;
- the impact of fluctuations in foreign currency exchange rates on our business and our ability to effectively manage the exposure to such fluctuations;
- our ability to effectively manage our growth and associated investments, including the migration of applications and services to the public cloud;
- our ability to integrate acquisitions, our entry into new lines of business and our ability to achieve expected results from our integrations and new lines of business;
- our ability to complete desired or proposed divestitures;
- our ability to maintain our relationships with our partners;
- adverse consequences of our level of indebtedness and our ability to repay our debt;
- our ability to maintain, protect and enhance our intellectual property;
- our ability to maintain or improve our market share;
- sufficiency of cash and cash equivalents to meet our needs for at least the next 12 months;
- beliefs and objectives for future operations;
- our ability to stay in compliance with laws and regulations currently applicable to, or which may become applicable to, our business both in the United States (U.S.) and internationally;

NOTE ABOUT FORWARD-LOOKING STATEMENTS (continued)

- economic and industry trends or trend analysis;
- our ability to attract and retain qualified employees and key personnel;
- anticipated income tax rates, tax estimates and tax standards;
- our future taxable income and ability to realize our deferred tax assets;
- interest rate changes;
- the future trading prices of our Class A common stock;
- our expectations regarding the outcome of any regulatory investigation or litigation;
- the amount and timing of future repurchases of our Class A common stock under any share repurchase program;
- the potential impact of shareholder activism on our business and operations;
- our expectations regarding the effectiveness of our restructuring efforts;
- our ability to remediate the identified material weakness in our internal control over financial reporting and to maintain effective internal control over financial reporting;

as well as other statements regarding our future operations, financial condition, growth prospects and business strategies.

We operate in very competitive and rapidly-changing environments, and new risks emerge from time-to-time. It is not possible for us to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this Quarterly Report may not occur, and actual results could differ materially and adversely from those implied in our forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee the future results, levels of activity, performance or events and circumstances described in the forward-looking statements will be achieved or occur. Neither we, nor any other person, assume responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to publicly update any forward-looking statements for any reason after the date of this Quarterly Report to conform such statements to actual results or to changes in our expectations, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Investors and others should note that we use our Investor Relations website (<https://investors.godaddy.net>) as a means of disclosing material financial information. Accordingly, investors should monitor our Investor Relations website, in addition to following press releases, Securities and Exchange Commission filings, public conference calls and webcasts.

Unless expressly indicated or the context suggests otherwise, references to "GoDaddy," "company," "we," "us" and "our" refer to GoDaddy Inc. and its consolidated subsidiaries, including Desert Newco, LLC and its subsidiaries (Desert Newco).

Part I - FINANCIAL INFORMATION

Item 1. Financial Statements

GoDaddy Inc.
Consolidated Balance Sheets (unaudited)
(In millions, except shares in thousands and per share amounts)

	September 30, 2024	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 767.1	\$ 458.8
Short-term investments	—	40.0
Accounts and other receivables	90.7	76.6
Registry deposits	42.3	37.3
Prepaid domain name registry fees	490.3	466.0
Prepaid expenses and other current assets	163.8	177.2
Total current assets	1,554.2	1,255.9
Property and equipment, net	155.8	185.3
Operating lease assets	56.4	60.8
Prepaid domain name registry fees, net of current portion	225.7	209.0
Goodwill	3,594.0	3,569.3
Intangible assets, net	1,091.2	1,158.6
Deferred tax assets	1,219.0	1,020.4
Other assets	100.9	105.6
Total assets	\$ 7,997.2	\$ 7,564.9
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 73.7	\$ 148.1
Accrued expenses and other current liabilities	438.2	442.2
Deferred revenue	2,256.1	2,074.9
Long-term debt	16.5	17.9
Total current liabilities	2,784.5	2,683.1
Deferred revenue, net of current portion	881.3	802.4
Long-term debt, net of current portion	3,783.6	3,798.5
Operating lease liabilities, net of current portion	83.5	90.2
Other long-term liabilities	84.4	90.7
Deferred tax liabilities	23.2	37.8
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value - 50,000 shares authorized; none issued and outstanding	—	—
Class A common stock, \$0.001 par value - 1,000,000 shares authorized; 140,349 and 142,051 issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	0.1	0.1
Class B common stock, \$0.001 par value - 500,000 shares authorized; none and 259 issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	—	—
Additional paid-in capital	2,519.0	2,271.6
Accumulated deficit	(2,252.6)	(2,320.7)
Accumulated other comprehensive income	90.2	111.2
Total stockholders' equity	356.7	62.2
Total liabilities and stockholders' equity	\$ 7,997.2	\$ 7,564.9

See accompanying notes to consolidated financial statements.

GoDaddy Inc.
Consolidated Statements of Operations (unaudited)
(In millions, except shares in thousands and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue:				
Applications and commerce	\$ 423.1	\$ 363.3	\$ 1,211.8	\$ 1,053.0
Core platform	724.5	706.4	2,168.8	2,100.8
Total revenue	1,147.6	1,069.7	3,380.6	3,153.8
Costs and operating expenses ⁽¹⁾ :				
Cost of revenue (excluding depreciation and amortization)	407.4	396.9	1,230.2	1,171.4
Technology and development	205.1	201.6	613.9	635.8
Marketing and advertising	84.4	86.4	265.1	268.3
Customer care	68.9	75.7	218.6	230.2
General and administrative	94.8	91.6	282.1	278.4
Restructuring and other	0.4	9.8	29.7	79.6
Depreciation and amortization	32.8	40.6	103.1	132.6
Total costs and operating expenses	893.8	902.6	2,742.7	2,796.3
Operating income	253.8	167.1	637.9	357.5
Interest expense	(39.4)	(44.0)	(120.2)	(135.4)
Loss on debt extinguishment	—	(1.5)	(3.1)	(1.5)
Other income (expense), net	6.6	6.3	24.5	35.7
Income before income taxes	221.0	127.9	539.1	256.3
Benefit (provision) for income taxes	(30.5)	3.1	199.2	5.2
Net income	190.5	131.0	738.3	261.5
Less: net income attributable to non-controlling interests	—	0.3	—	0.6
Net income attributable to GoDaddy Inc.	\$ 190.5	\$ 130.7	\$ 738.3	\$ 260.9
Net income attributable to GoDaddy Inc. per share of Class A common stock:				
Basic	\$ 1.36	\$ 0.90	\$ 5.22	\$ 1.73
Diluted	\$ 1.32	\$ 0.89	\$ 5.09	\$ 1.71
Weighted-average shares of Class A common stock outstanding:				
Basic	140,523	145,484	141,437	150,614
Diluted	144,138	147,291	145,179	153,303
⁽¹⁾ Costs and operating expenses include equity-based compensation expense as follows:				
Cost of revenue	\$ 0.3	\$ 0.3	\$ 0.6	\$ 1.1
Technology and development	38.6	42.2	115.4	123.2
Marketing and advertising	7.7	7.1	22.9	21.0
Customer care	4.9	6.1	16.4	18.0
General and administrative	22.9	20.5	66.3	62.0
Restructuring and other	—	—	0.8	2.3
Total equity-based compensation expense	\$ 74.4	\$ 76.2	\$ 222.4	\$ 227.6

See accompanying notes to consolidated financial statements.

GoDaddy Inc.
Consolidated Statements of Comprehensive Income (unaudited)
(In millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income	\$ 190.5	\$ 131.0	\$ 738.3	\$ 261.5
Foreign exchange forward contracts gain (loss), net	(21.0)	8.7	(10.5)	(7.2)
Unrealized swap gain (loss), net ⁽¹⁾	(31.2)	7.8	(27.4)	2.0
Change in foreign currency translation adjustment	6.6	(9.9)	16.7	(3.9)
Comprehensive income	144.9	137.6	717.1	252.4
Less: comprehensive income attributable to non-controlling interests	—	0.3	—	0.6
Comprehensive income attributable to GoDaddy Inc.	\$ 144.9	\$ 137.3	\$ 717.1	\$ 251.8

⁽¹⁾ Amounts are net of the tax effects reflected below:

Unrealized swap gain (loss), net	\$ (22.9)	\$ —	\$ (13.2)	\$ —
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See accompanying notes to consolidated financial statements.

GoDaddy Inc.
Consolidated Statements of Stockholders' Equity (Deficit) (unaudited)
(In millions, except shares in thousands)

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
	Shares	Amount	Shares	Amount				
Balance at December 31, 2023	142,051	\$ 0.1	259	\$ —	\$ 2,271.6	\$ (2,320.7)	\$ 111.2	\$ 62.2
Net income	—	—	—	—	—	401.5	—	401.5
Equity-based compensation, including amounts capitalized	—	—	—	—	72.3	—	—	72.3
Stock option exercises	80	—	—	—	2.1	—	—	2.1
Repurchases of Class A common stock ⁽¹⁾	(1,245)	—	—	—	—	(147.1)	—	(147.1)
Impact of derivatives, net	—	—	—	—	—	—	19.8	19.8
Change in foreign currency translation adjustment	—	—	—	—	—	—	3.8	3.8
Vesting of restricted stock units and other	1,543	—	(259)	—	(0.1)	0.1	0.2	0.2
Balance at March 31, 2024	142,429	0.1	—	—	2,345.9	(2,066.2)	135.0	414.8
Net income	—	—	—	—	—	146.3	—	146.3
Equity-based compensation, including amounts capitalized	—	—	—	—	76.8	—	—	76.8
Stock option exercises	46	—	—	—	1.8	—	—	1.8
Repurchases of Class A common stock ⁽¹⁾	(2,058)	—	—	—	—	(502.8)	—	(502.8)
Issuance of Class A common stock under 2015 Employee Stock Purchase Plan (ESPP)	249	—	—	—	19.5	—	—	19.5
Impact of derivatives, net	—	—	—	—	—	—	(5.5)	(5.5)
Change in foreign currency translation adjustment	—	—	—	—	—	—	6.3	6.3
Vesting of restricted stock units and other	789	—	—	—	(0.1)	(0.1)	—	(0.2)
Balance at June 30, 2024	141,455	0.1	—	—	2,443.9	(2,422.8)	135.8	157.0
Net income	—	—	—	—	—	190.5	—	190.5
Equity-based compensation, including amounts capitalized	—	—	—	—	74.9	—	—	74.9
Stock option exercises	29	—	—	—	0.5	—	—	0.5
Repurchases of Class A common stock ⁽¹⁾	(1,876)	—	—	—	—	(20.3)	—	(20.3)
Impact of derivatives, net	—	—	—	—	—	—	(52.2)	(52.2)
Change in foreign currency translation adjustment	—	—	—	—	—	—	6.6	6.6

GoDaddy Inc.
Consolidated Statements of Stockholders' Equity (Deficit) (unaudited) (continued)
(In millions, except shares in thousands)

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
	Shares	Amount	Shares	Amount				
Vesting of restricted stock units and other	741	—	—	—	(0.3)	—	—	(0.3)
Balance at September 30, 2024	140,349	\$ 0.1	\$ —	\$ —	\$ 2,519.0	\$ (2,252.6)	\$ 90.2	\$ 356.7

(1) Includes a 1% excise tax on shares repurchased, net of the fair market value of new share issuances, of \$1.4 million, \$1.3 million, and \$(0.5) million, for the three months ended September 30, 2024, June 30, 2024, and March 31, 2024, respectively.

(2) During the three months ended June 30, 2024, we entered into accelerated share repurchase agreements (ASRs) to repurchase shares of our Class A common stock, pursuant to which, an upfront payment of \$245.0 million was made. No shares were initially received in connection with these ASRs. During the three months ended September 30, 2024, as further discussed in Note 4, the ASRs were settled in full with the delivery of 1,353 shares of Class A common stock for \$188.9 million and a return of \$56.1 million in cash of the upfront payment.

GoDaddy Inc.
Consolidated Statements of Stockholders' Equity (Deficit) (unaudited) (continued)
(In millions, except shares in thousands)

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Non-Controlling Interests	Total
	Shares	Amount	Shares	Amount					
Balance at December 31, 2022	153,830	\$ 0.2	312	\$ —	\$ 1,912.6	\$ (2,422.6)	\$ 178.0	\$ 2.5	\$ (329.3)
Net income	—	—	—	—	—	47.3	—	0.1	47.4
Equity-based compensation, including amounts capitalized	—	—	—	—	74.5	—	—	—	74.5
Stock option exercises	132	—	—	—	3.2	—	—	—	3.2
Repurchases of Class A common stock	(1,553)	—	—	—	—	(113.9)	—	—	(113.9)
Impact of derivatives, net	—	—	—	—	—	—	(39.5)	—	(39.5)
Change in foreign currency translation adjustment	—	—	—	—	—	—	2.1	—	2.1
Vesting of restricted stock units and other	1,705	—	(5)	—	0.2	(0.1)	0.1	(0.2)	—
Balance at March 31, 2023	154,114	0.2	307	—	1,990.5	(2,489.3)	140.7	2.4	(355.5)
Net income	—	—	—	—	—	82.9	—	0.2	83.1
Equity-based compensation, including amounts capitalized	—	—	—	—	78.0	—	—	—	78.0
Stock option exercises	115	—	—	—	1.6	—	—	(0.1)	1.5
Repurchases of Class A common stock ⁽¹⁾	(7,019)	(0.1)	—	—	—	(511.5)	—	—	(511.6)
Issuance of Class A common stock under ESPP	299	—	—	—	18.2	—	—	—	18.2
Impact of derivatives, net	—	—	—	—	—	—	17.8	—	17.8
Change in foreign currency translation adjustment	—	—	—	—	—	—	3.9	—	3.9
Vesting of restricted stock units and other	784	—	—	—	(0.1)	0.1	—	0.1	0.1
Balance at June 30, 2023	148,293	0.1	307	—	2,088.2	(2,917.8)	162.4	2.6	(664.5)

GoDaddy Inc.
Consolidated Statements of Stockholders' Equity (Deficit) (unaudited) (continued)
(In millions, except shares in thousands)

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Non-Controlling Interests	Total
	Shares	Amount	Shares	Amount					
Net income	—	—	—	—	—	130.7	—	0.3	131.0
Equity-based compensation, including amounts capitalized	—	—	—	—	76.7	—	—	—	76.7
Stock option exercises	59	—	—	—	4.9	—	—	—	4.9
Repurchases of Class A common stock ⁽¹⁾	(7,166)	—	—	—	—	(528.2)	—	—	(528.2)
Impact of derivatives, net	—	—	—	—	—	—	16.5	—	16.5
Change in foreign currency translation adjustment	—	—	—	—	—	—	(9.9)	—	(9.9)
Vesting of restricted stock units and other	803	—	—	—	0.2	—	(0.1)	—	0.1
Balance at September 30, 2023	141,989	\$ 0.1	307	\$ —	\$ 2,170.0	\$ (3,315.3)	\$ 168.9	\$ 2.9	\$ (973.4)

(1) Includes a 1% excise tax on shares repurchased, net of the fair market value of new share issuances, of \$4.6 million.

See accompanying notes to consolidated financial statements.

GoDaddy Inc.
Consolidated Statements of Cash Flows (unaudited)
(In millions)

	Nine Months Ended September 30,	
	2024	2023
Operating activities		
Net income	\$ 738.3	\$ 261.5
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	103.1	132.6
Equity-based compensation expense	222.4	227.6
(Gain) loss on derivative instruments	6.7	(9.2)
Deferred taxes	(213.7)	(19.4)
Loss on dispositions	1.9	16.8
Other	29.7	37.4
Changes in operating assets and liabilities, net of amounts acquired:		
Prepaid domain name registry fees	(40.3)	(47.3)
Accounts payable	(73.9)	6.2
Accrued expenses and other current liabilities	(15.7)	45.2
Deferred revenue	262.3	173.4
Other operating assets and liabilities	(73.6)	(74.9)
Net cash provided by operating activities	<u>947.2</u>	<u>749.9</u>
Investing activities		
Maturities of short-term investments	40.0	—
Purchases of intangible assets	—	(35.4)
Net proceeds received from dispositions	8.1	12.4
Purchases of property and equipment	(12.2)	(38.0)
Other investing activities	—	(0.4)
Net cash provided by (used in) investing activities	<u>35.9</u>	<u>(61.4)</u>
Financing activities		
Proceeds received from:		
Issuance of term loans	2,752.3	1,759.9
Stock option exercises	4.4	9.6
Issuance of Class A common stock under ESPP	19.5	18.2
Payments made for:		
Repurchases of Class A common stock	(668.1)	(1,133.2)
Repayment of long-term debt	(2,768.4)	(1,780.0)
Other financing obligations	(15.6)	(7.8)
Net cash used in financing activities	<u>(675.9)</u>	<u>(1,133.3)</u>
Effect of exchange rate changes on cash and cash equivalents	1.1	—
Net increase (decrease) in cash and cash equivalents	308.3	(444.8)
Cash and cash equivalents, beginning of period	458.8	774.0
Cash and cash equivalents, end of period	<u>\$ 767.1</u>	<u>\$ 329.2</u>
Cash paid during the period for:		
Interest on long-term debt, including impact of interest rate swaps	\$ 113.2	\$ 128.3
Income taxes, net of refunds received	\$ 16.8	\$ 7.2
Amounts included in the measurement of operating lease liabilities	\$ 29.9	\$ 34.0
Supplemental disclosure of non-cash transactions		
Operating lease assets obtained in exchange for operating lease liabilities	\$ 11.5	\$ 8.4
Accrued purchases of property and equipment at period end	\$ 1.6	\$ 1.0
Share repurchases not yet settled	\$ —	\$ 17.9

See accompanying notes to consolidated financial statements.

GoDaddy Inc.
Notes to Consolidated Financial Statements (unaudited)
(In millions, except shares in thousands and per share amounts)

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1. Organization and Background

Organization

We are the sole managing member of Desert Newco, LLC (Desert Newco), and as a result, we consolidate its financial results into the results and financial position of the Company. As of September 30, 2024, we owned 100% of Desert Newco.

On December 11, 2023, we completed a series of transactions (the DNC Restructure) designed to simplify our then existing capital structure, commonly referred to as an "Up-C" structure, and provide us with additional strategic flexibility. Completion of these transactions resulted in Desert Newco becoming a wholly-owned subsidiary of GoDaddy Inc. Pursuant to the DNC Restructure, all Limited Liability Company Units of Desert Newco not held by us or our subsidiaries were cancelled and converted into newly issued shares of our Class A common stock. Subsequent to the DNC Restructure, on January 1, 2024, Desert Newco was converted from a partnership to a disregarded entity and as a result we are now treated as a consolidated C corporation group for U.S. income tax purposes.

Basis of Presentation

Our financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and include our accounts and the accounts of our subsidiaries. All material intercompany accounts and transactions have been eliminated.

Our interim financial statements are unaudited and, in our opinion, include all adjustments of a normal recurring nature necessary for the fair presentation of the periods presented. The results for interim periods are not necessarily indicative of the results to be expected for any subsequent period or for the year ending December 31, 2024.

These financial statements should be read in conjunction with our audited financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023 (the 2023 Form 10-K).

Prior Period Presentation

Certain immaterial prior period amounts have been reclassified to conform to the current period presentation.

Use of Estimates

GAAP requires us to make estimates and assumptions affecting amounts reported in our financial statements. We periodically evaluate our estimates and adjust prospectively, if necessary. We believe our estimates and assumptions are reasonable; however, actual results may differ.

Segments

We report our operating results through two reportable segments: Applications and Commerce (A&C) and Core Platform (Core), as further discussed in Note 16.

2. Summary of Significant Accounting Policies**Property and Equipment**

Property and equipment, net by geography was as follows:

	September 30, 2024	December 31, 2023
U.S.	\$ 131.4	\$ 146.9
France	13.5	19.8
All other international	10.9	18.6
	<u>\$ 155.8</u>	<u>\$ 185.3</u>

No other international country represented more than 10% of property and equipment, net in any period presented.

Equity Investments

We hold investments in privately held equity securities, which are recorded in other assets with a carrying value of \$53.1 million as of September 30, 2024 and December 31, 2023.

Revenue Recognition***Disaggregated Revenue***

Revenue by major product type was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
A&C	\$ 423.1	\$ 363.3	\$ 1,211.8	\$ 1,053.0
Core: domains	535.9	508.2	1,597.1	1,493.0
Core: other	188.6	198.2	571.7	607.8
	<u>\$ 1,147.6</u>	<u>\$ 1,069.7</u>	<u>\$ 3,380.6</u>	<u>\$ 3,153.8</u>

No single customer represented over 10% of our total revenue for any period presented.

Revenue by geography is based on the customer's billing address and was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
U.S.	\$ 778.2	\$ 724.2	\$ 2,301.2	\$ 2,126.6
International	369.4	345.5	1,079.4	1,027.2
	<u>\$ 1,147.6</u>	<u>\$ 1,069.7</u>	<u>\$ 3,380.6</u>	<u>\$ 3,153.8</u>

No single international country represented more than 10% of total revenue in any period presented.

See Note 7 for information regarding our deferred revenue.

Assets Recognized from Contract Costs

Fees paid to various registries at the inception of a domain registration or renewal represent costs to fulfill a contract. We capitalize and amortize these prepaid domain name registry fees to cost of revenue consistent with the pattern of transfer of the product to which the asset relates. Amortization expense of such assets was \$200.3 million and \$194.4 million for the three months ended September 30, 2024 and 2023, respectively, and was \$589.9 million and \$571.6 million for the nine months ended September 30, 2024 and 2023, respectively.

Restructuring and Other

Restructuring and other primarily represents: (i) charges related to restructuring activities undertaken to reduce future operating expenses and improve cash flows through a combination of reductions in force during the nine months ended September 30, 2024 and September 30, 2023 and the sale of certain assets and liabilities of our hosting business within our Core segment during the nine months ended September 30, 2023; (ii) charges incurred related to the abandonment of right-of-use assets associated with certain operating leases during the nine months ended September 30, 2024; and (iii) a charge related to the termination of a revenue sharing arrangement during the nine months ended September 30, 2023. See Note 13 for further discussion.

Fair Value Measurements

Fair value is defined as an exit price, representing the amount that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. The framework for measuring fair value provides a three-tier hierarchy prioritizing inputs to valuation techniques used in measuring fair value as follows:

Level 1— Observable inputs such as quoted prices for identical assets or liabilities in active markets;

Level 2— Inputs, other than quoted prices for identical assets or liabilities in active markets, which are observable either directly or indirectly; and

Level 3— Unobservable inputs in which there is little or no market data requiring the reporting entity to develop its own assumptions.

We hold certain assets required to be measured at fair value on a recurring basis. These include time deposits and notice deposits, which we classify within Level 1 because we use quoted market prices to determine their fair value. Level 2 assets and liabilities include commercial paper and derivative financial instruments associated with hedging activity, as further discussed in Note 10. Derivative financial instruments are measured at fair value on the contract date and are subsequently remeasured each reporting period using inputs such as spot rates, discount rates and forward rates. There are no active markets for the hedge contracts themselves; however, the inputs used to calculate the fair value of the instruments are tied to active markets.

The following tables set forth our material assets and liabilities measured and recorded at fair value on a recurring basis:

	September 30, 2024			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents:				
Notice deposits	\$ 100.0	\$ —	\$ —	\$ 100.0
Commercial paper	—	39.7	—	39.7
Time deposits	100.0	—	—	100.0
Derivative assets	—	85.8	—	85.8
Total assets	\$ 200.0	\$ 125.5	\$ —	\$ 325.5
Liabilities:				
Derivative liabilities	\$ —	\$ 56.6	\$ —	\$ 56.6
	December 31, 2023			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents:				
Commercial paper	\$ —	\$ 39.6	\$ —	\$ 39.6
Time deposits	40.0	—	—	40.0
Short-term investments:				
Time deposits	40.0	—	—	40.0
Derivative assets	—	128.6	—	128.6
Total assets	\$ 80.0	\$ 168.2	\$ —	\$ 248.2
Liabilities:				
Derivative liabilities	\$ —	\$ 46.4	\$ —	\$ 46.4

We have no other material assets or liabilities measured at fair value on a recurring basis.

Recent Accounting Pronouncements

In November 2023, the Financial Standards Accounting Board (FASB) issued guidance to update reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. This update is effective for the 2024 fiscal year and interim periods in fiscal year 2025, with early adoption permitted, and will be applied retrospectively for all periods presented. Adoption of this guidance will result in additional disclosures, but it will not impact our consolidated financial position, results of operations or cash flows.

In December 2023, the FASB issued guidance to enhance the transparency and decision usefulness of income tax disclosures. The amendments in this guidance require additional disclosures about income taxes, primarily focused on the disclosure of income taxes paid and the rate reconciliation table. The new guidance will be effective for the 2025 fiscal year, with early adoption permitted. We are currently evaluating the impact of this standard on our disclosures within our consolidated financial statements.

3. Goodwill and Intangible Assets

The following table summarizes changes in our goodwill balance by segment:

	A&C	Core	Total
Balance at December 31, 2023	\$ 1,513.6	\$ 2,055.7	\$ 3,569.3
Impact of foreign currency translation	11.1	15.3	26.4
Less: goodwill related to disposition of a business	—	(1.7)	(1.7)
Balance at September 30, 2024	\$ 1,524.7	\$ 2,069.3	\$ 3,594.0

Intangible assets, net are summarized as follows:

	September 30, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Indefinite-lived intangible assets:			
Trade names and branding	\$ 445.0	n/a	\$ 445.0
Domain portfolio	231.2	n/a	231.2
Contractual-based assets	292.7	n/a	292.7
Finite-lived intangible assets:			
Customer-related	419.1	\$ (350.5)	68.6
Developed technology	240.3	(215.5)	24.8
Trade names and other	98.0	(69.1)	28.9
	<u>\$ 1,726.3</u>	<u>\$ (635.1)</u>	<u>\$ 1,091.2</u>
	December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Indefinite-lived intangible assets:			
Trade names and branding	\$ 445.0	n/a	\$ 445.0
Domain portfolio	233.6	n/a	233.6
Contractual-based assets	292.7	n/a	292.7
Finite-lived intangible assets:			
Customer-related	459.3	\$ (352.2)	107.1
Developed technology	246.8	(205.6)	41.2
Trade names and other	104.8	(65.8)	39.0
	<u>\$ 1,782.2</u>	<u>\$ (623.6)</u>	<u>\$ 1,158.6</u>

Amortization expense was \$19.6 million and \$24.0 million for the three months ended September 30, 2024 and 2023, respectively, and was \$59.3 million and \$82.8 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the weighted-average remaining amortization period for amortizable intangible assets was 19 months for customer-related, 16 months for developed technology and 38 months for trade names and other, and was 22 months in total.

Based on the balance of finite-lived intangible assets as of September 30, 2024, expected future amortization expense is as follows:

Year Ending December 31:		
2024 (remainder of)		\$ 19.7
2025		71.9
2026		23.3
2027		4.3
2028		1.9
Thereafter		1.2
		<u>\$ 122.3</u>

4. Stockholders' Equity

Share Repurchases

Our board of directors has authorized a share repurchase program of up to \$4,000.0 million. During the nine months ended September 30, 2024, we repurchased a total of 5,179 shares of our Class A common stock, which were retired upon repurchase, for an aggregate purchase price of \$668.1 million. As of September 30, 2024, we had \$767.4 million of remaining authorization available for repurchases.

During the three months ended June 30, 2024, we entered into accelerated share repurchase agreements (ASRs) to repurchase shares of our Class A common stock, pursuant to which, we made an upfront payment of \$245.0 million. No shares were initially received in connection with these ASRs. The total number of shares ultimately delivered under each ASR, and therefore the average purchase price paid per share, were determined based on the volume weighted-average price of our stock during the applicable purchase period less an agreed upon discount and subject to a cap. During the three months ended September 30, 2024, the ASRs were settled in full with the delivery of 1,353 shares of Class A common stock for \$188.9 million at an average price of \$139.65 per share, and a partial repayment of the upfront payment resulting from the cap, in the amount of \$56.1 million in cash. The shares received were retired at the time of delivery and the upfront payment was accounted for as an increase in accumulated deficit. The ASRs are forward contracts indexed to our Class A common stock and met all of the applicable criteria for equity classification, therefore, the ASRs were not accounted for as derivative instruments.

5. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

	September 30, 2024	December 31, 2023
Derivative assets	\$ 85.8	\$ 128.6
Prepaid software and maintenance expenses	41.1	23.0
Other	36.9	25.6
	<u>\$ 163.8</u>	<u>\$ 177.2</u>

6. Equity-Based Compensation Plans

Equity Plans

At our Annual Meeting of Stockholders on June 6, 2024 (the Annual Meeting), our stockholders approved the adoption of the GoDaddy Inc. 2024 Omnibus Incentive Plan (the 2024 Plan), which replaced our 2015 Equity Incentive Plan on a prospective basis. Under the 2024 Plan, we may grant shares of our Class A common stock in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, performance stock units and other stock- and cash-based awards. 9,085 shares of Class A common stock were initially reserved for issuance under the 2024 Plan. If any award granted under the 2024 Plan or the 2015 Equity Incentive Plan expires or is canceled, forfeited, or otherwise settled without the issuance of Class A common stock, the Class A common stock covered by such award will return to the pool of reserved shares for issuance and will be available for subsequent grants under the terms of the 2024 Plan.

At the Annual Meeting, our stockholders also approved the adoption of the GoDaddy Inc. 2024 Employee Stock Purchase Plan (the 2024 ESPP), which will replace the 2015 Employee Stock Purchase Plan with the first offering period commencing in November 2024 upon the completion of the then in effect offering period under the 2015 Employee Stock Purchase Plan, with any subsequent offering periods being administered under the 2024 ESPP for as long as it is in effect. Under the 2024 ESPP, 4,605 shares of our Class A common stock are reserved for issuance. The 2024 ESPP enables eligible employees to purchase our Class A common stock at a price per share equal to 85% of the fair market value of our Class A common stock on the first trading day of the offering period or the last trading day of the offering period, whichever is lower.

Equity Plan Activity

We have granted stock options at exercise prices equal to the fair market value of our Class A common stock on the grant date as well as granted both stock options and restricted stock awards (RSUs) vesting solely upon the continued service of the recipient. Performance-based awards (PSUs) vest based on our relative total stockholder return (TSR) as compared to an index of public internet companies.

The following table summarizes stock option activity:

	Number of Shares of Class A Common Stock (#)	Weighted- Average Exercise Price Per Share (\$)
Outstanding at December 31, 2023	845	49.60
Exercised	(155)	28.73
Outstanding and vested at September 30, 2024	690	54.31

The following table summarizes stock award activity:

	Number of Shares of Class A Common Stock (#)
Outstanding at December 31, 2023	6,257
Granted: RSUs	2,595
Granted: TSR-based PSUs	212
TSR-based PSU achievement above target	230
Vested	(3,073)
Forfeited	(581)
Outstanding at September 30, 2024 ⁽¹⁾	5,640

(1) The balance of outstanding awards is comprised of the following:

	Number of Shares of Class A Common Stock (#)	Weighted-Average Grant-Date Fair Value Per Share (\$)
RSUs	4,989	94.4
TSR-based PSUs	651	142.30
Outstanding at September 30, 2024	5,640	

As of September 30, 2024, total unrecognized compensation expense related to non-vested equity grants was \$423.6 million with an expected remaining weighted-average recognition period of 1.9 years.

7. Deferred Revenue

Deferred revenue consisted of the following:

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Current:		
A&C	\$ 794.3	\$ 683.8
Core	1,461.8	1,391.1
	<u>\$ 2,256.1</u>	<u>\$ 2,074.9</u>
Noncurrent:		
A&C	\$ 197.3	\$ 173.5
Core	684.0	628.9
	<u>\$ 881.3</u>	<u>\$ 802.4</u>

The increase in deferred revenue was primarily driven by payments received in advance of satisfying our performance obligations, offset by \$459.0 million and \$1,885.4 million of revenue recognized during the three and nine months ended September 30, 2024, respectively, which was included in deferred revenue as of December 31, 2023. Deferred revenue as of September 30, 2024 represents our aggregate remaining performance obligations that will be recognized as revenue over the period in which the performance obligations are expected to be satisfied, as follows:

	<u>Remainder of 2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>	<u>Thereafter</u>	<u>Total</u>
A&C	\$ 326.6	\$ 508.9	\$ 113.6	\$ 30.8	\$ 7.1	\$ 4.6	\$ 991.6
Core	560.3	1,019.6	306.0	117.7	60.5	81.7	2,145.8
	<u>\$ 886.9</u>	<u>\$ 1,528.5</u>	<u>\$ 419.6</u>	<u>\$ 148.5</u>	<u>\$ 67.6</u>	<u>\$ 86.3</u>	<u>\$ 3,137.4</u>

8. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Accrued payroll and employee benefits	\$ 137.5	\$ 143.6
Tax-related accruals	67.1	56.2
Derivative liabilities	56.6	46.4
Accrued legal and professional	33.1	39.7
Current portion of operating lease liabilities	28.1	29.1
Accrued marketing and advertising	15.7	12.3
Accrued interest	13.3	13.6
Accrued restructuring costs	0.9	7.4
Accrued acquisition-related expenses and acquisition consideration payable	—	15.0
Other	85.9	78.9
	<u>\$ 438.2</u>	<u>\$ 442.2</u>

9. Long-Term Debt

Long-term debt consisted of the following:

	Maturity Date	September 30, 2024	December 31, 2023
2029 Term Loans (effective interest rate of 7.8% at September 30, 2024 and 8.4% at December 31, 2023)	November 10, 2029	\$ 1,462.5	\$ 1,752.3
2031 Term Loans (effective interest rate of 7.5% at September 30, 2024)	May 31, 2031	997.5	—
2027 Term Loans (effective interest rate of 7.4% at December 31, 2023)	August 10, 2027	—	723.8
2027 Senior Notes (effective interest rate of 5.5% at September 30, 2024 and 5.4% at December 31, 2023)	December 1, 2027	600.0	600.0
2029 Senior Notes (effective interest rate of 3.6% at September 30, 2024 and 3.6% at December 31, 2023)	March 1, 2029	800.0	800.0
Revolver	November 10, 2027	—	—
Total		3,860.0	3,876.1
Less: unamortized original issue discount and debt issuance costs ⁽¹⁾		(59.9)	(59.7)
Less: current portion of long-term debt		(16.5)	(17.9)
		<u>\$ 3,783.6</u>	<u>\$ 3,798.5</u>

(1) Original issue discount and debt issuance costs are amortized to interest expense over the life of the related debt instruments using the interest method.

Credit Facility

As described in our 2023 Form 10-K, our secured credit agreement (the Credit Facility) includes two tranches of term loans and a revolving credit facility (the Revolver). A portion of the term loans is hedged by interest rate swap arrangements, as discussed in Note 10.

In January 2024, we entered into an amendment to the Credit Facility to provide for a new tranche of term loans maturing in 2029, the proceeds of which were used to refinance our existing term loans (the 2029 Term Loans). Pursuant to this amendment, the 2029 Term Loans were issued at par and bear interest at a rate equal to, at our option, either (a) Secured Overnight Financing Rate (SOFR) for the applicable interest period plus a margin of 2.0% per annum or (b) a margin of 1.0% per annum plus the highest of (i) the Federal Funds Rate plus 0.5%, (ii) the Prime Rate or (iii) SOFR for an interest period of one month plus 1.0%.

In May 2024, we entered into an amendment to the Credit Facility to provide for a new tranche of term loans maturing in 2031, the proceeds of which were used to refinance and extend the maturity of our 2027 Term Loans as defined in our 2023 Form 10-K to 2031 (the 2031 Term Loans) and repay a portion of our 2029 Term Loans. The amortization rate for the 2031 Term Loans is 1.00% per annum and the first installment is payable on or about September 30, 2024. Pursuant to this amendment, the 2031 Term Loans were issued at an applicable margin of (i) 1.75% for the term loans that are SOFR Loans and (ii) 0.75% for the term loans that are ABR Loans.

As of September 30, 2024, we had \$998.7 million available for borrowing under the Revolver as \$1.3 million has been used to secure the issuance of standby letters of credit. We were not in violation of any covenants of the Credit Facility as of September 30, 2024.

Senior Notes

As described in our 2023 Form 10-K, we have completed two offerings of senior notes, Senior Notes due 2027 (the 2027 Senior Notes) and Senior Notes due in 2029 (the 2029 Senior Notes, and together with the 2027 Senior Notes, the Senior Notes). We were not in violation of any covenants of the Senior Notes as of September 30, 2024.

Fair Value

The estimated fair values of our long-term debt instruments are based on observable market prices for these instruments, which are traded in less active markets and therefore classified as Level 2 fair value measurements, and were as follows as of September 30, 2024:

2029 Term Loans	\$	1,462.3
2031 Term Loans	\$	996.3
2027 Senior Notes	\$	599.2
2029 Senior Notes	\$	751.5

Future Debt Maturities

Aggregate principal payments, exclusive of any unamortized original issue discount and debt issuance costs, due on long-term debt as of September 30, 2024 were as follows:

Year Ending December 31:

2024 (remainder of)	\$	6.2
2025		24.7
2026		24.7
2027		624.7
2028		24.7
Thereafter		3,155.0
	\$	<u>3,860.0</u>

10. Derivatives and Hedging

We utilize the following derivative instruments designated as cash flow hedges:

- foreign exchange forward contracts to hedge certain forecasted sales transactions denominated in foreign currencies;
- cross-currency swaps used to manage variability due to movements in foreign currency exchange rates related to a Euro-denominated intercompany loan; and
- pay-fixed rate, receive-floating rate interest rate swaps to effectively convert portions of our variable-rate debt to fixed.

We also utilize cross-currency swaps designated as net investment hedges to mitigate the risk associated with exchange rate fluctuations on our net investment in certain foreign operations.

The following table summarizes our outstanding derivative instruments on a gross basis, all of which are considered Level 2 financial instruments:

	Notional Amount		Fair Value of Derivative Assets⁽²⁾		Fair Value of Derivative Liabilities⁽²⁾	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Cash flow hedges:						
Foreign exchange forward contracts	\$ 731.6	\$ 592.1	\$ 0.4	\$ 1.4	\$ 18.3	\$ 14.7
Cross-currency swaps ⁽¹⁾	561.2	560.8	—	—	16.8	13.9
Interest rate swaps	1,944.2	1,959.7	85.4	127.2	—	—
Net investment hedges:						
Cross-currency swaps ⁽¹⁾	719.3	718.8	—	—	21.5	17.8
Total hedges	\$ 3,956.3	\$ 3,831.4	\$ 85.8	\$ 128.6	\$ 56.6	\$ 46.4

(1) The notional values of the cross-currency swaps have been translated from Euros to U.S. dollars at the foreign currency rates in effect of approximately 1.11 and 1.10 as of September 30, 2024 and December 31, 2023, respectively.

(2) In our balance sheets, all derivative assets are recorded within prepaid expenses and other current assets and all derivative liabilities are recorded within accrued expenses and other current liabilities.

The following table summarizes the effect of our hedging relationships on accumulated other comprehensive income (AOCI):

	Unrealized Gains (Losses) Recognized in Other Comprehensive Income			
	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Cash flow hedges:				
Foreign exchange forward contracts ⁽¹⁾	\$ (21.0)	\$ 8.7	\$ (10.5)	\$ (7.2)
Cross-currency swaps	3.8	(7.8)	1.6	(12.4)
Interest rate swaps	(57.9)	15.6	(42.2)	14.4
Net investment hedges:				
Cross-currency swaps	(22.7)	12.3	(3.7)	(7.0)
Total hedges	\$ (97.8)	\$ 28.8	\$ (54.8)	\$ (12.2)

(1) Amounts include gains and losses realized upon contract settlement but not yet recognized into earnings from AOCI.

The following tables summarize the locations and amounts of gains (losses) recognized within earnings related to our hedging relationships:

	Three Months Ended September 30, 2024			Three Months Ended September 30, 2023		
	Revenue	Interest Expense	Other Income (Expense), Net	Revenue	Interest Expense	Other Income (Expense), Net
Cash flow hedges:						
Foreign exchange forward contracts:						
Reclassified from AOCI into income	\$ 0.7	\$ —	\$ —	\$ 3.8	\$ —	\$ —
Cross-currency swaps:						
Reclassified from AOCI into income ⁽¹⁾	—	2.3	(21.0)	—	2.4	17.4
Interest rate swaps:						
Reclassified from AOCI into income	—	18.0	—	—	17.8	—
Net investment hedges:						
Cross-currency swaps:						
Reclassified from AOCI into income	—	3.1	—	—	3.1	—
Total hedges	\$ 0.7	\$ 23.4	\$ (21.0)	\$ 3.8	\$ 23.3	\$ 17.4

(1) The amounts reflected in other income (expense), net include \$21.1 million and \$(17.4) million reclassified from AOCI to offset the earnings impact of the remeasurement of the Euro-denominated intercompany loan hedged by cross-currency swaps during the three months ended September 30, 2024 and 2023, respectively.

	Nine Months Ended September 30, 2024			Nine Months Ended September 30, 2023		
	Revenue	Interest Expense	Other Income (Expense), Net	Revenue	Interest Expense	Other Income (Expense), Net
Cash flow hedges:						
Foreign exchange forward contracts:						
Reclassified from AOCI into income	\$ 3.6	\$ —	\$ —	\$ 13.5	\$ —	\$ —
Cross-currency swaps:						
Reclassified from AOCI into income ⁽¹⁾	—	7.2	(4.8)	—	7.2	6.8
Interest rate swaps:						
Reclassified from AOCI into income	—	54.7	—	—	48.3	—
Net investment hedges:						
Cross-currency swaps:						
Reclassified from AOCI into income	—	9.4	—	—	9.4	—
Total hedges	\$ 3.6	\$ 71.3	\$ (4.8)	\$ 13.5	\$ 64.9	\$ 6.8

(1) The amounts reflected in other income (expense), net include \$4.6 million and \$(6.9) million reclassified from AOCI to offset the earnings impact of the remeasurement of the Euro-denominated intercompany loan hedged by cross-currency swaps during the nine months ended September 30, 2024 and 2023, respectively.

As of September 30, 2024, we estimate that \$82.7 million of net deferred gains related to our designated hedges will be recognized in earnings over the next 12 months. No amounts have been excluded from our hedge effectiveness testing.

Risk Management Strategies

Foreign Exchange Forward Contracts

From time-to-time, we may enter into foreign exchange forward contracts with financial institutions to hedge certain forecasted sales transactions denominated in foreign currencies. We designate these forward contracts as cash flow hedges, which are recognized as either assets or liabilities at fair value. At September 30, 2024, all such contracts had maturities of 24 months or less.

Cross-Currency Swaps

In April 2017, in order to manage variability due to movements in foreign currency rates related to a Euro-denominated intercompany loan, we entered into five-year cross-currency swaps. In March 2022, we entered into a transaction to extend the maturity of these swaps to August 31, 2027. We and the existing counterparties executed cancellation agreements to terminate all rights, obligations and liabilities associated with the original swaps. On the modification date, the existing cash flow hedging relationships were de-designated and new hedging relationships incorporating the terms of the new swaps (the 2022 Cross-Currency Swaps) were designated as either cash flow hedging relationships or net investment hedging relationships. The 2022 Cross-Currency Swaps had an aggregate amortizing notional amount of €1,184.2 million at inception (approximately \$1,262.5 million). The swaps designated as cash flow hedging relationships convert the 3.00% fixed rate Euro-denominated interest and principal receipts on the intercompany loan into U.S. dollar interest and principal receipts at a fixed rate of 4.81%. The swaps designated as net investment hedging relationships hedge the foreign currency exposure of our net investment in certain Euro denominated functional currency subsidiaries. Pursuant to the contracts, the Euro notional value will be exchanged for the U.S. dollar notional value at maturity.

Interest Rate Swaps

In April 2017, we entered into a five-year pay-fixed rate, receive-floating rate interest rate swap arrangement to effectively convert a portion of the variable-rate borrowings under the previously issued term loans maturing in 2024, which were refinanced with the 2029 Term Loans, to a fixed rate of 5.44%. In March 2022, we entered into a transaction to extend the maturity of the swaps to August 31, 2027. We and the existing counterparties executed cancellation agreements to terminate all rights, obligations and liabilities associated with the original swaps. On the modification date, the existing cash flow hedging relationships were de-designated and new hedging relationships incorporating the terms of the new interest rate swaps (the 2022 Interest Rate Swaps) were designated. The 2022 Interest Rate Swaps, which had an amortizing notional amount of \$1,262.5 million at inception, serve to convert a portion of the variable-rate borrowings under the 2029 Term Loans to a fixed rate of 4.81%. In November 2022, in conjunction with the concurrent Credit Facility refinancing discussed in our 2023 Form 10-K, we terminated these swaps and entered into new SOFR-based interest rate swaps. This modification impacted no critical terms other than the reference rate change from LIBOR to SOFR and thus had no impact on our hedging relationships or financial statements.

In August 2020, in conjunction with the issuance of the 2027 Term Loans as defined in our 2023 Form 10-K, we entered into seven-year pay-fixed rate, receive-floating rate interest rate swaps to effectively convert the variable one-month LIBOR interest rate on the 2027 Term Loans borrowings to a fixed rate of 0.705%. These interest rate swaps, which mature on August 10, 2027, had an aggregate notional amount of \$750.0 million at inception. In May 2023, in conjunction with the concurrent Credit Facility amendment, we terminated these swaps and entered into new SOFR-based interest rate swaps. This modification impacted no critical terms other than the reference rate change from LIBOR to SOFR and thus had no impact on our hedging relationships or financial statements.

The objective of these arrangements, which are designated as cash flow hedges and recognized as assets or liabilities at fair value, is to manage the variability of cash flows in the interest payments related to the portion of the variable-rate debt designated as being hedged. The unrealized gains and losses on the swaps are included in AOCI and will be recognized in earnings within or against interest expense when the hedged interest payments are accrued each month.

11. Leases

Our operating leases primarily consist of office and data center space expiring at various dates through October 2034. Certain leases include options to renew or terminate at our discretion. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. As of September 30, 2024, operating leases have a remaining weighted-average lease term of 6.3 years and our operating lease liabilities were measured using a weighted-average discount rate of 5.5%.

The components of operating lease expense were as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Operating lease costs	\$ 6.3	\$ 8.9	\$ 20.8	\$ 28.3
Variable lease costs	4.2	3.6	11	11.2
Sublease income	(2.6)	(3.6)	(7.3)	(8.1)
Total net lease cost	\$ 7.9	\$ 8.9	\$ 24.5	\$ 31.4

During the nine months ended September 30, 2024, we recognized \$5.7 million of expense related to the abandonment of certain operating leases, which is included within restructuring and other and excluded from the table above.

12. Commitments and Contingencies

Litigation

From time-to-time, we are a party to litigation and subject to claims, suits, regulatory and government investigations, other proceedings and consent decrees in the ordinary course of business, including intellectual property claims, putative and certified class actions, commercial and consumer protection claims, labor and employment claims, breach of contract claims and other asserted and unasserted claims. We investigate claims as they arise and accrue estimates for resolution of legal and other contingencies when losses are probable and reasonably estimable.

There have been no material changes outside of the ordinary course of business to our known contractual obligations, which were included in Note 13 of Item 8 of our 2023 Form 10-K.

Indirect Taxes

We are subject to indirect taxation in some, but not all, of the various states and foreign jurisdictions in which we conduct business. Laws and regulations attempting to subject communications and commerce conducted over the Internet to various indirect taxes are becoming more prevalent, both in the U.S. and internationally, and may impose additional burdens on us in the future. Increased regulation could negatively affect our business directly, as well as the businesses of our customers. Taxing authorities may impose indirect taxes on the Internet-related revenue we generate based on regulations currently being applied to similar, but not directly comparable, industries. There are many transactions and calculations where the ultimate indirect tax determination is uncertain. In addition, domestic and international indirect taxation laws are complex and subject to change. We may be audited in the future, which could result in changes to our indirect tax estimates. We continually evaluate those jurisdictions in which nexus exists, and believe we maintain adequate indirect tax accruals.

Our accrual for estimated indirect tax liabilities was \$28.0 million and \$23.6 million as of September 30, 2024 and December 31, 2023, respectively, reflecting our best estimate of the probable liability based on an analysis of our business activities, revenues subject to indirect taxes and applicable regulations. Although we believe our indirect tax estimates and associated liabilities are reasonable, the final determination of indirect tax audits, litigation or settlements could be materially different than the amounts established for indirect tax contingencies.

13. Restructuring and Other Charges and Disposition of Businesses and Related Assets

During the nine months ended September 30, 2024, we implemented restructuring activities to further reduce operating expenses and improve cash flows through a reduction in force, which impacted approximately 275 employees. In conjunction with these restructuring activities, we recognized \$17.0 million of pre-tax restructuring charges in our statement of operations related to severance, employee benefits and equity-based compensation during the nine months ended September 30, 2024. No pre-tax restructuring charges were recognized during the three months ended September 30, 2024. Of the \$17.0 million of pre-tax restructuring charges recognized during the nine months ended September 30, 2024, \$6.3 million and \$9.9 million were recognized within our A&C and Core segments, respectively, and \$0.8 million was recognized as corporate overhead.

Cash payments of \$5.2 million and \$15.3 million related to the restructuring activities described above were made during the three and nine months ended September 30, 2024, respectively. We expect to make substantially all remaining restructuring payments by the end of 2024.

The following table shows the total amount incurred and the accrued restructuring costs, which are recorded in accrued expenses and other current liabilities in our balance sheet, for severance and employee benefits:

	Accrued Restructuring Costs
Accrued restructuring costs as of December 31, 2023	\$ 7.4
Restructuring costs incurred during the nine months ended September 30, 2024 ⁽¹⁾	16.6
Amount paid during the nine months ended September 30, 2024	(23.1)
Accrued restructuring costs as of September 30, 2024	<u>\$ 0.9</u>
Accrued restructuring costs as of December 31, 2022	\$ —
Restructuring costs incurred during the nine months ended September 30, 2023 ⁽¹⁾	41.5
Amount paid during the nine months ended September 30, 2023	(31.4)
Accrued restructuring costs as of September 30, 2023	<u>\$ 10.1</u>

(1) The nine months ended September 30, 2024 and September 30, 2023, excludes \$0.8 million and \$2.3 million, respectively, of equity-based compensation expense associated with our restructuring plans which was recorded within additional paid-in capital.

During the nine months ended September 30, 2024, we also recognized \$5.7 million of expense related to the abandonment of certain operating leases as discussed in Note 11. During the nine months ended September 30, 2023, we recognized a \$16.8 million charge in connection with the disposition of certain assets and liabilities of our hosting business within our Core segment which occurred on June 30, 2023 and a charge of \$17.0 million related to the termination of a revenue sharing agreement.

14. Income Taxes

We completed the DNC Restructure to simplify our capital structure, and on January 1, 2024, Desert Newco was converted from a partnership to a disregarded entity for U.S. income tax purposes. As a result, we now account for our deferred taxes related to Desert Newco based on the inside basis differences of our assets and liabilities where prior to the DNC Restructure we accounted for our deferred tax assets and liabilities related to Desert Newco based on the outside basis difference of our investment in Desert Newco. In connection with this change, we adjusted certain temporary differences on existing assets and liabilities which resulted in a one-time non-cash income tax benefit in the first quarter of 2024 of \$267.4 million.

The components of our deferred taxes before and after the DNC restructuring are as follows:

	January 1, 2024 (Post-DNC Restructure)	December 31, 2023 (Pre-DNC Restructure)
Deferred tax assets (DTAs) related to:		
Deferred revenue	\$ 636.3	\$ —
Goodwill	385.2	—
Net operating losses (NOLs)	198.9	473.1
Intangible assets	168.0	(40.0)
Tax credits	167.6	167.6
Deferred interest	44.0	44.0
Operating lease liabilities	31.8	15.3
Accrued expenses	24.2	—
Investment in Desert Newco	—	697.2
Other	27.2	9.3
Valuation allowance	(167.0)	(377.5)
Total DTAs	1,516.2	989.0
Deferred tax liabilities (DTLs) related to:		
Deferred cost of revenue	(149.2)	—
Unrealized gains	(71.9)	—
Operating lease assets	(18.1)	(6.4)
Original issue discount and debt issuance costs	(14.0)	—
Total DTLs	(253.2)	(6.4)
Net DTAs	\$ 1,263.0	\$ 982.6

Our effective tax rate differs from the U.S. federal statutory rate primarily due to a one-time benefit related to the DNC Restructure, U.S. research and development tax credits and excess tax benefits related to equity-based compensation.

We monitor the realizability of our DTAs considering all relevant factors at each reporting period. As of September 30, 2024, based on the relevant weight of positive and negative evidence, including our ability to forecast future operating results, historical tax losses and our ability to utilize DTAs within the requisite carryforward periods, we do not maintain a valuation allowance on the majority of our U.S. federal and state DTAs. During the nine months ended September 30, 2024, management applied judgment and recorded a \$13.0 million tax benefit for the reversal of a valuation allowance as a result of changes to our U.S. filing group from the DNC Restructure.

We do maintain valuation allowances on certain U.S., state and foreign carry forwards as we concluded they are not more likely than not to be realized.

Uncertain Tax Positions

The total amount of gross unrecognized tax benefits was \$171.8 million as of September 30, 2024, of which \$43.8 million, if fully recognized, would decrease our effective tax rate. Although we believe the amounts reflected in our tax returns substantially comply with applicable U.S. federal, state and foreign tax regulations, the respective taxing authorities may take contrary positions based on their interpretation of the law. A tax position successfully challenged by a taxing authority could result in an adjustment to our provision or benefit for income taxes in the period in which a final determination is made. During the three months ending September 30, 2024, we recognized a \$9.0 million income tax benefit related to the reversal of an uncertain tax position in a foreign jurisdiction as a result of a favorable tax ruling.

15. Income Per Share

Basic income per share is computed by dividing net income attributable to GoDaddy Inc. by the weighted-average number of shares of Class A common stock outstanding during the period. Diluted income per share is computed giving effect to all potentially dilutive shares unless their effect is antidilutive.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted income per share is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator:				
Net income	\$ 190.5	\$ 131.0	\$ 738.3	\$ 261.5
Less: net income attributable to non-controlling interests	—	0.3	—	0.6
Net income attributable to GoDaddy Inc.	\$ 190.5	\$ 130.7	\$ 738.3	\$ 260.9
Denominator:				
Weighted-average shares of Class A common stock outstanding—basic	140,523	145,484	141,437	150,614
Effect of dilutive securities:				
Class B common stock	—	307	—	308
Stock options	457	405	456	462
RSUs, PSUs and ESPP shares	3,158	1,095	3,286	1,919
Weighted-average shares of Class A Common stock outstanding—diluted	144,138	147,291	145,179	153,303
Net income attributable to GoDaddy Inc. per share of Class A common stock—basic				
	\$ 1.36	\$ 0.90	\$ 5.22	\$ 1.73
Net income attributable to GoDaddy Inc. per share of Class A common stock—diluted				
	\$ 1.32	\$ 0.89	\$ 5.09	\$ 1.71

The following number of weighted-average potentially dilutive shares were excluded from the calculation of diluted income per share because the effect of including such potentially dilutive shares would have been antidilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Stock options	—	152	—	163
RSUs, PSUs and ESPP shares	44	2,213	337	620
	44	2,365	337	783

16. Segment Information

We report our operating results through two reportable segments: A&C and Core.

Our chief operating decision maker (CODM), which, as of September 30, 2024, was our Chief Executive Officer, evaluates the performance of and allocates resources to our segments based on each segment's revenue and earnings before interest, taxes, depreciation and amortization (Segment EBITDA). Segment EBITDA is defined as segment revenues less costs and operating expenses, excluding depreciation and amortization, interest expense (net), provision or benefit for income taxes, equity-based compensation expense, acquisition-related costs, restructuring-related expenses and certain other items. We believe Segment EBITDA serves as a measure that assists our CODM and our investors in comparing our segments' performance on a consistent basis.

Our CODM does not use assets by segment to evaluate performance or allocate resources; therefore, we do not provide disclosure of assets by segment. See Note 2 for property, plant, and equipment, net as well as revenue disaggregated by geography.

The A&C and Core segments provide a view into the product-focused organization of our business and generate revenue as follows:

- A&C primarily consists of sales of products containing proprietary software, notably our website building products, as well as our commerce products and third-party email and productivity solutions and sales of certain products when they are included in bundled offerings of our proprietary software products.
- Core primarily consists of sales of domain registrations and renewals, aftermarket domain sales, website hosting products and website security products when not included in bundled offerings of our proprietary software products as well as sales of products not containing a software component.

There are no internal revenue transactions between our reportable segments.

Corporate overhead primarily includes general and administrative expenses and items not allocated to either segment as well as those costs specifically excluded from Segment EBITDA, our segment measure of profitability, such as depreciation and amortization, interest expense and income and provision or benefit for income taxes.

The following table presents our segment information for the periods indicated:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue:				
A&C	\$ 423.1	\$ 363.3	\$ 1,211.8	\$ 1,053.0
Core	724.5	706.4	2,168.8	2,100.8
Total revenue	\$ 1,147.6	\$ 1,069.7	\$ 3,380.6	\$ 3,153.8
Segment EBITDA:				
A&C	\$ 194.6	\$ 154.3	\$ 533.1	\$ 429.4
Core	239.0	208.6	675.2	588.6
Total Segment EBITDA	433.6	362.9	1,208.3	1,018.0
Unallocated corporate overhead	(67.1)	(66.9)	(197.1)	(207.7)
Depreciation and amortization	(32.8)	(40.6)	(103.1)	(132.6)
Equity-based compensation expense ⁽¹⁾	(74.4)	(76.2)	(221.6)	(225.3)
Interest expense, net of interest income	(33.2)	(39.8)	(102.4)	(115.2)
Acquisition-related expenses, net of reimbursements ⁽²⁾	(0.1)	1.4	(0.2)	(7.2)
Restructuring and other ⁽³⁾	(5.0)	(12.9)	(44.8)	(73.7)
Income before income taxes	221.0	127.9	539.1	256.3
Benefit (provision) for income taxes	(30.5)	3.1	199.2	5.2
Net income	\$ 190.5	\$ 131.0	\$ 738.3	\$ 261.5

(1) The nine months ended September 30, 2024 and September 30, 2023 exclude \$0.8 million and \$2.3 million, respectively, of equity-based compensation expense associated with our restructuring activities which is included within restructuring and other.

(2) The three and nine months ended September 30, 2023 include an adjustment of \$6.0 million to a previously-recognized acquisition milestone liability.

(3) In addition to the restructuring and other in our statements of operations, other charges included are primarily composed of lease-related expenses associated with closed facilities, charges related to certain legal matters, adjustments to the fair value of our equity investments, expenses incurred in relation to the refinancing of our long-term debt, and incremental expenses associated with certain professional services.

17. Accumulated Other Comprehensive Income (Loss)

The following table presents AOCI activity in equity:

	Foreign Currency Translation Adjustments	Net Unrealized Gains (Losses) on Cash Flow Hedges ⁽¹⁾	Total AOCI
Gross balance as of December 31, 2023 ⁽²⁾	\$ (83.6)	\$ 195.0	\$ 111.4
Other comprehensive income (loss) before reclassifications	16.7	(108.0)	(91.3)
Amounts reclassified from AOCI	—	70.1	70.1
Other comprehensive income	16.7	(37.9)	(21.2)
Balance as of September 30, 2024	<u>\$ (66.9)</u>	<u>\$ 157.1</u>	<u>\$ 90.2</u>
Gross balance as of December 31, 2022 ⁽²⁾	\$ (75.0)	\$ 253.4	\$ 178.4
Other comprehensive income (loss) before reclassifications	0.4	(90.4)	(90.0)
Amounts reclassified from AOCI ⁽³⁾	(4.3)	85.2	80.9
Other comprehensive income	<u>(3.9)</u>	<u>(5.2)</u>	<u>(9.1)</u>
	\$ (78.9)	\$ 248.2	169.3
Less: AOCI attributable to non-controlling interests			<u>(0.4)</u>
Balance as of September 30, 2023			<u>\$ 168.9</u>

(1) Amounts shown for our foreign exchange forward contracts include gains and losses realized upon contract settlement but not yet recognized into earnings from AOCI. See Note 10 for the effect on net income of amounts reclassified from AOCI related to our hedging relationships.

(2) Beginning balance is presented on a gross basis, excluding the allocation of AOCI attributable to non-controlling interests.

(3) The sale of certain assets and liabilities of our hosting business in 2023, as discussed in Note 13, resulted in the reclassification from AOCI of \$4.3 million in cumulative foreign currency translation adjustments. This amount was included within the loss on disposal reported in restructuring and other in our statements of operations for the three and nine months ended September 30, 2023.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read together with our financial statements and related notes included in this Quarterly Report as well as our audited financial statements and related notes and the discussions and analysis in the section titled "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2023 Form 10-K. Some of the information contained in this discussion and analysis, including information with respect to our plans and strategies for our business, includes forward-looking statements involving significant risks and uncertainties. As a result of many factors, such as those set forth in "Risk Factors," actual results may differ materially from the results described in, or implied by, these forward-looking statements.

(Throughout the tables and this discussion and analysis, dollars are in millions, excluding average revenue per user (ARPU), and shares are in thousands.)

Overview

We serve a large market of entrepreneurs, developing and delivering easy-to-use products in a one stop shop solution alongside personalized guidance. We serve small businesses, individuals, organizations, developers, designers and domain investors. We manage and report our business in the following two segments:

- **Applications and Commerce (A&C)**, which primarily consists of sales of products containing proprietary software, notably our website building products, as well as our commerce products and third-party email and productivity solutions and sales of certain products when they are included in bundled offerings of our proprietary software products.
- **Core Platform (Core)**, which primarily consists of sales of domain registrations and renewals, aftermarket domain sales, website hosting products and website security products when not included in bundled offerings of our proprietary software products as well as sales of products not containing a software component.

Consolidated Third Quarter Financial Highlights

Below are our key consolidated financial highlights for the three months ended September 30, 2024, with comparisons to the three months ended September 30, 2023.

- Total revenue of \$1,147.6 million, an increase of approximately 7.3% on a reported and constant currency basis⁽¹⁾.
- International revenue of \$369.4 million, an increase of approximately 6.9% on a reported and constant currency basis⁽¹⁾.
- Total bookings of \$1,241.7 million, an increase of 9.0%, or approximately 9.4% on a constant currency basis⁽¹⁾.
- Operating income of \$253.8 million, an increase of 51.9%⁽²⁾.
- Net income of \$190.5 million, an increase of 45.4%⁽²⁾.
- Normalized EBITDA⁽³⁾ of \$366.5 million, an increase of 23.8%.
- Net cash provided by operating activities of \$355.2 million, an increase of 26.1%.

⁽¹⁾ Discussion of constant currency is set forth in "Quantitative and Qualitative Disclosures about Market Risk."

⁽²⁾ Our operating results for the three months ended September 30, 2024 and September 30, 2023 included \$0.4 million and \$9.8 million, respectively, in restructuring and other charges, as further discussed in Note 13 to our financial statements.

⁽³⁾ A reconciliation of Normalized EBITDA to net income, its most directly comparable GAAP financial measure, is set forth in "Reconciliation of NEBITDA" below.

Consolidated Results of Operations

The following table sets forth our consolidated results of operations for the periods presented and as a percentage of our total revenue for those periods. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2024		2023		2024		2023	
	\$	% of Total Revenue	\$	% of Total Revenue	\$	% of Total Revenue	\$	% of Total Revenue
Revenue:								
Applications and commerce	\$ 423.1	36.9 %	\$ 363.3	34.0 %	\$ 1,211.8	35.8 %	\$ 1,053.0	33.4 %
Core platform	724.5	63.1 %	706.4	66.0 %	2,168.8	64.2 %	2,100.8	66.6 %
Total revenue	1,147.6	100.0 %	1,069.7	100.0 %	3,380.6	100.0 %	3,153.8	100.0 %
Costs and operating expenses:								
Cost of revenue (excluding depreciation and amortization)	407.4	35.5 %	396.9	37.1 %	1,230.2	36.4 %	1,171.4	37.1 %
Technology and development	205.1	17.9 %	201.6	18.8 %	613.9	18.2 %	635.8	20.2 %
Marketing and advertising	84.4	7.4 %	86.4	8.1 %	265.1	7.8 %	268.3	8.5 %
Customer care	68.9	6.0 %	75.7	7.1 %	218.6	6.5 %	230.2	7.3 %
General and administrative	94.8	8.2 %	91.6	8.6 %	282.1	8.3 %	278.4	8.8 %
Restructuring and other	0.4	— %	9.8	0.9 %	29.7	0.9 %	79.6	2.6 %
Depreciation and amortization	32.8	2.9 %	40.6	3.8 %	103.1	3.0 %	132.6	4.2 %
Total costs and operating expenses	893.8	77.9 %	902.6	84.4 %	2,742.7	81.1 %	2,796.3	88.7 %
Operating income	253.8	22.1 %	167.1	15.6 %	637.9	18.9 %	357.5	11.3 %
Interest expense	(39.4)	(3.4)%	(44.0)	(4.1)%	(120.2)	(3.6)%	(135.4)	(4.3)%
Loss on debt extinguishment	—	— %	(1.5)	(0.1)%	(3.1)	(0.1)%	(1.5)	— %
Other income (expense), net	6.6	0.6 %	6.3	0.5 %	24.5	0.7 %	35.7	1.1 %
Income before income taxes	221.0	19.3 %	127.9	11.9 %	539.1	15.9 %	256.3	8.1 %
Benefit (provision) for income taxes	(30.5)	(2.7)%	3.1	0.3 %	199.2	5.9 %	5.2	0.2 %
Net income	190.5	16.6 %	131.0	12.2 %	738.3	21.8 %	261.5	8.3 %
Less: net income attributable to non-controlling interests	—	— %	0.3	— %	—	— %	0.6	— %
Net income attributable to GoDaddy Inc.	\$ 190.5	16.6 %	\$ 130.7	12.2 %	\$ 738.3	21.8 %	\$ 260.9	8.3 %

Non-GAAP Financial Measures, Operating Metrics and Business Metrics

In addition to our results determined in accordance with GAAP, we believe that Normalized EBITDA, a non-GAAP measure, and the following other operating and business metrics are useful as supplements in evaluating our ongoing operational performance and help provide an enhanced understanding of our business:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Normalized EBITDA	\$ 366.5	\$ 296.0	\$ 1,011.2	\$ 810.3
Annualized recurring revenue	\$ 3,974.6	\$ 3,675.1	\$ 3,974.6	\$ 3,675.1
Total bookings	\$ 1,241.7	\$ 1,138.9	\$ 3,816.3	\$ 3,479.2
Total customers at period end (in thousands)	20,725	21,025	20,725	21,025
ARPU	\$ 215	\$ 200	\$ 215	\$ 200
Domains under management (in thousands)	81,658	84,035	81,658	84,035

Normalized EBITDA (NEBITDA). NEBITDA is a supplemental measure of our operating performance used by management and investors to evaluate our business. We calculate NEBITDA as net income excluding depreciation and amortization, interest expense (net), provision or benefit for income taxes, equity-based compensation expense, acquisition-related costs, restructuring-related expenses and certain other items. We believe that the inclusion or exclusion of certain recurring and non-recurring items provides a supplementary measure of our core operating results and permits useful alternative period-over-period comparisons of our operations. NEBITDA should not be viewed as a substitute for comparable GAAP measures.

Annualized recurring revenue (ARR). ARR is an operating metric defined as annualized quarterly recurring GAAP revenue, net of refunds, from new and renewed subscription-based services. ARR is exclusive of any revenue that is non-recurring, including, without limitation, domain aftermarket, domain transfers, one-time set-up or migration fees and non-recurring professional website services fees. We believe ARR helps illustrate the scale of certain of our products and facilitates comparisons to other companies in our industry.

Total bookings. Total bookings is an operating metric representing the total value of customer contracts entered into during the period, excluding refunds. We believe total bookings provides additional insight into the performance of our business and the effectiveness of our marketing efforts since we typically collect payment at the inception of a customer contract but recognize revenue ratably over the term of the contract.

Total customers. We define a customer as an individual or entity, each with a unique account and paid transactions in the trailing twelve months or with paid subscriptions as of the end of the period. Total customers is one way we measure the scale of our business and can be a contributing factor to our ability to increase our revenue base.

Average revenue per user (ARPU). We calculate ARPU as total revenue during the preceding 12 month period divided by the average of the number of total customers at the beginning and end of the period. ARPU provides insight into our ability to sell additional products to our customers.

Reconciliation of NEBITDA

The following table reconciles NEBITDA to net income, its most directly comparable GAAP financial measure:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income	\$ 190.5	\$ 131.0	\$ 738.3	\$ 261.5
Depreciation and amortization	32.8	40.6	103.1	132.6
Equity-based compensation expense ⁽¹⁾	74.4	76.2	221.6	225.3
Interest expense, net	33.2	39.8	102.4	115.2
Acquisition-related expenses, net of reimbursements ⁽²⁾	0.1	(1.4)	0.2	7.2
Restructuring and other ⁽³⁾	5.0	12.9	44.8	73.7
Provision (benefit) for income taxes	30.5	(3.1)	(199.2)	(5.2)
NEBITDA	\$ 366.5	\$ 296.0	\$ 1,011.2	\$ 810.3

- (1) The nine months ended September 30, 2024 and 2023 excludes \$0.8 million and \$2.3 million, respectively, of equity-based compensation expense associated with our restructuring activities, which is included within restructuring and other.
- (2) The three and nine months ended September 30, 2023 include an adjustment of \$6.0 million to a previously-recognized acquisition milestone liability.
- (3) In addition to the restructuring and other in our statements of operations, other charges included are primarily composed of lease-related expenses associated with closed facilities, charges related to certain legal matters, adjustments to the fair value of our equity investments, expenses incurred in relation to the refinancing of our long-term debt, and incremental expenses associated with certain professional services.

Revenue

We generate the majority of our revenue from sales of product subscriptions, as described in our 2023 Form 10-K. Our subscriptions can range from monthly terms to multi-annual terms of up to ten years, depending on the product. Revenue is presented net of refunds, and we maintain a reserve to provide for refunds granted to customers.

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
Applications and commerce	\$ 423.1	\$ 363.3	\$ 59.8	16 %	\$ 1,211.8	\$ 1,053.0	\$ 158.8	15 %
Core platform	724.5	706.4	18.1	3 %	2,168.8	2,100.8	68.0	3 %
Total revenue	\$ 1,147.6	\$ 1,069.7	\$ 77.9	7 %	\$ 3,380.6	\$ 3,153.8	\$ 226.8	7 %

The 7.3% and 7.2% increase in total revenue for the three and nine months ended September 30, 2024, respectively, were due to the changes in our A&C and Core revenues, as described below:

A&C

For the three months ended September 30, 2024, the 16.5% increase in A&C revenue was driven by: (i) 20.5% growth in revenue related to our productivity applications, most notably from our pricing and bundling initiatives; (ii) 8.7% growth in revenues due to continued customer adoption of our subscription-based products designed to establish and grow an online presence; and (iii) 60.0% growth in revenue related to our commerce solutions, as continued customer adoption has resulted in an increase in payment volume.

For the nine months ended September 30, 2024, the 15.1% increase in A&C revenue was driven by: (i) 19.2% growth in revenue related to our productivity applications, most notably from our pricing and bundling initiatives; (ii) 8.3% growth in revenues due to continued customer adoption of our subscription-based products designed to establish and grow an online presence; and (iii) 52.1% growth in revenue related to our commerce solutions, as continued customer adoption has resulted in an increase in payment volume.

Core

For the three months ended September 30, 2024, the 2.6% increase in Core revenue was driven by 7.1% growth in domain registration and add-on revenues. Partially offsetting this increase was an 8.1% decrease in hosting revenues primarily due to end-of-life migrations from certain products and disposition of certain hosting assets.

For the nine months ended September 30, 2024, the 3.2% increase in Core revenue was driven by 6.9% growth in domain registration and add-on revenues and 7.2% growth in aftermarket revenues due to increased sales volume. Partially offsetting these increases was a 9.8% decrease in hosting revenues primarily due to end-of-life migrations from certain products and disposition of certain hosting assets.

Bookings

The following table presents our total bookings for the periods indicated:

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
Total bookings	\$ 1,241.7	\$ 1,138.9	\$ 102.8	9 %	\$ 3,816.3	\$ 3,479.2	\$ 337.1	10 %

The 9.0% and 9.7% increases in total bookings for the three and nine months ended September 30, 2024, respectively, were driven by continued customer adoption of our productivity solutions and related add-ons as well as pricing and bundling initiatives, strength in domains, and continued strong adoption of our website-building presence products and commerce solutions.

Costs and Operating Expenses

Cost of revenue

Cost of revenue primarily represents the direct costs incurred in connection with selling an incremental product to our customers. Such costs primarily relate to domain registration fees, payment processing fees, third-party commissions and licensing fees for third-party productivity applications. Similar to our billing practices, we pay domain costs at the time of purchase for the life of each subscription but recognize the costs of service ratably over the term of our customer contracts. The terms for domain costs are established by agreements between registries and registrars and can vary significantly depending on the top-level domain (TLD). We expect cost of revenue to increase in absolute dollars in future periods due to increased sales of domains and third-party productivity applications. However, cost of revenue may fluctuate as a percentage of total revenue, depending on the mix of products sold in a particular period.

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
Cost of revenue (excluding depreciation and amortization)	\$ 407.4	\$ 396.9	\$ 10.5	3 %	\$ 1,230.2	\$ 1,171.4	\$ 58.8	5 %

The 2.6% increase in cost of revenue for the three months ended September 30, 2024 was driven by: (i) 7.1% growth in domain registration and add-on revenues; (ii) 20.5% growth in revenue related to our productivity applications, most notably our pricing and bundling initiatives; and (iii) 60.0% growth in revenue related to our commerce solutions.

The 5.0% increase in cost of revenue for the nine months ended September 30, 2024 was driven by: (i) 6.9% growth in domain registration and add-on revenues and 7.2% growth in aftermarket revenues; (ii) 19.2% growth in revenue related to our productivity applications, most notably our pricing and bundling initiatives; and (iii) 52.1% growth in revenue related to our commerce solutions.

Technology and development

Technology and development expenses represent the costs associated with the creation, development and distribution of our products and websites. These expenses primarily consist of personnel costs associated with the design, development, deployment, testing, operation and enhancement of our products, as well as costs associated with the operation of our data centers and systems infrastructure supporting those products, excluding depreciation expense. We expect technology and development expenses to decrease as a percentage of revenue in future periods following a period of investment in product development and migration toward a unified infrastructure platform.

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
	Technology and development	\$ 205.1	\$ 201.6	\$ 3.5	2%	\$ 613.9	\$ 635.8	\$ (21.9)

The 1.7% increase in technology and development expenses for the three months ended September 30, 2024 was attributable to a \$6.8 million increase in public cloud cost offset by a \$2.5 million decrease in data center and systems infrastructure costs as we migrate to a cloud-based infrastructure.

The 3.4% decrease in technology and development expenses for the nine months ended September 30, 2024 was attributable to a \$9.1 million decrease in personnel costs driven by lower average headcount, and a \$7.5 million decrease in legal, professional, and technology license costs. Additionally, data center and systems infrastructure costs decreased by \$11.5 million, offset by an \$8.8 million increase in public cloud cost as we migrate to a cloud-based infrastructure.

Marketing and advertising

Marketing and advertising expenses represent the costs associated with attracting and acquiring customers, primarily consisting of fees paid to third parties for marketing and advertising campaigns across a variety of channels. These expenses also include personnel costs and affiliate program commissions. We expect marketing and advertising expenses to fluctuate depending on both the mix of internal and external marketing resources used, the size and scope of our future campaigns and the level of discretionary investments we make in marketing to drive future sales.

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
	Marketing and advertising	\$ 84.4	\$ 86.4	\$ (2.0)	(2)%	\$ 265.1	\$ 268.3	\$ (3.2)

There were no material changes in marketing and advertising expenses for the three and nine months ended September 30, 2024.

Customer Care

Customer care expenses represent the costs to guide and service our customers, primarily consisting of personnel costs. We expect customer care expenses to fluctuate depending on the methods of customer interaction utilized as well as the level of personnel required to support our business.

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
	Customer care	\$ 68.9	\$ 75.7	\$ (6.8)	(9)%	\$ 218.6	\$ 230.2	\$ (11.6)

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The 9.0% and 5.0% decreases in customer care for the three and nine months ended September 30, 2024 were attributable to decreases of \$7.3 million and \$13.7 million, respectively, in personnel costs driven by lower average headcount in conjunction with cost optimization initiatives.

General and administrative

General and administrative expenses primarily consist of personnel costs for our administrative functions, professional service fees, office rent for all locations, acquisition-related expenses and other general costs. We expect general and administrative expenses to fluctuate depending on the level of personnel and other administrative costs required to support our business as well as the significance of any strategic acquisitions we choose to pursue.

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
	General and administrative	\$ 94.8	\$ 91.6	\$ 3.2	3 %	\$ 282.1	\$ 278.4	\$ 3.7

There were no material changes in general and administrative expenses for the three and nine months ended September 30, 2024.

Restructuring and other

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
	Restructuring and other	\$ 0.4	\$ 9.8	\$ (9.4)	(96)%	\$ 29.7	\$ 79.6	\$ (49.9)

Restructuring and other was \$29.7 million for the nine months ended September 30, 2024 which includes \$17.4 million in severance, employee benefits and equity-based compensation and \$5.7 million of expense related to the abandonment of certain operating leases, as further discussed in Note 13 to the financial statements.

Restructuring and other was \$9.8 million and \$79.6 million for the three and nine months ended September 30, 2023, respectively. These costs were primarily incurred pursuant to restructuring activities in the first and third quarters of 2023. For the three and nine months ended September 30, 2023, we recognized \$10.0 million and \$43.8 million, respectively, in severance, employee benefits and equity-based compensation. Additionally, during the nine months ended September 30, 2023, we recognized a \$16.8 million loss on disposal in connection with the sale of certain assets and liabilities of our hosting business within our Core segment as well as a charge of \$17.0 million related to the termination of a revenue sharing agreement.

Depreciation and amortization

Depreciation and amortization expenses consist of charges relating to the depreciation of the property and equipment used in our operations and the amortization of acquired intangible assets. These expenses may increase or decrease in absolute dollars in future periods depending on our future level of capital investments in hardware and other equipment as well as the significance of any future acquisitions.

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
	Depreciation and amortization	\$ 32.8	\$ 40.6	\$ (7.8)	(19)%	\$ 103.1	\$ 132.6	\$ (29.5)

The 19.2% and 22.2% decreases for the three and nine months ended September 30, 2024 were attributable to decreases of \$4.3 million and \$23.5 million, respectively, in amortization of acquired intangible assets driven by certain intangible assets reaching the end of their useful lives.

Interest expense

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
	Interest expense	\$ 39.4	\$ 44.0	\$ (4.6)	(10)%	\$ 120.2	\$ 135.4	\$ (15.2)

The 10.5% and 11.2% decreases in interest expense for the three and nine months ended September 30, 2024, respectively, were attributable to the refinancings of the 2029 Term Loans in July 2023 and January 2024 and of the 2027 Term Loans in May 2024, which reduced our interest margin. See Note 9 to our financial statements for additional discussion.

Other income (expense), net

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%	2024	2023	\$	%
	Other income (expense), net	\$ 6.6	\$ 6.3	\$ 0.3	5%	\$ 24.5	\$ 35.7	\$ (11.2)

The change in other income (expense), net for the three months ended September 30, 2024 was not material.

The 31.4% decrease in other income (expense), net for the nine months ended September 30, 2024 was attributable to a \$12.1 million increase in the carrying value of one of our equity investments during the nine months ended September 30, 2023. See Note 2 to our financial statements for additional information regarding our equity investments.

Loss on debt extinguishment

During the nine months ended September 30, 2024, we recognized a loss on debt extinguishment of \$3.1 million related to the refinancing of the 2027 and 2029 Term Loans. During the three and nine months ended September 30, 2023, we recognized a loss on debt extinguishment of \$1.5 million related to the refinancing of the 2029 Term Loans. See Note 9 to our financial statements for additional discussion.

Segment Results of Operations

Our two operating segments, A&C and Core, reflect the way we manage and evaluate the performance of our business. Our CODM evaluates segment performance based upon several factors, of which the primary financial measures are revenue and Segment EBITDA, our segment measure of profitability.

Applications and Commerce

The following table presents the results for our A&C segment for the periods indicated:

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%/bps	2024	2023	\$	%/bps
	Revenue	\$ 423.1	\$ 363.3	\$ 59.8	16 %	\$ 1,211.8	\$ 1,053.0	\$ 158.8
Segment EBITDA	\$ 194.6	\$ 154.3	\$ 40.3	26 %	\$ 533.1	\$ 429.4	\$ 103.7	24 %
Segment EBITDA Margin	46.0 %	42.5 %	n/a	350 bps	44.0 %	40.8 %	n/a	320 bps

The 26.1% increase in A&C Segment EBITDA for the three months ended September 30, 2024 was attributed to a \$59.8 million increase in revenue as described above. This increase was partially offset by an increase in cost of revenue resulting from 20.5% growth in revenue related to our productivity applications, a 60.0% growth in revenue related to our commerce solutions and a \$8.3 million increase in operating expenses (excluding acquisition-related costs, equity-based compensation expense and depreciation and amortization) attributable to higher marketing and technology and development costs.

The 24.1% increase in A&C Segment EBITDA for the nine months ended September 30, 2024 was attributed to a \$158.8 million increase in revenue as described above. This increase was partially offset by an increase in cost of revenue resulting from 19.2% growth in revenue related to our productivity applications, a 52.1% growth in revenue related to our commerce solutions, and a \$13.4 million increase in operating expenses (excluding acquisition-related costs, equity-based compensation expense and depreciation and amortization) attributable to higher technology and development costs and marketing costs.

Core Platform

The following table presents the results for our Core segment for the periods indicated:

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2024	2023	\$	%/bps	2024	2023	\$	%/bps
	Revenue	\$ 724.5	\$ 706.4	\$ 18.1	3 %	\$ 2,168.8	\$ 2,100.8	\$ 68.0
Segment EBITDA	\$ 239.0	\$ 208.6	\$ 30.4	15 %	\$ 675.2	\$ 588.6	\$ 86.6	15 %
Segment EBITDA Margin	33.0 %	29.5 %	n/a	350 bps	31.1 %	28.0 %	n/a	310 bps

The 14.6% increase in Core Segment EBITDA for the three months ended September 30, 2024 was attributed to a \$18.1 million increase in revenue as described above and a \$9.5 million decrease in operating expenses (excluding acquisition-related costs, equity-based compensation expense and depreciation and amortization) attributable to lower customer care and marketing costs. Partially offsetting these increases was an increase in cost of revenue due to 7.1% growth in domain registration and add-on revenues.

The 14.7% increase in Core Segment EBITDA for the nine months ended September 30, 2024 was attributed to a \$68.0 million increase in revenue as described above and a \$35.9 million decrease in operating expenses (excluding acquisition-related costs and equity-based compensation expense and depreciation and amortization) attributable to lower marketing, customer care and technology and development costs. Partially offsetting these increases was an increase in cost of revenue due to 6.9% growth in domain registration and add-on revenues and 7.2% growth in aftermarket revenues.

Liquidity and Capital Resources

Overview

Our principal sources of liquidity have been cash flow generated from operations and long-term debt borrowings. Our principal uses of cash have been to fund operations, acquisitions and capital expenditures, as well as to make mandatory principal and interest payments on our long-term debt and to repurchase shares of our Class A common stock. Our liquidity position also benefits from U.S. and state deferred tax assets (DTAs) such that we have not historically paid a significant amount of U.S. federal or state income taxes. We acquired the right to benefit from the majority of our DTAs when we settled certain tax receivable agreements (collectively TRA Settlement Agreements) in 2020.

In general, we seek to deploy our capital by focusing on requirements for our operations, on growth investments and on stockholder returns. Our strategy is to deploy capital, whether debt, equity or internally generated cash, depending on the adequacy and availability of the source of capital and which source may be used most efficiently and at the lowest cost at such time. Therefore, while cash from operations is our primary source of operating liquidity and we believe our internally-generated cash flows are sufficient to support our day-to-day operations, we may use a variety of capital sources to fund our needs for less predictable investment decisions such as strategic acquisitions and share repurchases.

We have incurred significant long-term debt and as a result, we are limited as to how we conduct our business and may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities, strategic acquisitions or share repurchases. However, the restrictions under our long-term debt agreements are subject to a number of qualifications and may be amended from time to time with the consent of the lenders and the holders of our Senior Notes, as applicable.

We believe our existing cash and cash equivalents and cash generated by operating activities will be sufficient to meet our anticipated operating cash needs for at least the next 12 months. However, our future capital requirements will depend on many factors, including our growth rate, macroeconomic activity, the timing and extent of spending to support domestic and

international development efforts, continued brand development and advertising spend, the level of customer care and general and administrative activities, the introduction of new and enhanced product offerings, the costs to support new and replacement capital equipment, the completion of strategic acquisitions or share repurchases and other factors. Should we pursue additional strategic acquisitions or share repurchases, we may need to raise additional capital, which may be in the form of long-term debt or equity financings.

Credit Facility and Senior Notes

Our long-term debt consists of the Credit Facility, which includes two tranches of term loans and a revolving credit facility, and the Senior Notes. In May 2024, we entered into an amendment to the Credit Facility to provide for a new tranche of term loans maturing in 2031 (the 2031 Terms Loans), the proceeds of which were used to refinance and extend the maturity of all outstanding 2027 Term Loans (as defined in our 2023 Form 10-K) and repay a portion of our 2029 Term Loans. See Note 9 to our financial statements for additional information regarding our long-term debt.

Our long-term debt agreements contain covenants restricting, among other things, our ability, or the ability of our subsidiaries, to incur indebtedness, issue certain types of equity, incur liens, enter into fundamental changes including mergers and consolidations, sell assets, make restricted payments including dividends, distributions and investments, prepay junior indebtedness and engage in operations other than in connection with acting as a holding company, subject to customary exceptions. As of September 30, 2024, we were in compliance with all such covenants and had \$998.7 million available for borrowing under the Revolver.

As discussed in Note 10 to our financial statements, we have hedged a portion of our long-term debt through the use of cross-currency and interest rate swap derivative instruments. These instruments help us manage and mitigate our risk of exposure to changes in foreign currency exchange rates and interest rates. See "Quantitative and Qualitative Disclosures About Market Risk" for additional discussion of our hedging activities.

Share Repurchases

As discussed in Note 4 to our financial statements, we are authorized to repurchase up to \$4,000.0 million of our Class A common stock. During the nine months ended September 30, 2024, we repurchased a total of 5,179 shares of our Class A common stock in the open market for an aggregate purchase price of \$668.1 million. As of September 30, 2024, we had \$767.4 million of remaining authorization available for repurchases.

During the three months ended June 30, 2024, we entered into ASRs to repurchase shares of our Class A common stock, pursuant to which, we made an upfront payment of \$245.0 million. No shares were initially received in connection with these ASRs. During the three months ended September 30, 2024, the ASRs were settled in full with the delivery of 1,353 shares of Class A common stock for \$188.9 million at an average price of \$139.65 per share, and a return of \$56.1 million in cash of the upfront payment.

Restructuring and Other

As further discussed in Note 13 to our financial statements, we undertook restructuring activities during the nine months ended September 30, 2024 to reduce future operating expenses and improve cash flows through reductions in force. Cash payments of \$15.3 million related to these restructuring activities were made during the nine months ended September 30, 2024, with approximately \$0.9 million remaining to be paid as of September 30, 2024 relating to the restructuring activities undertaken in 2023 and the nine months ended September 30, 2024. We expect to make substantially all remaining restructuring payments by the end of 2024.

Cash Flows

The following table summarizes our cash flows for the periods indicated:

	Nine Months Ended September 30,	
	2024	2023
Net cash provided by operating activities	\$ 947.2	\$ 749.9
Net cash provided by (used in) investing activities	35.9	(61.4)
Net cash used in financing activities	(675.9)	(1,133.3)
Effect of exchange rate changes on cash and cash equivalents	1.1	—
Net increase (decrease) in cash and cash equivalents	<u>\$ 308.3</u>	<u>\$ (444.8)</u>

Operating Activities

Our primary source of cash from operating activities has been cash collections from our customers. Our primary uses of cash from operating activities have been for domain registration costs paid to registries, software licensing fees related to third-party productivity solutions, personnel costs, discretionary marketing and advertising costs, technology and development costs and interest payments. We expect cash outflows from operating activities to be affected by the timing of payments we make to registries and other operating costs as we continue to grow our business.

Net cash provided by operating activities increased \$197.3 million from \$749.9 million during the nine months ended September 30, 2023 to \$947.2 million during the nine months ended September 30, 2024, driven by the growth in total bookings. Bookings growth was due to strong adoption across our A&C product suite, particularly within productivity solutions as a result of our pricing and bundling initiatives, as well as continued strength in domains. The increase was also driven by lower restructuring related payments as well as lower technology and development related spending.

Investing Activities

Our investing activities generally consist of strategic acquisitions, dispositions and purchases of property and equipment to support the overall growth of our business. We expect our investing cash flows to be affected by the timing of payments we make for capital expenditures, strategic acquisitions or other growth opportunities we decide to pursue.

Net cash provided by investing activities increased \$97.3 million from \$61.4 million net cash used during the nine months ended September 30, 2023 to \$35.9 million net cash provided during the nine months ended September 30, 2024, due to maturities of short-term investments totaling \$40.0 million. Additionally, capital expenditures and intangible asset purchases decreased in the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023.

Financing Activities

Our financing activities generally consist of long-term debt borrowings, the repayment of principal on long-term debt, stock option exercises, ESPP proceeds and share repurchases.

Net cash used in financing activities decreased \$457.4 million from \$1,133.3 million during the nine months ended September 30, 2023 to \$675.9 million during the nine months ended September 30, 2024, primarily due to a \$465.1 million decrease in share repurchases.

Deferred Revenue

See Note 7 to our financial statements for details regarding the expected future recognition of deferred revenue.

Off-Balance Sheet Arrangements

There have been no material changes in our off-balance sheet arrangements as discussed in our 2023 Form 10-K.

Critical Accounting Policies and Estimates

We prepare our financial statements in accordance with GAAP, and in doing so, we make estimates, assumptions and judgments affecting the reported amounts of assets, liabilities, revenues and expenses, as well as the related disclosure of contingent assets and liabilities. We base our estimates, assumptions and judgments on historical experience and on various other factors we believe to be reasonable under the circumstances, and we evaluate these estimates, assumptions and judgments on an ongoing basis. Different assumptions and judgments could change the estimates used in the preparation of our financial statements, which, in turn, could change our results from those reported. We refer to estimates, assumptions and judgments of this type as our critical accounting policies and estimates, which we discussed in our 2023 Form 10-K. We review our critical accounting policies and estimates with the audit and finance committee of our board of directors on an annual basis.

There have been no material changes in our critical accounting policies from those disclosed in our 2023 Form 10-K.

Recent Accounting Pronouncements

For information regarding recent accounting pronouncements, see Note 2 to our financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk in the ordinary course of business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in foreign currency exchange rates and variable interest rates. Consequently, we may employ policies and procedures to mitigate such risks, including the use of derivative financial instruments, which are discussed in more detail in Note 10 to our financial statements. We do not enter into derivative transactions for speculative or trading purposes.

As a result of the use of derivative instruments, we are exposed to the risk that counterparties to our contracts may fail to meet their contractual obligations. To mitigate such counterparty credit risk, we enter into contracts only with carefully selected financial institutions based upon ongoing evaluations of their creditworthiness. As a result, we do not believe we are exposed to any undue concentration of counterparty risk with respect to our derivative contracts as of September 30, 2024.

Foreign Currency Risk

We manage our exposure to changes in foreign currency exchange rates through the use of foreign exchange forward contracts and cross-currency swap contracts. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have had a material impact on our cash and cash equivalents.

Foreign Exchange Forward Contracts

A portion of our bookings, revenue and operating expenses is denominated in foreign currencies, which are subject to exchange rate fluctuations. Our most significant foreign currency exposures are the British pound, the Euro and the Canadian dollar. Our reported bookings, revenues and operating results may be impacted by fluctuations in foreign currency exchange rates. Fluctuations in exchange rates may also cause us to recognize transaction gains and losses in our statements of operations; however, such amounts were not material during the current period. As our international business continues to grow, our exposure to fluctuations in exchange rates will increase, which may increase the costs associated with this growth. During the three months ended September 30, 2024, total revenue growth in constant currency would have had an insignificant impact and total bookings growth in constant currency would have been approximately 40 basis points higher. Constant currency is calculated by translating bookings and revenue for each month in the current period using the foreign currency exchange rates for the corresponding month in the prior period, excluding any hedging gains or losses realized during the period. We believe constant currency information is useful in analyzing underlying trends in our business by eliminating the impact of fluctuations in foreign currency exchange rates and allows for period-to-period comparisons of our performance.

From time-to-time, we may utilize foreign exchange forward contracts to manage the volatility of our bookings and revenue related to foreign currency transactions. These forward contracts reduce, but do not eliminate, the impact of adverse currency exchange rate fluctuations. We generally designate these forward contracts as cash flow hedges for accounting purposes. Changes in the intrinsic value of designated hedges are recorded as a component of accumulated other comprehensive income (loss) (AOCI). Gains and losses, once realized, are recorded as a component of AOCI and are amortized to revenue over the same period in which the underlying hedged amounts are recognized. As of September 30, 2024, the realized gains included in AOCI were \$0.4 million and the unrealized losses were \$17.9 million, respectively.

Cross-Currency Swaps

In order to manage variability due to movements in foreign currency exchange rates related to a Euro-denominated intercompany loan, we entered into five-year cross-currency swaps in April 2017. In March 2022, we entered into a transaction to extend the maturity of these swaps to August 31, 2027, as described in Note 10 to our financial statements. The cross-currency swaps had an aggregate amortizing notional amount of €1,150.0 million at September 30, 2024 (approximately \$1,280.5 million).

The swaps designated as cash flow hedging relationships convert the Euro-denominated interest and principal receipts on the intercompany loan into fixed U.S. dollar interest and principal receipts, thereby reducing our exposure to fluctuations between the Euro and U.S. dollar. Changes to the fair value of the cross-currency swaps due to changes in the value of the U.S. dollar relative to the Euro would be largely offset by the net change in the fair values of the underlying hedged items.

The swaps designated as net investment hedging relationships hedge the foreign currency exposure of our net investment in certain Euro denominated functional currency subsidiaries. At maturity, the Euro notional value will be exchanged for the U.S. dollar notional value.

Interest Rate Risk

Interest rate risk reflects our exposure to movements in interest rates associated with our variable-rate debt. See Note 9 to our financial statements for additional information regarding our long-term debt. We manage our exposure to changes in interest payments related to the portion of variable-rate debt through the use of interest rate swaps, all of which are designated as cash flow hedges. For the balance of our long-term debt not subject to interest rate swaps, the effect of a hypothetical 10% change in interest rates would not have had a material impact on our interest expense.

Total borrowings under our 2031 Term Loans were \$997.5 million as of September 30, 2024. These borrowings bear interest at a rate equal to, at our option, either (a) SOFR for the applicable interest period plus a margin of (i) 1.75% per annum for the term loans that are SOFR Loans and (ii) 0.75% per annum for the term loans that are ABR Loans.

Total borrowings under our 2029 Term Loans were \$1,462.5 million as of September 30, 2024. These borrowings bear interest at a rate equal to, at our option, either (a) SOFR for the applicable interest period plus a margin of 2.0% per annum or (b) an initial margin of 1.0% per annum plus the highest of (i) the Federal Funds Rate plus 0.5%, (ii) the Prime Rate or (iii) SOFR for an interest period of one month plus 1.0%.

All SOFR-based interest rates under the Credit Facility are subject to a 0.0% floor.

In April 2017, we entered into a five-year pay-fixed rate, receive-floating rate interest rate swap arrangement to effectively convert a portion of the variable-rate borrowings under the 2029 Term Loans to a fixed rate. Prior to this arrangement's contractual maturity date of April 3, 2022, in March 2022, we entered into a transaction to extend the maturity of these swaps to August 31, 2027, as described in Note 10 to our financial statements. In addition, in conjunction with the refinancing of a portion of our debt in November 2022, the hedged debt index of the swaps was changed from LIBOR to SOFR. These interest rate swaps, which had a notional amount of \$1,226.0 million as of September 30, 2024, serve to convert a portion of the variable-rate borrowings under the 2029 Term Loans to a fixed rate of 4.81%.

In August 2020, we entered into seven-year pay-fixed rate, receive-floating rate interest rate swap arrangements to effectively convert a portion of the variable-rate borrowings under the 2027 Term Loans, as defined in our 2023 Form 10-K, to a fixed rate of 0.705%. In May 2023, in conjunction with the concurrent Credit Facility amendment discussed in Note 9, the hedged debt index of the swaps was changed from LIBOR to SOFR. These interest rate swaps, which mature on August 10, 2027, had an aggregate notional amount of \$718.1 million as of September 30, 2024.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information we are required to disclose in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of our CEO and our CFO, who are our principal executive officer and principal financial officer, respectively, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our CEO and CFO concluded that, as of September 30, 2024, our disclosure controls and procedures were not effective as a result of a material weakness in our internal control over financial reporting regarding the design of our controls related to the accounting for income taxes and associated disclosures discussed in our 2023 Form 10-K which has not yet been remediated.

Notwithstanding the identified material weakness, our management, including our CEO and CFO, does not believe that this deficiency had an adverse effect on our reported operating results or financial condition, and has concluded that our financial statements and other financial information included in this Quarterly Report present fairly, in all material respects, our financial condition, results of operations, and cash flows for the periods presented in accordance with GAAP.

Remediation

We have drafted documentation to respond to and have developed a comprehensive plan to remediate the material weakness. As of the date of this filing, management completed or is in the process of completing the following remediation steps:

- Completed our review of and rationalized the number of key reports used in the operation of controls related to the calculation of the tax provision to increase efficiency and lower the complexity of how data is being utilized in the operation of controls;
- Enhanced the design of existing controls relating to key reports and implemented new controls to ensure that the information contained within the reports related to the tax provision is complete and accurate;
- Expanded and enhanced existing documentation to demonstrate the level of precision and procedures performed in the operation of management review controls; and
- Enhanced the design and are evaluating the operating effectiveness of management review controls designed to validate the completeness and accuracy of key reports and other data used in the computation of the tax provision.

We believe that these actions will remediate the material weakness, once management has performed its assessment of internal controls over financial reporting including the remedial measures described above. While the foregoing measures are intended to effectively remediate the material weakness, it is possible that additional remediation steps may be necessary. As such, as we evaluate and implement our plan to remediate the material weakness, management may take additional measures to address the material weakness or modify the foregoing remediation steps. The material weakness will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that the controls are operating effectively.

Changes in Internal Control Over Financial Reporting

Except for the material weakness and remediation efforts described above, there were no changes in our internal control over financial reporting during the quarter ended September 30, 2024 that materially affected, or which are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. The design of any disclosure controls and procedures is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings

There have been no material changes from the legal proceedings described in our 2023 Form 10-K.

Item 1A. Risk Factors

You should carefully consider the risks described below before making an investment decision in our common stock. Our operations and financial results are subject to various risks and uncertainties, including those described below and the other information in this Quarterly Report and in our other public filings. If any of the following risks occur, our business, financial condition, reputation, operating results and growth prospects could be materially and adversely affected. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also materially adversely affect our business, operating results, financial condition, reputation and growth prospects.

Risk Factor Summary

The following is a summary of the principal risks that could materially and adversely affect our business, financial condition, operating results and growth prospects.

- If we are unable to attract and retain customers and increase sales to new and existing customers, our business and operating results would be harmed.
- If we are unable to continue to attract a diverse customer base for which we have developed more customized solutions and applications, our business, growth prospects and operating results could be adversely affected.
- Our business will suffer if the small business market for our solutions proves less lucrative than projected or if we fail to effectively acquire and service small business customers.
- We may not successfully develop and market products that meet or anticipate our customers' needs, whether organically or inorganically, or may not develop such products on a timely basis.
- The use of new and evolving technologies, such as AI, in our offerings may result in reputational harm and liability.
- Our brand is integral to our success. If we fail to protect or promote our brand, our business and competitive position may be harmed.
- We face significant competition for our Applications and Commerce (A&C) and Core Platform (Core) products, which we expect will continue to intensify, and we may not be able to maintain or improve our competitive position or market share.
- Our restructuring activities may not adequately reduce our operating costs or improve our operating margins, may lead to additional workforce attrition and may cause operational disruptions.
- The future growth of our business depends in part on our international bookings. Our continued international presence could subject us to additional risks.
- We have taken significant actions to support profitable growth. These actions may not succeed. If we do not effectively manage future growth, our operating results will be adversely affected.
- We may acquire other businesses or talent, which could require significant management attention, disrupt our business, dilute stockholder value and adversely affect our operating results.
- We may enter into new lines of business that offer new products and services, which may subject us to additional risks.
- We are exposed to the risk of system failures and capacity constraints.
- We rely on third parties to perform certain key functions, and their failure to perform those functions could result in the interruption of our operations and systems and could result in significant costs and reputational damage to us.
- A network attack, a security breach or other cybersecurity incident could delay or interrupt service to our customers, harm our reputation, cause us to incur substantial costs, or subject us to significant liability.

- If the security of the confidential information or personal information we or our vendors or partners maintain, including that of our customers and the visitors to our customers' websites stored in our systems, is breached or otherwise subjected to unauthorized access, our reputation may be harmed, we may be required to expend substantial resources to mitigate and remediate such breach, and we may be exposed to substantial liability.
- We maintain an enterprise-wide cybersecurity program. Our failure to properly maintain this program for the company as a whole, or any part of the company, could cause us to experience a cybersecurity incident that could harm our reputation, cause us to incur substantial costs, or subject us to significant liability.
- We rely on our marketing efforts and channels to promote our brand and acquire new customers. These efforts may require significant expense and may not be successful or cost-effective.
- Our ability to increase sales of our products is highly dependent on the quality of our customer care. Our failure to provide high-quality customer care would have an adverse effect on our business, brand and operating results.
- Our future performance depends in part on the services and performance of our senior management, as well as our experienced and capable employees. If we are unable to attract, motivate, and retain our employees, our business could suffer.
- Our failure to properly register or maintain our customers' domain names could subject us to additional expenses, claims of loss or negative publicity that could have a material adverse effect on our business.
- Our payments-related operations, including GoDaddy Payments, are subject to various laws, regulations, restrictions and risks. Our failure to comply with such rules, regulations, and restrictions regarding our payments-related operations or properly manage the risks inherent to such operations could materially harm our business.
- Our quarterly and annual operating results may be adversely affected due to a variety of factors, which could make our future results difficult to predict and could cause our operating results to fall below investor or analyst expectations.
- Our level of indebtedness could adversely affect our financial condition, our ability to raise additional capital to fund our operations, our ability to operate our business and our ability to react to changes in the economy or our industry, as well as divert our cash flow from operations for debt payments and prevent us from meeting our debt obligations.
- Laws, regulations, policies or claims concerning the domain name registration system and the Internet in general, and industry reactions to those policies or claims, may cause instability in the industry and disrupt our business.
- We are subject to governmental regulation and other legal obligations related to, among other things, privacy, data protection, content moderation, cybersecurity and AI. Our failure to comply with these or any future laws, regulations or obligations could subject us to sanctions and damages and could harm our reputation and business.
- Our business depends on our customers' continued and unimpeded access to the Internet and the development and maintenance of Internet infrastructure. Internet access providers may be able to block, degrade or charge for access to certain of our products, which could lead to additional expenses and the loss of customers.
- Our business could be affected by new governmental regulations regarding the Internet.
- We may face liability or become involved in disputes over registration and transfer of domain names and control over websites.
- Our share price may be volatile, and you may lose all or part of your investment.
- We have identified a material weakness in our internal control over financial reporting. If we are unable to remediate the material weakness, or if we identify additional material weaknesses in the future or otherwise fail to maintain an effective system of internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired, which could have a material adverse effect on our business and the market price of our stock.

Strategic Risks

If we are unable to attract and retain customers and increase sales to new and existing customers, our business and operating results would be harmed.

Our success depends on our ability to attract and retain customers and increase sales to new and existing customers. Although our total customers and revenue have grown rapidly in the past, in recent periods our slower growth rates have reflected

the larger size, scale and maturity of parts of our business. We cannot be assured that we will achieve similar growth rates in future periods as our total customers and revenue could decline or grow more slowly than we expect. The rate at which new and existing customers purchase and renew subscriptions to our products could fluctuate or decline as a result of a number of factors, such as lower demand for domain registrations and renewals, website hosting and related products, declines in our customers' level of satisfaction with our products and the support provided by our GoDaddy Guides, platform migration, divestitures, end of life related actions on previously acquired companies, the timeliness and success of product enhancements and introductions by us and those of our competitors, the pricing offered by us and our competitors and the frequency and severity of any system outages, breaches, technological changes or other factors that are not known to us at this time.

Our revenue has grown historically due in large part to sustained customer growth rates and strong levels of subscription renewals. Our future success depends in part on maintaining strong renewals. Our costs associated with renewals are substantially lower than costs associated with acquiring new customers and selling additional products to existing customers. Therefore, a reduction in renewals, even if offset by an increase in other revenue, could reduce our operating margins in the near term. Any failure by us to continue to attract new customers or maintain strong renewals could have a material adverse effect on our business, growth prospects and operating results.

Our business will suffer if the market for our solutions proves less lucrative than projected or if we fail to effectively acquire and service existing and new customers.

We focus our operations on entrepreneurs, customers with new ventures and those with established small and medium-sized businesses, which frequently have limited budgets and may choose not to allocate resources to our solutions, especially in times of economic uncertainty or recessions. We believe this market is underserved, and we intend to continue to devote substantial resources to it. We aim to grow our revenues by adding new customers in this market, selling additional business solutions to these customers and encouraging them to continue to use and purchase our products and services that are tailored for them. If this market fails to be as lucrative as we project or we are unable to market and sell our services to these businesses effectively, our ability to grow our revenues and maintain profitability will be harmed.

If we are unable to continue to attract a diverse customer base for which we have developed more customized solutions and applications, our business, growth prospects and operating results could be adversely affected.

We aim to serve entrepreneurs, customers with new ventures and those with established small or medium-sized businesses that may need help growing and expanding their digital capabilities (Independents). We also serve and provide products for other customer populations, such as website designers and developers (WebPros), organizations with their own domain registration offerings (Domain Registrars), individuals or organizations that manage a portfolio of registered domains (Domain Investors) and third party registrars and corporate domain portfolio owners, including those that are more technically savvy. For these customers we aim to develop new features and applications that may be used to start or grow their businesses. For example, we offer tools for our technically sophisticated web designers, developers and customers, including high-performance, flexible hosting and security products that can be used with a variety of open source design tools such as WordPress. If we are unable to increase sales of our products to all customer segments we target, and may target in the future, our estimated total addressable market may be overstated and our business, growth prospects and operating results may be adversely affected.

If we do not successfully develop and market products that anticipate or respond timely to the needs of our customers, our business and operating results may suffer.

The markets in which we compete are characterized by constant change and innovation, frequent new product and service introductions and evolving industry standards. We expect these markets to continue to rapidly evolve. Our historical success has been based on our ability to identify and anticipate customer needs and design products that provide our customers with the tools they need to grow their businesses. For example, in 2023 we launched GoDaddy Airo™, an AI-powered, customizable experience designed to automatically build the interconnected pieces of what we call the "Entrepreneur's Wheel," to save our customers time and effort. We also continue to expand our commerce offerings, for example, by rolling out GoDaddy Payments in Canada, launching new SaaS plans offering premium commerce features and discounted fees, introducing a new point-of-sale device to our line of GoDaddy Smart Terminals and providing on-the-go solutions such as Tap-to-Pay in the GoDaddy Mobile App, Pay Links and Virtual Terminal. To the extent we are not able to continue to identify challenges faced by entrepreneurs, small businesses and ventures and provide products responding in a timely and effective manner to their evolving needs, our business, operating results and financial condition may be adversely affected.

There is no assurance we will continue to successfully identify new opportunities, develop and bring new products to market on a timely basis, or that products or technologies developed by others will not render our products or technologies obsolete or noncompetitive. If we fail to accurately predict customers' changing needs, such as the need for expanded online and offline commerce tools, or emerging technological trends, such as AI, or if we fail to achieve the benefits expected from our investments in technology, our business and operating results could be harmed. These product and technology investments include those we develop internally, such as our "do-it-yourself" website builder Websites + Marketing and our hosting platforms and security products, those we acquire and develop through acquisitions and those related to our partner programs.

We must continue to develop our technology to maintain our competitive position, doing so without knowing whether such investments will result in successful products for our customers. Our new products or product enhancements could fail to attain meaningful customer acceptance for many reasons, including:

- failure to accurately predict market demand or customer preferences;
- defects, errors or failures in product design or performance;
- negative publicity about product performance or effectiveness, including negative comments on social media;
- the perceived value of our products or product enhancements relative to their cost;
- changing regulatory requirements adversely affecting the products we offer; and
- poor business conditions for our customers or poor general macroeconomic conditions.

If our new products or enhancements do not achieve adequate acceptance by our customers, or if our new products do not result in increased sales or subsequent renewals, our competitive position will be impaired, our anticipated revenue growth may not be achieved and the negative impact on our operating results may be particularly acute because of the upfront technology and development, marketing and advertising and other expenses we may incur in connection with new products or enhancements. In addition, we may migrate our customers from a product that we intend to retire to another, substantially similar product. We may experience technical or other complications during such migration, which could result in a poor customer experience and which could have an adverse impact on our operating results.

The use of new and evolving technologies, such as AI, in our offerings may result in reputational harm and liability.

We are increasingly using new and rapidly evolving technologies, such as AI, to, among other things, develop new tools and products, and additional features in our existing products, including ongoing deployment and improvement of existing AI, and the development of new product technologies, such as generative AI. For example, in 2023 we launched GoDaddy Airo™, an AI-powered, customizable experience designed to automatically build the interconnected pieces of what we call the "Entrepreneur's Wheel," to save our customers time and effort. There are significant risks involved in the development, adoption, use, deployment and maintenance of AI, such as an increase in intellectual property infringement or misappropriation, privacy, data protection, cybersecurity, confidentiality, operational and technological risks, as well as risks associated with harmful content, accuracy, bias and discrimination, any of which could affect our further development, adoption, use, deployment and maintenance of AI, and may cause us to incur additional research and development costs to resolve any issues arising from such risks. In addition to the foregoing risks, the introduction of AI technologies into new or existing products may result in new or enhanced governmental or regulatory scrutiny, litigation, ethical concerns or other complications that could adversely affect our business, reputation or financial results.

Legal and regulatory frameworks related to the use of AI are rapidly evolving, as regulation of the use of AI continues to be considered and adopted by various U.S. and international governmental and regulatory entities, including the European Union (E.U.), the Securities and Exchange Commission and the Federal Trade Commission (FTC). Several jurisdictions have also passed, or are considering, new laws and regulations relating to the use of AI or its outputs. For example, in 2024, the E.U. adopted the E.U. AI Act and U.S. states, including Colorado and California, have adopted laws and regulations directly relating to the use of AI or extending the application of existing laws and regulations to AI systems and outputs. While these new laws have not yet impacted our use of AI, the future impact on us of these or other new laws or regulations is uncertain. Any failure by us to comply with current, new and proposed AI-related laws and regulations could result in fines and negative publicity, which could result in reputational harm and damage to our business. We may not be able to adequately anticipate or respond to new laws and regulations, and we may need to expend additional resources to adjust our offerings in certain jurisdictions if applicable legal frameworks are inconsistent across jurisdictions. The costs of complying with such laws or regulations could be significant and would increase our operating expenses, which could adversely affect our business, financial condition and results of operations.

In addition, many existing laws and regulations apply to certain aspects of AI, such as automated decision making affecting fundamental data subject rights. Similarly, the intellectual property ownership and license rights, including as related to copyright, surrounding AI technologies has not been fully addressed by international and U.S. courts or the laws or regulations of the U.S., including U.S. states, and foreign jurisdictions. Any content created by us using generative AI tools may not be subject to copyright protection which may affect our intellectual property rights in, or ability to commercialize, such content. The use or adoption of AI technologies in our products and services may subject us to copyright infringement or other intellectual property claims. If we, or third-party developers whose AI we rely on, do not have sufficient rights to use the data or other material used or processed by such AI technology, we also may incur liability through the alleged violation of applicable laws and regulations, third-party intellectual property, privacy, or other rights or contractual obligations. We may not always be able to anticipate how to comply with these legal and regulatory frameworks and we may have to expend resources to adjust our tools, products or other offerings to meet standards set by such frameworks, which may vary by jurisdiction if AI-related legal and regulatory frameworks are not consistent across jurisdictions. Any inability to appropriately comply with the evolving AI regulatory landscape could result in legal liability, regulatory action or brand and reputational harm.

Our reliance on the use of AI could also pose ethical concerns and lead to a lack of human oversight and control. If we enable or offer solutions that draw controversy, or these new offerings do not work as we describe them, we may experience brand or reputational harm, competitive harm or legal liability. Further, generative AI may create content that appears correct but is factually inaccurate, incomplete, insufficient, biased or otherwise flawed or contains copyrighted or other protected material, which may not be easily detectable despite internal policies and diligence efforts we may have in place which are designed to mitigate such deficiencies. To the extent we or our customers rely on such results, we could incur operational inefficiencies, competitive harm, brand or reputational harm, or other adverse impacts on our business and results of operations. Additionally, if any of our employees, contractors, vendors or service providers use any third-party AI-powered software in connection with our business or the services they provide to us, it may lead to the inadvertent disclosure of our personal, sensitive, proprietary or confidential information into publicly available third-party training sets, which may impact our ability to realize the benefit of, or adequately maintain, protect and enforce our intellectual property or our personal, sensitive, proprietary or confidential information, harming our competitive position and business. The rapid evolution of the use of AI requires and will continue to require resources to develop, test and maintain our products and services to help ensure that AI is implemented appropriately in order to minimize unintended and harmful impacts.

It is not possible to predict all of the risks related to the use of AI, and changes in laws, rules, directives and regulations governing AI may adversely affect our development, adoption, use, deployment and maintenance of AI or subject us to legal liability, regulatory action or brand and reputational harm.

Our brand is integral to our success. If we fail to protect or promote our brand, our business and competitive position may be harmed.

Protecting and maintaining awareness of our brand is important to our success, particularly as we seek to attract new customers globally and to increase customer awareness of our full portfolio of products. We have invested, and expect to continue to invest, resources to increase our brand awareness, both generally and in specific geographies and to specific customer groups, such as individual entrepreneurs, WebPros (including designers, developers and agencies) and Domain Investors. If our efforts to protect and promote our brand are not successful, our operating results may be adversely affected.

GoDaddy could become the target of organized activist groups seeking to bring attention to elements of our brand, products, business model, employment practices, advertising, spokespeople, locations or other matters of our business in order to gain support for their interests or deter us from continuing practices with which they disagree. In the past, we have been successful in striking a balance in our response to such groups, but we may not be as successful in the future, such that our brand, company culture or results of operations could be harmed.

Evolving technologies and administration of the Internet, and the resulting changes in customer behavior and customer practices may impact the value of and demand for our products, including domain names and our websites.

The domain name registration market continues to evolve and adapt to changing technology. This evolution has and may in the future include changes in the administration or operation of the Internet, including the creation and institution of alternate systems for directing Internet traffic without using the existing domain name registration system, or fundamental changes in the domain name resolution protocol used by web browsers and other Internet applications. The widespread acceptance of any alternative system, such as mobile applications or closed networks, could eliminate the need to register a domain name to establish an online presence and could materially and adversely affect our business.

In addition, businesses are increasingly relying solely on social media channels, such as Meta, TikTok, Snapchat, X (f/k/a Twitter) and WeChat, to reach their customers, and consumers are accessing the Internet more frequently through applications on mobile devices. As reliance on these applications increases, domain names may become less prominent and their value may decline. We are dependent on the interoperability of our products with these applications and mobile devices. If we are unable to effectively integrate our products within these applications or on these devices, we may lose market share. These evolving technologies and changes in customer behavior may have an adverse effect on our business and growth prospects.

Historically, Internet users navigated to a website by directly typing its domain name into a web browser or navigation bar. The domain name serves as a branded, unique identifier not unlike a phone number or email address. However, over time, individuals' use of search engines to find and access a website rather than using the web browser navigation bar has increased. If search engines modify their algorithms, our websites may appear less prominently or not at all in search results, which could result in reduced traffic to such websites. Additionally, if the costs of search engine marketing services, such as Google Ads, increase, we may incur additional marketing expenses or may be required to allocate a larger portion of our marketing spend to this channel and our business and operating results could be adversely affected.

We face significant competition for our A&C and Core products, which we expect will continue to intensify, and we may not be able to maintain or improve our competitive position or market share.

The market for our products and services is highly fragmented and competitive and we expect this competition to increase in the future. In addition, given our broad product portfolio, we compete with niche point-solution products and broader solution providers. These types of products and solutions continue to evolve, creating opportunities for new competitors to enter the market with point-solution products or address specific segments of the market. Our competitors include providers of domain registration services, web-hosting solutions, website creation and management solutions, e-commerce enablement providers, payment facilitation providers, cloud computing service and online security providers, alternative web presence and marketing solutions providers and providers of productivity tools such as business-class email. We consider the following to be a representative, but not exhaustive list of competitors we face in some of the major areas we operate in:

- With respect to our A&C products and services: Shopify, Block, BigCommerce, Stripe, PayPal, Liquid Web, SiteGround, WP Engine, Zoho, Mindbody, Toast, Yelp, OpenTable, TikTok, Meta and WeChat;
- With respect to our Core products and services: Newfold Digital, Namecheap, Tucows, Dynadot, GMO, Cloudflare, Let's Encrypt, SEDO, Comodo, Hostinger and Identity Digital; and
- With respect to both our Core and A&C products and services: Wix, Squarespace, Automattic, Ionos, Google, Amazon, Microsoft, Alibaba and Tencent.

In addition, the Cooperative Agreement between VeriSign, Inc. (VeriSign), the registry for .com and .net, and the U.S. Department of Commerce gives VeriSign the right to become an ICANN-accredited registrar for any generic top level domain (TLD) other than .com. While VeriSign has not publicly announced whether it will become a registrar, and there is no indication that it would, if it were to do so, it would become one of our competitors in this space, which could have a negative impact on our business and industry.

We and our competitors continue to invest in AI, including generative AI and integration of AI capabilities into products and services. AI technology and services are highly competitive, rapidly evolving, and at times require significant investment, including with respect to development and operational costs, to meet the changing needs and expectations of our existing and potential customers. Further, other companies may develop AI products and technologies that are similar or superior to our technologies or more cost-effective to deploy. Any failure to successfully develop, adopt, use and maintain AI products and services, or effectively manage the related operational risks, could harm our reputation. Refer to our risk factor "The use of new and evolving technologies, such as AI, in our offerings may result in reputational harm and liability" for further information concerning the legal and other risks arising from the development, adoption, use, deployment and maintenance of AI.

Some of our current and potential competitors have greater resources, more brand recognition and consumer awareness, more diversified product offerings, greater international scope and larger customer bases than we do, and we may therefore not be able to effectively compete with them. In addition, some of our competitors seek to disrupt the market by offering their services and products at low or no cost; for example, Cloudflare offers domains at wholesale cost and Let's Encrypt offers security certificates at no cost. If these competitors and potential competitors decide to devote greater resources to the development, promotion and sale of products in the markets in which we compete, or if the products offered by these companies are more

attractive to or better meet the evolving needs of our customers, our market share, growth prospects and operating results may be adversely affected.

In addition, increased competition in our industry could result in lower sales, price reductions, reduced margins, loss of market share and increased marketing expenses. Conditions in our market could rapidly and significantly change as a result of technological advancements, partnering by our competitors or market consolidation. New or existing competitors, or groups of competitors working cooperatively, may invent similar or superior, or may significantly improve upon existing, products and technologies, which compete with our products and technology. The continued entry of competitors into the domain name registration and web-hosting markets, and the rapid growth of some competitors already in each market, may make it difficult for us to maintain our market position. Our ability to compete will depend upon our ability to provide a better product than our competitors at a competitive price and supported by superior customer care. We may be required to make substantial additional investments in research, development, marketing and sales in order to respond to competition, and there can be no assurance that these investments will achieve any returns for us or that we will be able to compete successfully in the future.

Our restructuring activities may not adequately reduce our operating costs or improve our operating margins, may lead to additional workforce attrition and may cause operational disruptions.

In February 2023, we announced a restructuring plan to reduce future operating expenses and improve cash flows through a combination of a reduction in force and a commitment to sell certain assets. As part of this plan, we announced a reduction in our then workforce of approximately 550 employees, representing approximately 8% of our total employee base at the time of the announcement. Thereafter, to further reduce operating expenses and improve cash flows, we implemented additional restructuring activities, including reductions in force of approximately 250, 180 and 100 employees during the remainder of 2023, and during the three months ended March 31, 2024 and June 30, 2024, respectively. We expect to make substantially all remaining restructuring payments by the end of the fourth quarter of 2024.

The charges and expenditures that we expect to incur in connection with the restructuring activities, and timing thereof, are subject to a number of assumptions, including local law requirements in various jurisdictions, and we may incur costs that are greater than we currently expect in connection with the restructuring activities. The restructuring activities may yield unintended consequences and costs, such as the loss of institutional knowledge and expertise, employee attrition beyond our intended reductions in force, a reduction in morale among our remaining employees, greater-than-anticipated costs incurred in connection with implementing the restructuring activities and the risk that we may not achieve the benefits from the restructuring activities to the extent or as quickly as we anticipate, all of which may have a material adverse effect on our results of operations or financial condition. These restructuring initiatives could place substantial demands on our management and employees, which could lead to the diversion of our management's and employees' attention from other business priorities. In addition, while we eliminated certain positions in connection with the restructuring activities, certain functions necessary to our reduced operations remain, and we may be unsuccessful in distributing the duties and obligations of departed employees among our remaining employees or to external service providers, which could result in disruptions to our operations. We may also discover that the workforce reductions and other restructuring efforts will make it difficult for us to pursue new opportunities and initiatives and require us to hire qualified replacement personnel, which may require us to incur additional and unanticipated costs and expenses. We may further discover that, despite the implementation of our restructuring activities, we may require additional capital to continue expanding our business, and we may be unable to obtain such capital on acceptable terms, if at all. Our failure to successfully accomplish any of the above activities and goals may have a material adverse impact on our business, financial condition and results of operations.

The future growth of our business depends in part on increasing our international bookings. Our continued international presence could subject us to additional risks.

Bookings outside of the U.S. represented approximately 33% of our total bookings for each of the years ended December 31, 2023, 2022 and 2021. We continue to review and add systems as necessary to accept payments in forms common outside of the U.S., optimize our marketing efforts in numerous non-U.S. geographies, equip our customer care team with the knowledge to serve these markets and maintain or establish, as needed, customer care operations in overseas locations. Conducting and expanding international business subjects us to risks we generally do not face in the U.S., including:

- management, communication and integration problems resulting from language barriers, cultural differences and geographic dispersion of our customers and personnel;
- language translation of, and associated customer care guidance for, our products;
- compliance with international laws and regulations, including laws and regulations regarding consumer protection, the Internet and e-commerce or mobile commerce, intellectual property, online disclaimers and advertising, liability

of Internet service providers for activities of customers especially with respect to hosted content, competition, anti-bribery, privacy, data protection and cybersecurity;

- accreditation and other regulatory requirements to do business and to provide domain name registration and registry services, web-hosting and other products in foreign jurisdictions;
- greater difficulty in enforcing contracts, including our universal terms of service and other agreements due to differences in local legal regimes and court systems;
- increased expenses incurred in establishing and maintaining office space and equipment for our international business;
- greater costs and expenses associated with international marketing and operations;
- greater risk of unexpected changes in regulatory practices, tariffs, trade disputes and tax laws and treaties;
- increased exposure to foreign currency risks;
- heightened risk of unfair or corrupt business practices in certain geographies, and compliance with anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act;
- compliance with market access regulations, tariffs and import, export and general trade regulations, including economic sanctions and embargoes;
- the potential for political, social or economic unrest, terrorism, hostilities or war, including the current conflicts between Russia and Ukraine and in the Middle East; and
- multiple and possibly overlapping tax regimes.

Maintaining business in international markets has required and will continue to require management attention and financial resources. These additional costs may increase our costs of acquiring international customers, which may impair our ability to maintain profitability in the future. We may also face pressure to lower our prices in order to compete in emerging markets, which could adversely affect revenue derived from our international business.

In addition, certain of our operations and business are in higher risk regions such as China, India and Ukraine. We do not have material operations in China or Ukraine but our operations have grown, and we expect may continue to grow, in India. As a result, unanticipated events, such as geopolitical changes associated with our international business could impair our growth prospects and adversely affect our business, operating results and financial condition. In addition, given the risks associated with our international business, we may decide to relocate international operations either to other foreign countries or domestically, which could require significant management attention and financial resources and may not prove to be successful and could adversely affect our business, operating results and financial condition. For example, there is uncertainty as to the future of U.S. trade policy with respect to China; in February 2022, Russia launched a military assault in Ukraine which has expanded to a full-scale military invasion of Ukraine by Russian troops; and in October 2023, Hamas launched assaults against Israel which has expanded conflicts in the Middle East. Although we have not seen a material impact, these and other factors associated with our international business could impair our growth prospects and adversely affect our business, operating results and financial condition. In particular, following Russia's invasion of Ukraine, the U.S., UK and E.U. governments, among others, developed coordinated financial and economic sanctions targeting Russia that, in various ways, constrain transactions with numerous Russian entities, including major Russian banks, and individuals. We have no employees or facilities in Russia or Ukraine. We have a limited number of contractors in Ukraine and as a result, a prolonging of this conflict could cause delays in future product launches if such contractors are unable to work and/or it becomes necessary to locate and train new contractors to support these products. In addition, we opted to shut down our GoDaddy website in Russia and removed support for the Ruble. Our business has not been materially impacted to date by the ongoing conflicts between Russia and Ukraine and in the Middle East, however it is impossible to predict the extent to which our operations will be impacted or the ways in which the conflicts may impact our business in the long term. Furthermore, a widening of the conflict in the Middle East could lead to broader geopolitical destabilization and macro-economic impacts.

We have taken significant actions to support profitable growth. These actions may not succeed. If we do not effectively manage future growth, our operating results will be adversely affected.

We continue to work to increase the breadth and scope of our business, operations and our product offerings. To support future growth, we must continue to improve our information technology and financial infrastructure, operating and administrative systems and our ability to effectively manage headcount, capital and processes. We are likely to recognize the costs associated

with these actions earlier than some of the anticipated benefits, and the return on these actions may be lower or may develop more slowly than we expect. If we do not achieve the benefits anticipated from these actions, or if the achievement of these benefits is delayed, our operating results may be adversely affected.

We have incurred, and expect to continue to incur, expenses relating to our investments in international business and infrastructure, such as: (i) our offerings and marketing presence in India, Europe, Latin America, the Middle East, North Africa, and Asia; (ii) our marketing spend to attract new customers, such as WebPros and Independents in non-U.S. markets; and (iii) investments in software systems and additional data center resources to keep pace with the growth of our cloud infrastructure and cloud-based product offerings. We have made, and may make in the future, significant investments in product development, corporate infrastructure, technology and development, marketing and our GoDaddy Guides.

As we continue to grow, our management, administrative, operational and financial infrastructure may be strained. The scalability and flexibility of our infrastructure depends on the functionality and bandwidth of our data centers, peering sites and servers. The growth in our total customers over the years and the increase in the number of transactions we process have increased the amount of our stored customer data. Any loss of data or disruption in our ability to provide our product offerings due to disruptions in our infrastructure, services or third parties we rely on could result in harm to our brand or reputation. Moreover, as our customer base continues to grow and uses our platform for more complicated tasks, we will need to devote additional resources to improve our infrastructure and to enhance its scalability and security. If we do not manage the growth of our business and operations effectively, the quality of our platform and efficiency of our operations could suffer, which could harm our operating and business results.

Enhancements or migration of information and data to new technology platforms, systems or applications may disrupt our operations or could expose us to a cyber attack, a security breach or other cybersecurity incident which could delay or interrupt service to our customers, harm our reputation, cause us to incur substantial costs or subject us to significant liability.

We maintain information and data on various platforms, systems and applications. From time to time, to support our growth, we review and make enhancements to our existing platforms or migrate information and data to new platforms, systems and applications. For example, we are in the process of migrating and upgrading some of our platforms, systems and applications, including platforms, systems and applications that we obtained as a result of prior acquisitions. While we are engaged in this work, we may experience difficulties in managing our existing platforms, systems and applications, which could disrupt our operations, the management of our finances and the reporting of our financial results. If we determine new platforms, systems or applications or updates to existing platforms, systems or applications are necessary, we may need to rely on legacy platforms, systems or applications while we plan for implementation of such new or updated platforms, systems or applications; such legacy platforms, systems or applications may not be able to scale efficiently as our business grows, which may delay future product launches or enhancements. In addition, any new platforms, systems or applications may operate differently than anticipated when introduced or when new versions or enhancements are released or, there may be unforeseen consequences as a result of these migrations that may cause disruptions to the availability of our products due to service outages, downtime or other similar issues that could harm our business. Further, our transition could involve significant time and expense. Our failure to improve our platforms, systems or applications, complete such implementations, enhancements or migrations on a timely basis, or a failure of such platforms, systems or applications to operate in the intended manner, may result in our inability to manage the growth of our business, successfully integrate our acquisitions and to accurately forecast and report our results, which could harm our financial condition and results of operations. In addition, the migration of information and data could subject us to additional risks of cyber attacks, security breaches, cybersecurity incidents or other improper access to our personal, sensitive, proprietary or confidential information which could delay or interrupt service to our customers, cause us to not be in compliance with local or international laws or regulations or harm our reputation, any of which could cause us to incur substantial costs or subject us to significant liabilities.

We may acquire other businesses or talent, which could require significant management attention, disrupt our business, dilute stockholder value and adversely affect our operating results.

As part of our business strategy, we have in the past made, and may in the future make, acquisitions or investments in companies, talent, products, domain portfolios and technologies that we believe will complement or supplement our business and address the needs of our customers. We cannot ensure we will be able to successfully integrate the acquired products, talent and technology or achieve the revenue and expense synergies we expect as a result of these acquisitions. Even if we do successfully integrate acquired products, we may not successfully integrate the associated brands into our portfolio or may decide to modify, retire or change the direction of the associated brands, which could adversely affect our operating results. If we fail to properly

evaluate, execute or integrate acquisitions or investments, the anticipated benefits may not be realized, we may be exposed to unknown or unanticipated liabilities and our business and growth prospects could be harmed. In addition, any future acquisitions we complete could be viewed negatively by our customers, investors or industry analysts.

We may have to pay cash, incur debt or issue equity securities to pay for future acquisitions, each of which could adversely affect our financial condition or the value of our Class A common stock. Equity issuances in connection with potential future acquisitions may also result in dilution to our stockholders. In addition, our future operating results may be impacted by performance earn-outs, contingent bonuses or other deferred payments. Furthermore, acquisitions may involve contingent liabilities, adverse tax consequences, additional equity-based compensation expense, the recording and subsequent amortization of amounts related to certain purchased intangible assets and, if unsuccessful, impairment charges resulting from the write-off of goodwill or other intangible assets associated with the acquisition, any of which could negatively impact our future results of business. We may also face competition for acquisitions from competitors that may have more extensive financial resources, which may increase the cost or limit the availability of acquisitions.

We may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired company, including issues related to intellectual property, solution quality or architecture, privacy, data protection, cybersecurity, AI, regulatory compliance practices, employment practices, customer or sales channels and integrations of prior acquisitions. We are also required to integrate, operate and manage an acquired company's security infrastructure, which may be particularly challenging when acquired businesses utilize heavily customized or outdated systems or if we face a loss of personnel of the acquired business. Challenges with acquired systems and/or the loss of personnel familiar with and responsible for such acquired systems could increase our vulnerability to cyber attacks, security breaches or other cybersecurity incidents.

We may encounter difficulties assimilating or integrating the companies, solutions, technologies, accounting systems, personnel or operations we acquire, particularly if the key personnel are geographically dispersed or choose not to work for us once they are acquired. For example, in the future we may enter into transition services agreements with a seller for the provision of support services to assist with the orderly integration of the business. We may never realize the benefits of these transition services agreements and we may be unable to manage and coordinate the performance of personnel providing services to us under these agreements. Leaders and personnel at acquired companies may focus on achieving performance earn-outs or contingent payments rather than integrating with us. Additionally, we may not integrate an acquired company into our systems as planned, requiring us to depend on their legacy systems or a transition services agreement for longer than anticipated.

We may enter into new lines of business that offer new products and/or services, which may subject us to additional risks.

From time to time, we may enter into new lines of business that offer new products and/or services. Our lack of experience with or knowledge of new lines of business we choose to enter, as well as external factors, such as competitive alternatives, potential conflicts of interest, either real or perceived, and shifting market preferences, may impact our implementation and operation of such new lines of business. Other risks of implementing new lines of business include:

- potential diversion of management's attention, available cash and other resources from our existing business;
- any determination by governmental agencies that any acquisition we undertake is anticompetitive in any relevant market;
- unanticipated liabilities or contingencies;
- compliance with new or increased regulatory burdens;
- potential damage to existing customer relationships, lack of customer acceptance or inability to attract new customers; and
- the inability to compete effectively in the new line of business.

Failure to successfully manage these risks in the implementation or acquisition of new lines of business or the offering of new products or services could have a material adverse effect on our reputation, business, results of operations and financial condition.

Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the innovation, creativity, passion and teamwork that we believe contribute to our success and our business may be harmed.

We believe a critical contributor to our success has been our company culture, which we rely on to foster innovation, creativity, a customer-centric focus, passion, teamwork, collaboration and loyalty. We have invested substantial time and resources in building our team within this company culture. Any failure to preserve our culture could negatively affect our ability to retain and recruit personnel and to ensure employees effectively focus on and pursue our company objectives. Our corporate culture is central to our devoted GoDaddy Guides, which are a key component of the value we offer our customers. As we continue to evolve our business, expand our global footprint and product portfolio and rely more on remote, foreign and third-party workers, we may find it difficult to maintain these important aspects of our culture, which could limit our ability to innovate and operate effectively. We believe we provide a workplace in which employees are best served by direct discussion with management regarding pay, benefits and other workplace practices. Currently none of our employees in the U.S. are subject to collective bargaining agreements, however, if areas of our workforce were to organize, we may find it difficult to maintain our culture, cost structure and control over the delivery of our products, which could adversely impact our culture and results of operations. Certain of our employees in Germany are represented by employee works councils and elsewhere some international employees are represented by worker representatives in accordance with local regulations.

In February 2023, we effected a workforce reduction as part of a restructuring plan which impacted our employee count. Thereafter, to further reduce operating expenses and improve cash flows, we have implemented additional workforce reductions. Although we have not seen a material impact on our workforce or our business, the effects of these workforce reductions could make it more difficult to preserve our company culture and could negatively impact employee morale.

Operational Risks

We are exposed to the risk of system failures and capacity constraints.

We have experienced, and may in the future experience, system failures and outages disrupting the operation of our websites or our products such as web-hosting and email, or the availability of our customer care operations. Our revenue depends in large part on the volume of traffic to our websites, the number of customers whose websites we host on our servers and the availability of our customer care operations. Accordingly, the performance, reliability and availability of our websites and servers for our corporate operations and infrastructure, as well as in the delivery of products to customers, are critical to our reputation and our ability to attract and retain customers. Any such system failure or outage could generate negative publicity, which could negatively impact our reputation and financial results. As we continue to transition many of our services to Amazon Web Services (AWS) to host our products, we have become, and may further become, more dependent on third parties to accommodate the high volume of traffic to our websites and those of our customers.

We continually work to expand and enhance our website features, technology and network infrastructure and other technologies to accommodate substantial increases in (i) the volume of traffic on our godaddy.com and affiliated websites, (ii) the number of customer websites we host and (iii) our overall total customers. We may be unable to project accurately the rate or timing of these increases or to successfully allocate resources to address such increases, which could have a negative impact on customer experience and our financial results. In the future, we may be required to allocate additional resources, including spending substantial amounts to build, purchase or lease data centers and equipment and upgrade our technology and network infrastructure to handle increased customer traffic, as well as increased traffic to customer websites we host. We also expect to increasingly rely on third-party cloud computing and hosting providers such as AWS as we transition to the public cloud. We cannot predict whether we will be able to continue to add network capacity from third-party suppliers as we require it. In addition, our network or our suppliers' networks might be unable to achieve or maintain data transmission capacity high enough to process orders or download data effectively or in a timely manner. Our failure, or our suppliers' failure, to achieve or maintain high data transmission capacity could significantly reduce consumer demand for our products. The property and business interruption insurance coverage we carry may be subject to fact-dependent and incident-specific exclusions or may not be adequate to compensate us fully for losses that may occur.

We rely on third parties to perform certain key functions, and their failure to perform those functions could result in the interruption of our operations and systems and could result in significant costs and reputational damage to us.

We rely on third parties, and other parties with which those third parties contract, to perform certain technology, processing, servicing and support functions on our behalf, and may in the future choose to transition a function previously

managed by us to such third parties. In particular, we are in the process of transitioning a portion of our workloads from company-owned and co-located data centers to third-party cloud computing and hosting providers, including AWS. When we choose to transition a function to a third party, we may spend significant time and effort, incur higher costs than originally expected and experience delays in completing such transition. We may never realize any of the anticipated benefits of relying on such third parties, including acquisition of new customers, improved product features and positive financial results. While we use various methods to manage the cybersecurity risk of using third parties to perform key functions, third parties we use are vulnerable to operational and technological disruptions, including from cybersecurity incidents, which may negatively impact our ability to provide services to our customers, operate our business and fulfill our financial reporting obligations. We may have limited remedies against these third parties in the event of service disruptions. If third parties are unable to perform these functions on our behalf because of service interruptions or extended outages, or because those services are no longer available on commercially reasonable terms, our expenses could increase and our customers' use of our products could be impaired until equivalent services, if available, are identified, obtained and implemented, all of which could adversely affect our business.

We substantially rely upon AWS to operate our platform, and any disruption of or interference with our use of AWS would adversely affect our business, results of operations and financial condition.

A substantial portion of our cloud infrastructure is provisioned through AWS, which hosts some of our products and platforms. Our customers need to be able to access our platform at any time, without interruption or degradation of performance. AWS runs its own platform that we access, and we are, therefore, vulnerable to service interruptions at AWS. We may experience interruptions, delays and outages in service and availability of AWS services due to a variety of factors, including infrastructure changes, human or software errors, website hosting disruptions and capacity constraints due to any number of potential causes, including technical failures, natural disasters, pandemics such as the COVID-19 pandemic, fraud or cybersecurity attacks, all of which could impact our service to our customers. In addition, if the security of AWS is compromised, or our products or platform are unavailable or our users are unable to use our products within a reasonable amount of time or at all, then our business, results of operations and financial condition could be adversely affected. In some instances, AWS or we may not be able to identify the cause or causes of these performance problems within a period of time acceptable to our customers. It may become increasingly difficult to maintain and improve our platform performance, especially during peak usage times, as our products become more complex and the usage of our products increases. To the extent that we do not effectively address capacity constraints, either through AWS or alternative providers of cloud infrastructure, our business, results of operations and financial condition may be adversely affected. In addition, any changes in service levels from AWS may adversely affect our ability to meet our customers' requirements, result in negative publicity which could harm our reputation and brand and may adversely affect the usage of our platform.

We use AWS primarily for cloud-based server capacity and, to a lesser extent, storage and other optimization offerings. AWS enables us to order and reserve server capacity in varying amounts and sizes distributed across multiple regions. We access AWS infrastructure through standard IP connectivity. AWS provides us with computing and storage capacity pursuant to an agreement that continues until terminated by either party. AWS may terminate the agreement for cause upon notice and upon our failure to cure a breach within 45 days from the date of such notification and may, in some cases, suspend the agreement immediately for cause upon notice. Although we expect that we could receive similar services from other third parties, if any of our arrangements with AWS are terminated, we could experience interruptions on our platform and in our ability to make our products available to customers, as well as delays and additional expenses in arranging alternative cloud infrastructure services. Any of the above circumstances or events may harm our reputation, erode customer trust, cause customers to stop using our products, impair our ability to increase revenue from existing customers, impair our ability to grow our customer base, subject us to financial penalties and liabilities under our service level agreements and otherwise harm our business, results of operations and financial condition.

A cyber attack, a security breach or other cybersecurity incident could delay or interrupt service to our customers, harm our reputation, cause us to incur substantial costs, or subject us to significant liability.

We maintain an enterprise-wide cybersecurity program to manage the risks to our information systems from cybersecurity threats and incidents. Our operations depend on our ability to protect our information systems against interruption, a breach of confidentiality, or other damage from unauthorized entry, computer viruses, denial of service attacks and other cybersecurity threats and incidents both within and beyond our control. These cybersecurity threats and incidents may arise from human error, fraud, or malice on the part of our employees, insiders, or third parties, or they may result from accidental technological failure. Recent advances in AI may increase the size, frequency and sophistication of these cybersecurity threats and incidents; for example, threat actors are able to create more personalized and targeted communications using information derived from people's relationships, online behavior and preferences. Threat actors have attempted, and we expect them to continue to

attempt, to fraudulently induce employees, customers, or other third-party users of our systems to disclose sensitive information, wittingly or unwittingly, to gain access to our data or that of our customers or third parties with whom we interact.

As an operator of a large Internet infrastructure, GoDaddy is frequently targeted and experiences a high rate of cyber attacks, some of which have allowed threat actors to gain access to our networks and data. We have made and continue to make investments to improve our security posture. However, we continue to see threat actors pivoting to new methods of attack and seeking new entry points in our network despite these investments. Examples of the types of cyber attacks we have experienced include opportunistic cyber attacks leveraging previously undetected vulnerabilities and configuration errors and more sophisticated forms of cyber attacks, such as advanced persistent threat attacks, zero-day attacks and situations where the threat is not compiled or does not have detection signatures within our observation and threat indicators space until the moment it is launched. For example, we have experienced, and may experience in the future, distributed denial of service (DDoS) attacks aimed at disrupting service to our customers and attempts to place illegal or abusive content on our or our customers' websites. There has also been an increase in the number of cyber attacks in the technology industry generally, including newer strains of malware, ransomware and cryptocurrency mining software exploiting zero-day vulnerabilities in open source and third-party software. In addition, retaliatory acts by Russia in response to economic sanctions and other measures taken by the international community against Russia due to the Russia-Ukraine military conflict could include an increased number or severity of cyber attacks from Russia or its allies. We have seen an increasing number of cyber attacks on our infrastructure from threat actor groups located in or leveraging systems, sites and infrastructure hosted in the Russian region. Our response to any such cyber attacks may be insufficient to protect our network and systems, especially as cyber attacks increase in size, frequency and sophistication or as nation-state actors use attacks against political and economic adversaries. In addition to the above, the remote work environment has increased our vulnerability to privacy, data protection, cybersecurity and fraud risks as a result of our personnel working remotely, which may require us to invest in risk mitigation efforts that may not be successful.

Social engineering efforts may compromise our personnel or those of our third-party vendors, leading to unauthorized access to information systems we have a responsibility to protect, which could lead to the unauthorized acquisition of information, the unavailability of our information systems (or information contained on those systems) or the compromise of customer accounts. Malicious actors are increasingly sophisticated and successful in their use of social engineering techniques. We have experienced an increase in social engineering attempts, some of which have been successful, including by a persistent threat actor group, which, among other things, has attempted to transfer customer domain names and has targeted customer domains related to cryptocurrency. We promote security awareness, provide security training to our personnel and vendors, and provide regular notices to our personnel and vendors on social engineering threats. In addition, we have taken steps and continue to work to enhance our cybersecurity and resilience against social engineering, requiring additional engineering efforts and modifications to our technology architecture as well as the expenditure of time and additional cost. We cannot guarantee that our efforts will be successful or that future social engineering incidents will not cause financial, operational and/or reputational harm.

We cannot guarantee that our backup systems and regular data backups will be adequate to protect against loss of our information or information of our customers and third parties. In addition, we cannot guarantee that our cybersecurity program, including our related security protocols, network protection mechanisms, cybersecurity awareness training, insider threat protection program, access controls, and other procedures and measures currently in place, or that may be in place in the future, will be adequate to prevent or remedy network and service interruptions, system failure and software vulnerabilities, damage to one or more of our systems, data loss, cyber attacks, security breaches or other cybersecurity incidents. Also, many of our products are cloud-based and we store our customers' data on our servers. Despite the implementation of cybersecurity measures, our information systems may be vulnerable to computer viruses, worms, other malicious software programs, social engineering attacks, insider threats, credential theft and related abuse, illegal or abusive content or similar disruptive problems caused by our customers, employees, consultants or other Internet users who attempt to invade or disrupt public and private data networks or to improperly access, use or obtain data.

Any actual or perceived breach of our security could expose us to a risk of loss or litigation and possible liability. Cybersecurity incidents could also subject us to regulatory or other government inquiries or investigations, which will require us to expend significant capital and other resources to remediate the breach, any of which would harm our business, financial condition and operating results. For example, in July 2020 and October 2021 we received Civil Investigative Demands from the FTC relating to a cybersecurity incident that we first discovered in March 2020. The investigation could result in our being subject to monetary or other costs, operational burdens to the business and/or costly and time-consuming litigation. While the FTC investigation is ongoing, we are actively involved in discussions with the FTC to resolve this matter in the near future. We have continued to experience other privacy, data protection and cybersecurity incidents since 2020 that have required notification to government regulators and/or data subjects in the U.S. and internationally. Based on our investigations, we believe some of these incidents are part of a multi-year campaign by a sophisticated threat actor group which, among other things, installed

malware on our systems and obtained pieces of code related to some services within GoDaddy, while others are one-time or opportunistic attacks by unrelated threat actors. To date, these incidents as well as other cyber threats and attacks have not resulted in any material adverse impact to our business, operations or financial condition, but such threats are constantly evolving, increasing the difficulty of detecting and successfully defending against them. In case of a future incident, a history of past incidents, such as those mentioned herein, may subject us to a greater risk of significant costs and sanctions, or investigations into past incidents may be re-invigorated.

Our business involves the storage and transmission of personal, sensitive, proprietary and confidential information, including payment card information. In addition, nearly all of our products are cloud-based and we process such data for our customers on our servers, and on servers used by our vendors and partners, such as AWS. We take measures intended to protect the security, integrity and confidentiality of the personal, sensitive, proprietary and confidential information, including payment card information, that we collect, store, transmit, or otherwise process but cannot guarantee that inadvertent or unauthorized use or disclosure of such information will not occur or that third parties, including nation-states and bad actors, or our personnel, or those of our vendors will not gain unauthorized or other malicious access to this information or systems where personal, sensitive, proprietary and confidential information is processed despite our preventative efforts or those of our vendors or partners.

If third parties succeed in penetrating our security measures or those of our vendors and partners, or otherwise succeed in accessing or obtaining without authorization the personal, sensitive, proprietary or confidential information, including payment card information, we or our vendors and partners maintain or otherwise process, we could be subject to liability, loss of business, litigation, government investigations or other losses. As we continue to rely more on third-party and public-cloud infrastructures, such as AWS and other third-party service providers, we have become, and will continue to become, more dependent on third-party security measures to protect against cyber attacks, security breaches and other cybersecurity incidents, including unauthorized access to and mishandling of customer data. Increased handling of personal, sensitive, proprietary or confidential information, including payment card information, by third parties may create increased risks of unauthorized disclosure, misuse or loss of these types of information and may require us to expend significant time and resources to address incidents of failure in such third parties' security measures. We also anticipate being required to expend significant resources to maintain and improve our oversight of vendors and other third parties with whom we share data or otherwise process data on our behalf. Further, our control over and ability to monitor the security posture of our vendors and partners, including any third-party service providers we rely on, remains limited and there can be no assurance that we can prevent, mitigate or remediate the risk of any cyber attack, security breach or other cybersecurity incident impacting the infrastructure owned or controlled by such third parties. Additionally, any contractual protections with such third parties, including our right to indemnification, if any at all, may be limited or insufficient to prevent a negative impact on our business from such cyber attack, security breach or other cybersecurity incident. In addition, our customers and partners have in the past and may in the future request we produce evidence of our cybersecurity program as part of their own compliance programs. Responding to such requests may be costly and time consuming.

If we or our partners experience any breaches or sabotage of our security measures, or otherwise suffer unauthorized use or disclosure of, or access to, personal, sensitive, proprietary or confidential information, including payment card information, we might be required to expend significant capital and resources to remediate these problems and protect against additional breaches or sabotage. We may not be able to remedy any problems caused by threat actors in a timely manner, or at all, due to, among other things, a lack of qualified personnel to handle such problems or the failure of our personnel to follow internal policies and procedures. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until after they are launched against a target, we and our vendors and partners may be unable to anticipate these techniques or to implement adequate preventative measures on a timely basis. Advances in computer capabilities, discoveries of new weaknesses, increased likelihood of nation-state cyber attacks (including retaliatory cyber attacks by Russia in response to economic sanctions resulting from the Russia-Ukraine military conflict), and other developments with software generally used by the Internet community, such as the Zenbleed and Downfall vulnerabilities, which exploit security flaws in processors manufactured by both AMD and Intel, continually evolving ransomware attacks, or developments related to vendor software (e.g., SolarWinds Orion product incident), also increase the risk that we, or our customers using our servers and services, will suffer a cyber attack, security breach or other cybersecurity incident. We or our partners may also suffer cyber attacks, security breaches, cybersecurity incidents or other unauthorized access to personal, sensitive, proprietary or confidential information, including payment card information, due to employee error, rogue employee activity, unauthorized access by third parties acting with malicious intent or committing an inadvertent mistake, or social engineering. If a cyber attack, security breach or other cybersecurity incident occurs or is perceived to have occurred, the perception of the effectiveness of our security measures and our reputation could be harmed and we could lose current and potential customers.

Cyber attacks, security breaches, cybersecurity incidents or other unauthorized access to personal, sensitive, proprietary or confidential information, including payment card information, could result in mandatory customer, regulator, contractual, and/or payment card provider notifications, litigation, government investigations, adverse publicity, and claims against us for unauthorized purchases with payment card information, identity theft or other similar fraud claims, and claims for other misuses of personal, sensitive, proprietary or confidential information, including for unauthorized marketing purposes, which could result in a material adverse effect on our business, financial condition or reputation. Moreover, these claims could cause us to incur penalties from payment card associations (including those resulting from our failure to adhere to industry cybersecurity standards), or termination by payment card associations of our ability to accept credit or debit card payments, any of which could have a material adverse effect on our business and financial condition. Although we maintain cyber liability insurance coverage that may cover certain liabilities in connection with a cyber attack, security breach or other cybersecurity incident, we cannot be certain our insurance coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on commercially reasonable terms (if at all) or that any insurer will not deny coverage as to any future claim. In addition, certain insurers have denied coverage if a nation-state is declared the sponsor or perpetrator of such cyber attack, security breach or other cybersecurity incident. For example, following the U.S., the UK, Canadian and Australian governments' attribution of Russia for the NotPetya ransomware attack, Zurich American Insurance Co. denied Mondelez International, Inc.'s claim for damages from that attack, which resulted in litigation between Zurich and Mondelez that was eventually settled prior to trial. In January 2022, a court in New Jersey permitted Merck & Co. to recover under its cyber insurance policies for a NotPetya attack, leading to a settlement prior to trial that was publicly announced in January 2024. These examples suggest there continues to be uncertainty across the cyber insurance market regarding the availability of coverage for nation-state-led cyber attacks. The successful assertion of one or more large claims against us that exceed available insurance coverage, the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, or denials of coverage based on "act of war" or similar exclusions triggered by attribution of an attack to a nation-state, particularly given the heightened risk of cyber attacks due to the ongoing Russia-Ukraine military conflict, could have a material adverse effect on our business, including our financial condition, results of operations and reputation.

We have expended and expect to continue to expend significant resources to protect against cyber attacks, security breaches and other cybersecurity incidents. While these investments have reduced our vulnerability to certain types of attacks, we have observed ongoing attempts to probe our defenses for other opportunities to attack our systems and access our network. Thus, we remain vulnerable to cyber attacks despite our investments. In addition, the risk that these types of events could seriously harm our business is likely to increase as we expand the number of cloud-based products we offer and as we operate or expand our business into more countries.

If we experience fraudulent activity relating to our, or our third-party vendors' products and services, we could suffer service interruptions or incur substantial costs.

Our products and services, and the products and services of our third-party vendors and partners, may be subject to fraudulent usage, including but not limited to domain name hijacking, revenue share fraud, and other fraudulent schemes. In addition, although our customers are required to set passwords or personal identification numbers to protect their accounts, third parties have in the past been, and may in the future be, able to access and use our customers' accounts through fraudulent means. Fraudulent activity can result in, among other things, interruption of our services to our customers, and substantial business and reputational harm. Although we implement multiple fraud prevention and detection controls, we cannot be certain that our efforts to address external fraudulent activity, such as revenue share fraud, domain name hijacking or other fraudulent use of our, or our third parties' and vendors' products and services, will be successful in eliminating these threats, any of which could adversely affect our business, results of operations and financial condition.

We rely on our marketing efforts and channels to promote our brand and acquire new customers. These efforts may require significant expense and may not be successful or cost-effective.

We use a variety of marketing channels to promote our brand, including online keyword search, sponsorships and endorsements, television, radio and print advertising, email and social media marketing. Our GoDaddy Guides also market our brand through their recommendations of our products or solutions to specifically meet the needs of our customers. In order to maintain and grow our revenues, we need to continuously optimize and diversify our marketing campaigns and strategies and increase our efforts to expand customer awareness of our portfolio of products. There can be no assurance that our marketing efforts will succeed. If we lose access to one or more of these channels, we may be unable to promote our brand effectively, which could limit our ability to grow our business. Further, if our marketing activities fail to generate traffic to our website, attract new customers or lead to new sales or renewals of our products at the levels we anticipate or our efforts to personalize our marketing efforts are not successful, our business and operating results could be adversely affected.

In the years ended December 31, 2023, 2022 and 2021, our marketing and advertising expenses were \$352.9 million, \$412.3 million and \$503.9 million, respectively. If these costs or our customer acquisition costs increase or we fail to generate additional sales as a result of our marketing efforts, our business, operating results and financial performance could be adversely affected.

Our ability to increase sales of our products is highly dependent on the quality of our customer care. Our failure to provide high-quality customer care would have an adverse effect on our business, brand and operating results.

We believe our focus on high-quality customer care is critical to retaining, expanding and further penetrating our customer base, as well as generating additional sales of products to our customers. Our GoDaddy Guides have historically contributed significantly to our total bookings. For the years ended December 31, 2023, 2022 and 2021, approximately 9%, 10%, and 11% of our total bookings, respectively, were generated from the sale of product subscriptions by our GoDaddy Guides. Most of our current offerings are designed for customers who often self-identify as having limited to no technology skills. Our customers depend on our GoDaddy Guides to guide them as they create, manage and grow their identities, support their presence, both online and offline, and enable them with products to meet their commerce needs. Our GoDaddy Guides engage with customers through direct calls and/or via other communication channels, such as chat, social media and webcasts, and we continue to increase our self-serve solutions. As our customer base continues to grow, we must continue to broaden our portfolio of solutions, increase the scope of our solution deployments within our customers' IT infrastructure, and adapt our customer support organization to ensure our customers continue to receive the high level of customer service which they have come to expect. If we fail to maintain high quality customer care across our communications platforms to support our growing customers' needs, our reputation, financial results and business prospects may be materially harmed. Notwithstanding our commitment to customer care, our customers may occasionally encounter interruptions in service and other technical challenges, including those resulting from our GoDaddy Guides working remotely. An interruption in service and other challenges could negatively impact our business.

A portion of our GoDaddy Guides is engaged through third parties and not directly by us.

We continue to refine our efforts in customer care so we can adequately serve our domestic and international customers. A portion of our GoDaddy Guides is engaged through third parties and not employed by us. If our agreements with such third parties are terminated for any reason, including a breach of agreement, if such third parties or the GoDaddy Guides engaged through the third parties do not perform the level of service expected of GoDaddy or our customers, or if such GoDaddy Guides engage in misconduct, our business and reputation could be harmed and we may need to find and/or train alternative providers, which could increase our costs and delay services to our customers. In addition, such a disruption could adversely impact our ability to serve our customers and to sell products to new and existing customers and we may experience a decline in our subscription renewal rates and in our ability to cross-sell our products and our reputation may suffer, any of which could adversely affect our business, reputation and operating results.

Our future performance depends in part on the services and performance of our senior management, as well as our experienced and capable employees. If we are unable to attract, motivate, and retain our employees, our business could suffer.

Our future performance depends on the services and contributions of our senior management and key employees to execute on our business plan and to identify and pursue new opportunities and product innovations. The loss of any senior management or other key employees and the hiring of new senior leaders and key employees, especially in a competitive labor market, could significantly delay or prevent our achievement of strategic objectives, business plans and product development as we transition to new leaders and could adversely affect our business, financial condition and operating results.

Our future performance and success also depends, in part, on our ability to continue to hire, retain, manage and motivate highly skilled personnel. The loss of any of our key personnel, the inability to attract or retain qualified personnel or delays in hiring required personnel, may seriously harm our business, financial condition and operating results. We may need to invest significant amounts of cash and equity to retain our employees or attract new employees, and we may never realize returns on these investments. Historically, equity awards have been a key component of our employee compensation program, and as a

result, any decline in the price of our Class A common stock (directly or relative to the stock price of other companies with which we compete for talent) may adversely impact our ability to retain employees or to attract new employees.

In addition, as we expand our product offerings through acquisitions, we may become dependent on the key personnel who join us through such acquisitions. If we are unable to integrate and retain such personnel, our financial condition and operating results may be affected.

Competition for highly skilled personnel, particularly employees with technical and engineering skills, is frequently intense, particularly in U.S. tech hubs such as the San Francisco Bay area, Seattle and Austin. We are limited in our ability to recruit global talent by U.S. immigration laws, including those related to H-1B visas. The demand for H-1B visas to fill highly-skilled IT and computer science jobs is greater than the number of H-1B visas available each year. In addition, immigration laws may be modified to further limit the availability of H-1B visas. If a new or revised visa program is implemented, it may impact our ability to recruit, hire and retain qualified skilled personnel, which could adversely impact our business, operating results and financial condition. To the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or divulged proprietary or other confidential information.

If we are unable to maintain our contractual relationships with existing partners or establish new contractual relationships with potential partners, we may not be able to offer the products and related functionality our customers expect.

We maintain a network of different types of partners, some of which create integrations with our products. For example, we partner with Microsoft Corporation to offer Microsoft 365 email and related productivity tools and with Worldpay to offer certain Commerce products and services to Worldpay's customers. We also work to make certain of our products interoperable with services such as Yelp, Google, Amazon, WhatsApp and Instagram. In addition, we provide payment options for customers' websites through providers such as PayPal, Stripe, Block and Mercado Libre. We have invested and will continue to invest in partner programs to provide new product offerings to our customers and help us attract additional customers. However, our relationships with our partners may not be as successful in generating new customers as we anticipate, which could adversely affect our ability to increase our total customers. Further, these integrated products could require substantial investment while providing no assurance of return or incremental revenue. We also rely on some of our partners to create integrations with third-party applications and platforms used by our customers, such as the email encryption service provided by Proofpoint, Inc., email backup and migration services provided by SkyKick and email archiving services provided by Barracuda. If our partners fail to create such integrations, or if they change the features of their applications or alter the terms governing use of their applications in an adverse manner, demand for our products could decrease, which would harm our business and operating results. If we are unable to maintain our contractual relationships with existing partners or establish new contractual relationships with potential partners, we may not be able to offer the products and related functionality our customers expect, we may experience delays and increased costs in adding customers, and we may lose existing customers. Any ineffectiveness of our partner programs could materially adversely affect our business and results of operations and may cause reputational harm. In addition, our partners may increase the fees they charge us or offer their services on terms that are less than favorable to us, including in connection with renewal negotiations. Such increased costs or less than favorable terms could result in increased costs to customers and potential loss of customers, which could have an adverse impact on our results of operations.

Our failure to properly register or maintain our customers' domain names or comply with applicable laws and regulations relating to domain name registration and maintenance could subject us to additional liability, regulatory action, expenses, claims of loss or negative publicity that could have a material adverse effect on our business.

System and process failures related to our domain name registration service may result in inaccurate and incomplete information in our domain name database. Despite testing, system and process failures, cybersecurity threats and other vulnerabilities may remain undetected or unknown, which could result in compromised customer data, loss of or delay in revenues, failure to achieve market acceptance, injury to our reputation or increased product costs, any of which could harm our business. Furthermore, the requirements for registering and maintaining domain names vary from registry to registry and are subject to change. We cannot guarantee we will be able to readily adopt and comply with various registry requirements, including but not limited to new or newly enforced requirements relating to Article 28 of the E.U.'s Network Information Security 2 Directive (the NIS2 Directive) which requires, among other things, that registries and entities providing domain name registration services adopt policies and procedures, including verification procedures, to ensure that such entities maintain accurate and complete domain name registration data in their domain name databases. The NIS2 Directive has yet to be fully transposed into the E.U. member states' respective national laws, and the specific obligations and expectations on registries and entities providing domain name registration services are uncertain. Our failure or inability to properly register or maintain our customers' domain names or comply with the NIS2 Directive or any other applicable law or regulation relating to domain name registration or

maintenance might result in significant expenses and subject us to additional liability, regulatory action, expenses, claims of loss or negative publicity, which could harm our business, brand and operating results.

We are dependent on the reliability, security and performance of our internally developed systems and operations. Any difficulties in maintaining these systems may result in damage to our brand, service interruptions, decreased customer service or increased expenditures.

The reliability, security and continuous availability of the software, hardware and workflow processes underlying our internal systems, networks and infrastructure and the ability to deliver our products are critical to our business. Any interruptions resulting in our inability to timely deliver our products or customer care, or materially impacting the efficiency or cost with which we provide our products and customer care, would harm our brand, profitability and ability to conduct business. In addition, many of the software and other systems we currently use will need to be enhanced over time or replaced with equivalent commercial products or services, which may not be available on commercially reasonable terms or at all. Enhancing or replacing our systems, networks or infrastructure could entail considerable effort and expense. If we fail to develop and execute reliable policies, procedures and tools to operate our systems, networks or infrastructure, we could face a substantial decrease in workflow efficiency and increased costs, as well as a decline in our revenue.

We rely on a limited number of data centers to deliver many of our products. If we are unable to renew our data center agreements on favorable terms, or at all, our operating margins and profitability could be adversely affected and our business could be harmed.

We own one of our data centers and lease our remaining data center capacity from wholesale providers. We occupy our leased data center capacity pursuant to co-location service agreements with third-party data center facilities, which have built and maintain the co-located data centers for us and other parties. Although we have begun to service some of our customers through our cloud infrastructure as part of our partnership with AWS, we still serve customers from our GoDaddy-owned, Arizona-based data center as well as domestic and international co-located data center facilities in various locations. Although we own the servers in these co-located data centers and engineer and architect the systems upon which our platforms run, we do not control the operation of these facilities, and we depend on the operators of these facilities to ensure their proper security, maintenance and insurance.

Despite precautions taken at our data centers, these facilities may be vulnerable to damage or interruption from break-ins, computer viruses, crypto-jacking, DDoS or other cyber attacks, acts of terrorism, vandalism or sabotage, power loss, telecommunications failures, fires, floods, earthquakes, hurricanes, tornadoes and similar events or any other type of loss or failure. The occurrence of any of these events or other unanticipated problems at these facilities could result in loss of data (including personal or payment card information), lengthy interruptions in the availability of our services and harm to our reputation and brand. While we have disaster recovery arrangements in place, they have been tested in only very limited circumstances and not during any large-scale or prolonged disasters or similar events.

The terms of our existing co-located data center agreements vary in length and expire on various dates through March 2028. Only some of our agreements with our co-located data centers provide us with options to renew under negotiated terms. We also have agreements with other critical infrastructure vendors which provide all of our facilities, including our data centers, with bandwidth, fiber optics and electrical power. None of these infrastructure vendors are under any obligation to continue to provide these services after the expiration of their respective agreements with us, nor are they obligated to renew the terms of those agreements. If we are unable to renew these agreements on commercially reasonable terms, or if the service providers close such facilities or cease providing such services, we may be required to transfer to a new service provider, which may cause us to incur costs and service interruptions.

In addition, our existing co-located data center agreements may not provide us with adequate time to transfer operations to a new facility in the event of a termination. If we were required to move our equipment to a new facility without adequate time to plan and prepare for such migration, we would face significant challenges due to the technical complexity, risk and high costs of the relocation. Any such migration could result in significant costs for us and may result in data loss and significant downtime for a significant number of our customers which could damage our reputation and brand, cause us to lose current customers or become unable to attract new customers and adversely affect our operating results and financial condition.

Our business is exposed to risks associated with credit card and other payment chargebacks, fraud and new payment methods.

A significant percentage of our revenue is processed through credit cards and other online payments. If our refunds or chargebacks increase, our processors could require us to create reserves, increase fees or terminate their contracts with us, which would have an adverse effect on our financial condition. Our failure to limit fraudulent transactions conducted on our websites, such as the fraudulent sale of domains on our aftermarket platform using stolen account credentials and credit card numbers, could increase the number of refunds we have to process and could also subject us to liability and adversely impact our reputation. Under credit card association rules, penalties may be imposed at the discretion of the association for inadequate fraud protection or excessive chargebacks. Any such potential penalties would be imposed on our credit card processor by the association. Under our contracts with our payment processors, we are required to reimburse them for such penalties. However, we face the risk that we may fail to maintain an adequate level of fraud protection or chargebacks and that one or more credit card associations or other processors may, at any time, assess penalties against us or terminate our ability to accept credit card payments or other forms of online payments from customers, which would have a material adverse effect on our business, financial condition and operating results. In addition, as we expand our presence in commerce through our GoDaddy Payments products and services, we face additional risks in payment processing due to customer screening, customer related fraud, hardware failures and servicing, manufacturing costs, the procurement of hardware parts and materials, and risks associated with the interface of our hardware products with third-party mobile devices.

We could also incur significant fines or lose our ability to give customers the option of using credit cards to pay for our products if we fail to follow payment card industry data security standards, even if there is no compromise of the cardholder information covered by these standards. Although we are in compliance with payment card industry data security standards, it is possible that evolving cybersecurity threats may impact our ability to protect cardholder data which could result in fines or could otherwise impact our financial condition, or certain of our products could be suspended, which would cause us to be unable to process payments using credit cards. If we are unable to accept credit card payments, our business, financial condition and operating results may be adversely affected.

In addition, we could be liable if there is a breach of the payment information we store. Online commerce and communications depend on the secure transmission of confidential information over public networks. Additionally, with the expansion of our offerings through GoDaddy Payments products and services, we face additional burdens in securing and transmitting payment information. We rely on encryption and authentication technology to authenticate and secure the transmission of confidential information, including cardholder information. However, we cannot ensure this technology will prevent breaches of the systems we use to protect cardholder information. Although we maintain network security insurance, we cannot be certain our coverage will be adequate for liabilities actually incurred or insurance will continue to be available to us on reasonable terms, or at all. In addition, some of our partners also collect or possess information about our customers, and we may be subject to litigation or our reputation may be harmed if our partners fail to protect our customers' information or if they use it in a manner inconsistent with our policies and practices. Data breaches can also occur as a result of non-technical issues. Under our contracts with our processors, if there is unauthorized access to, or disclosure of, credit card information we store, we could be liable to the credit card issuing banks for their cost of issuing new cards and related expenses.

Moreover, in the future we may explore accepting various forms of payment that may have higher fees and costs than our current payment methods. If our customers utilize alternative payment methods, our payment costs could increase and our operating results could be adversely impacted.

Financial Risks

Our quarterly and annual operating results may be adversely affected due to a variety of factors, which could make our future results difficult to predict and could cause our operating results to fall below investor or analyst expectations.

Our quarterly and annual operating results and key metrics have varied from period to period in the past, and may fluctuate in the future as a result of a number of factors, many of which are outside of our control, including, among other things:

- our ability to attract new customers and retain existing customers;
- the timing and success of introductions of new products;
- changes in the growth rate of small businesses and ventures;
- changes in renewal rates for our subscriptions and our ability to sell additional products to existing customers;

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- higher than expected refunds to our customers;
- the timing of revenue recognition relative to the recording of the related expense;
- any negative publicity or other actions which harm our brand;
- the timing of our marketing expenditures;
- the mix of products sold and our use of "freemium" promotions for those products;
- our ability to maintain a high level of personalized customer care and resulting customer satisfaction;
- competition in the market for our products;
- our ability to expand internationally;
- changes in foreign currency exchange rates;
- rapid technological change, frequent new product introductions and evolving industry standards;
- our ability to implement new financial and other administrative systems;
- actual or perceived cyber attacks, security breaches or other incidents;
- systems, data center and Internet failures, breaches and service interruptions;
- actions by foreign governments that reduce access to the Internet for their citizens;
- changes in U.S. or foreign regulations, such as the California Consumer Privacy Act (as amended by the California Privacy Rights Act, the CCPA), the E.U. General Data Protection Regulation (the GDPR) and, following the UK's withdrawal from the E.U., the UK General Data Protection Regulation (the UK GDPR), that could impact one or more of our product offerings or changes to regulatory bodies, such as ICANN, as well as increased regulation by governments or multi-governmental organizations, such as the International Telecommunication Union, a specialized agency of the United Nations or the E.U., that could affect our business and our industry;
- a delay in the authorization of new TLDs by ICANN or our ability to secure operator rights for new TLDs, both of which would impact the breadth of our customer offerings;
- any changes in industry rules restricting our ability to hold domains for sale on the aftermarket;
- shortcomings in, or misinterpretations of, our metrics and data which cause us to fail to anticipate or identify market trends;
- terminations of, disputes with, or material changes to our relationships with third-party partners, including referral sources, product partners and payment processors;
- reductions in the selling prices for our products;
- costs and integration issues associated with acquisitions we may make;
- changes in legislation affecting our collection of indirect taxes both in the U.S. and in foreign jurisdictions;
- changes in legislation affecting exposure to liability resulting from actions of our customers;
- increases in rates of failed sales on our aftermarket platform for transactions in which we act as the primary obligor, resulting in higher than expected domain portfolio assets;
- timing of expenses;
- macroeconomic conditions and the related impact on the worldwide economy, including the effects of inflation, deflation or a recession or other adverse economic conditions;
- threatened or actual litigation; and
- loss of key employees.

Any one of the factors above, or the cumulative effect of some of the factors referred to above, may result in significant fluctuations in our quarterly or annual operating results, including fluctuations in our key financial and operating metrics, our ability to forecast those results and our ability to achieve those forecasts. This variability and unpredictability could result in our failing to meet our revenue, bookings or operating results expectations or those of securities analysts or investors for any period. In addition, a portion of our operating expenses are fixed in nature and based on forecasted revenue and bookings trends.

Accordingly, in the event of revenue or bookings shortfalls, we may generally be unable to mitigate with commensurate reductions in operating expenses in the short term, which could adversely impact our operating results.

We may release guidance in our quarterly earnings conference calls, quarterly earnings releases, or otherwise, based on predictions by management, which are necessarily speculative in nature. Our guidance may vary materially from actual results for a variety of reasons. If our revenue, bookings or other operating results, or the rate of growth of our revenue, bookings or operating results, fall below the expectations of our investors or securities analysts, or below any forecasts or guidance we may provide to the market, or if the forecasts we provide to the market are below the expectations of analysts or investors, the price of our common stock could decline substantially. Such a stock price decline could occur even when we have met our own or other publicly stated financial forecasts. Our failure to meet our own or other publicly stated financial forecasts, or failure to meet securities analyst or investor expectations even when we meet our own forecasts, could cause our stock price to decline and expose us to lawsuits, including securities class action suits. Such litigation could impose substantial costs and divert management's attention and resources.

We may not be able to maintain profitability in the future.

We had net income of \$1,376 million, \$353 million and \$243 million for the years ended December 31, 2023, 2022 and 2021, respectively. While we have experienced revenue growth over these periods, we may not be able to sustain or increase our growth or maintain profitability in the future or on a consistent basis. We have in the past, and may in the future, experience lower growth rates in customer demand due to factors including inflation, foreign currency headwinds and other factors that may not be known to us at this time. We have incurred substantial expenses and expended significant resources to market, promote and sell our products. We also expect to continue to invest for future growth and to expand our product offerings. In addition, as a public company, we expect to continue to incur significant accounting, legal and other expenses in the future. Furthermore, we have incurred in recent periods, and may incur in future periods, large expenses which are not recurring, but which nonetheless negatively impact our operating results.

As a result of our increased expenditures, we have needed and expect to continue to need to generate and sustain increased revenue to maintain future profitability. Maintaining profitability will also require that we manage our cost structure and avoid significant liabilities. In the future, our revenue growth may slow or decline, or we may incur significant losses for any reason, including deteriorating general macroeconomic conditions, increased competition, a decrease in the growth of the markets in which we operate or have business, or if we fail for any reason to continue to capitalize on growth opportunities. Additionally, we may encounter unforeseen operating expenses, difficulties, complications, delays and other unknown factors that may result in losses in future periods. If these losses exceed our expectations or our revenue growth expectations are not met in future periods, our financial performance will be harmed and our stock price could be volatile or decline.

We may need additional equity, debt or other financing in the future, which we may not be able to obtain on acceptable terms, or at all, and any additional financing may result in restrictions on our operations or substantial dilution to our stockholders.

We may need to raise funds in the future to, among other things, develop new technologies, expand our business, respond to competitive pressures, refinance our existing indebtedness and make acquisitions or other strategic arrangements. We may try to raise additional funds through public or private financings, strategic relationships or other arrangements or by refinancing our existing indebtedness.

Our ability to obtain any financing will depend on a number of factors, such as market conditions, our operating performance, investor interest and, in the case of debt financing, our then-current debt levels, expected debt amortization, interest rates and our credit rating. Volatility in the credit markets, including the U.S. Federal Reserve Bank's actions and implementation of higher interest rates to combat inflation in the U.S., may have an adverse effect on our ability to obtain debt financing. Our credit rating may also be affected by our liquidity, financial results, economic risk or other factors, which may increase the cost of future financings. Any additional financing may not be available to us on acceptable terms or at all. If financing is not available, we may be required to reduce expenditures, including curtailing our growth strategies, forgoing acquisitions or reducing our product development efforts. If we succeed in raising additional funds through the issuance of equity or equity-linked securities, then existing stockholders could experience substantial dilution. If we raise additional funds through the issuance of debt securities or preferred stock, these new securities would have rights, preferences and privileges senior to those of the holders of our Class A common stock. In addition, any such issuance could subject us to restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital, respond to competitive pressures and pursue business opportunities, including potential acquisitions. Further, to the extent we incur additional indebtedness or such other obligations, the risks associated with our significant debt described below, including our

possible inability to service our debt, would increase. Additionally, events and circumstances may occur that would cause us to not be able to satisfy applicable draw-down conditions and utilize our revolving line of credit. Although the agreements governing our indebtedness contain restrictions on our incurrence of additional indebtedness and entry into certain types of other transactions, these restrictions are subject to a number of qualifications and exceptions, and we may choose to amend such agreements and the applicable restrictions from time to time (with the consent of the requisite lenders or holders), which may allow us to incur additional indebtedness that could be substantial.

Because we are generally required to recognize revenue for our products over the term of the applicable agreement, changes in our sales may not be immediately reflected in our operating results.

As described in Note 2 to our audited financial statements, we generally recognize revenue from our customers ratably over the respective terms of their subscriptions in accordance with generally accepted accounting principles in the U.S. (GAAP). Our subscriptions can range from monthly terms to multi-annual terms of up to ten years, depending on the product. Accordingly, increases in sales during a particular period do not translate into immediate, proportional increases in revenue during such period, and a substantial portion of the revenue we recognize during a quarter is derived from deferred revenue from customer subscriptions we entered into during previous quarters. As a result, our margins may suffer despite substantial sales activity during a particular period, because GAAP does not permit us to recognize all of the revenue from our sales immediately. Conversely, a decline in new or renewed subscriptions in any one quarter may not be reflected in our revenue for that quarter and the existence of substantial deferred revenue may prevent deteriorating sales activity from becoming immediately observable in our statements of operations. In addition, we may not be able to adjust spending in a timely manner to compensate for any unexpected sales shortfall, and any significant shortfall relative to planned expenditures could negatively impact our business and results of operations.

Unanticipated changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our operating results and financial condition.

We are subject to income taxes in the U.S. and various foreign jurisdictions, and our domestic and international tax liabilities will be subject to the allocation of expenses in differing jurisdictions. Significant judgment is required in determining our global provision for income taxes, deferred tax assets (DTAs) or liabilities (DTLs) and in evaluating our tax positions worldwide. While we believe our tax positions are consistent with the tax laws in the jurisdictions in which we conduct our business, it is possible these positions may be contested or overturned by jurisdictional tax authorities, which may have a significant impact on our global provision for income taxes. Tax laws are dynamic and subject to change as new laws are passed and new interpretations of existing laws are issued or applied. Numerous countries have agreed to a statement in support of the Organization for Economic Co-operation and Development (OECD) model rules that propose a global minimum tax rate of 15% for companies with revenue above €750 million, calculated on a country-by-country basis, and E.U. member states have agreed to implement the global minimum tax. Certain countries have enacted or are expected to enact legislation to be effective in 2024, with widespread implementation of a global minimum tax expected by 2025. We are unable to predict when and how such rules will be enacted into law in these countries; however, it is possible that the implementation of relevant legislation could have a material effect on our liability for taxes. We will continue to monitor pending legislation and implementation by individual countries and evaluate the potential impact on our business in future periods.

Our future effective tax rates could be subject to volatility or adversely affected by several factors, including:

- changes in the valuation of our DTAs and DTLs;
- expected timing and amount of the release of any tax valuation allowances;
- tax effects of equity-based compensation;
- costs related to intercompany restructurings;
- changes in tax laws, regulations or interpretations thereof; and
- future earnings being lower than anticipated in countries where we have lower statutory tax rates and higher than anticipated earnings in countries where we have higher statutory tax rates.

In addition, we may be subject to audits of our income, sales and other transaction taxes by federal and state and foreign tax authorities. Outcomes from these audits could have an adverse effect on our operating results and financial condition.

Under certain tax receivable agreements, we will not be reimbursed for any payments made to our pre-IPO owners in the event any related tax benefits are later disallowed, or if sufficient profitability to utilize the related tax savings is not achieved.

We entered into certain Tax Receivable Agreements (TRAs) with our pre-IPO owners. Subsequently, we entered into settlement and release agreements with respect to these TRAs (TRA Settlement Agreements), pursuant to which we settled all liabilities under the TRAs in exchange for aggregate payments totaling \$850.0 million. If the Internal Revenue Service challenges the tax basis or net operating losses (NOLs) giving rise to payments under the TRAs, and the tax basis or NOLs are subsequently disallowed, the recipients of payments under those agreements will not reimburse us for any payments previously made to them under the TRA Settlement Agreements. Also, if we cannot achieve sufficient profitability in future periods, we will be unable to fully utilize the anticipated tax savings. Any such disallowance of estimated future tax reductions or failure to achieve anticipated tax savings could have a substantial negative impact on our liquidity and limit our ability to invest further in our business, including our ability to pursue future acquisition opportunities and share repurchases.

Our level of indebtedness could adversely affect our financial condition, our ability to raise additional capital to fund our operations, our ability to operate our business and our ability to react to changes in the economy or our industry, as well as divert our cash flow from operations for debt payments and prevent us from meeting our debt obligations.

We have a significant amount of indebtedness, including our Credit Facility and Senior Notes. Our level of indebtedness could have a material adverse effect on our business and financial condition, including:

- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flow to fund our operations and capital expenditures and pursue future business opportunities;
- increasing our vulnerability to adverse economic, industry or competitive developments;
- exposing us to increased interest expense, as our degree of leverage may cause the interest rates of any future indebtedness, whether fixed or floating rate interest, to be higher than they would be otherwise;
- exposing us to the risk of increased interest rates because certain of our indebtedness bears interest at variable rates;
- creating a risk of foreclosure if we default on our indebtedness and are unable to pay any accelerated obligations;
- making it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants, could result in a default accelerating our obligations to repay indebtedness;
- restricting us from making strategic acquisitions and/or redeeming or repurchasing shares of our capital stock;
- limiting our ability to obtain additional financing for working capital, capital expenditures, product development, satisfaction of debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who may be better positioned to take advantage of opportunities our leverage prevents us from exploiting.

We may incur significant additional indebtedness in the future. Although the agreements governing our indebtedness contain restrictions on our incurrence of additional indebtedness and entry into certain types of other transactions, these restrictions are subject to a number of qualifications and exceptions, and, from time to time, we may choose to amend such agreements and the applicable restrictions (with the consent of the requisite parties thereto), which may allow us to incur additional indebtedness, which could be substantial. In addition, these restrictions also do not prevent us from incurring certain obligations, such as trade payables.

The agreements governing our indebtedness impose significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities and making payments on our indebtedness.

The agreements governing our indebtedness, including our Credit Facility and the Senior Notes, impose significant operating and financial restrictions on us. These restrictions limit the ability of our subsidiaries, and effectively place restrictions on our ability to, among other things:

- incur or guarantee additional debt or issue disqualified equity interests;

- pay dividends and make other distributions on, or redeem or repurchase, capital stock;
- prepay, redeem or repurchase certain junior debt;
- make certain investments;
- incur certain liens;
- enter into transactions with affiliates;
- merge, consolidate or make certain other fundamental changes;
- enter into agreements restricting the ability of restricted subsidiaries to make certain intercompany dividends, distributions, payments or transfers; and
- transfer or sell assets.

In addition, our Credit Facility requires us to comply with a specified leverage ratio under certain circumstances. Our ability to comply with these provisions may be affected by events beyond our control, and these provisions could limit our ability to plan for or react to market conditions, meet capital needs or otherwise conduct our business.

As a result of the restrictions described above, we may be limited as to how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. In addition, the terms of any future indebtedness we may incur could include additional restrictive covenants. There can be no assurance that we will be able to comply with current or additional covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the applicable lenders or holders or amend the covenants. Our failure to comply with current or future restrictive covenants or other current or future terms of indebtedness could result in a default, which, if not cured or waived, could result in our being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms or are unable to refinance these borrowings, our results of operations and financial condition could be adversely affected.

Our ability to make interest payments on our indebtedness, repay such indebtedness at maturity and pay our other expenses, tax liabilities and dividends (if and when declared by our board of directors) will depend on our cash flow from operations and our compliance with the agreements governing our indebtedness.

Economic, financial, competitive, legislative, regulatory and other factors, many of which are beyond our control, may have an adverse effect on our future operating performance and cash flows, which could adversely affect our ability to service our indebtedness and repay such indebtedness at maturity. If we do not generate sufficient cash to service our indebtedness and repay such indebtedness at maturity, we may have to undertake alternative financing plans, such as refinancing or restructuring our debt, selling assets, reducing or delaying capital investments or seeking to raise additional capital. Our ability to restructure or refinance our debt will depend on the credit or capital markets and our financial condition at such time. Any refinancing of our debt could result in higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. Global economic conditions have in the past resulted in the actual or perceived failure or financial difficulties of many financial institutions. As such, it may be difficult to find other sources of capital if needed. The terms of the agreements governing our indebtedness or any such future agreements we may enter into may restrict us from adopting some of these alternatives. In addition, any failure to make scheduled payments on our indebtedness would likely result in a reduction of our credit rating, which could harm our ability to access additional capital on commercially reasonable terms or at all.

We conduct operations worldwide through subsidiaries in various jurisdictions. Each of our subsidiaries is a distinct legal entity and may be subject to legal or contractual restrictions limiting their ability to make distributions to us, which could negatively affect our ability to make interest payments on our indebtedness, repay such indebtedness at maturity and pay our other expenses, tax liabilities and dividends (if and when declared by our board of directors). For example, our restricted subsidiaries may be able to incur encumbrances containing restrictions on their ability to pay dividends or make other intercompany payments to us. In the event we do not receive sufficient cash from our subsidiaries, we will be unable to make required payments on our indebtedness, satisfy our other expenses and tax liabilities and fund our operations, which would materially adversely affect our business, financial condition, results of operations and cash flows. In addition, if we repatriate funds from our international subsidiaries, we may be subject to a higher effective tax rate, which could negatively affect our results of operations and financial condition.

In the event of a default under our Credit Facility, our Senior Notes or any future agreements governing our indebtedness and our failure to obtain a waiver of such default, our lenders or note holders could exercise their right to declare all the funds

borrowed thereunder to be due and payable, together with accrued and unpaid interest, which could have a negative impact on our ability to operate our business. In addition, the lenders under our Credit Facility could also elect to terminate their commitments, cease making further loans and institute foreclosure proceedings, and we may, as a result, seek protection under the U.S. bankruptcy code.

We may be required to repurchase the Senior Notes and the maturity of our Credit Facility may be accelerated upon a change of control triggering event.

Holders of the Senior Notes can require us to repurchase the Senior Notes upon a change of control of our company. Our ability to repurchase the Senior Notes may be limited by law or the terms of other agreements relating to our indebtedness. In addition, we may not have sufficient funds to repurchase the Senior Notes or have the ability to arrange necessary financing on acceptable terms, if at all. A change of control of our company may also constitute a default under, or result in the acceleration of the maturity of, our other then-existing indebtedness, including our Credit Facility. Our failure to repurchase the Senior Notes would result in a default under the Senior Notes, which may result in the acceleration of the Senior Notes and other then-existing indebtedness, including our Credit Facility. We may not have sufficient funds to make any payments triggered by such acceleration, which could result in foreclosure proceedings and our seeking protection under the U.S. bankruptcy code.

Legal and Regulatory Risks

Laws, regulations, policies or claims concerning the domain name registration system and the Internet in general, and industry reactions to those policies or claims, may cause instability in the industry and disrupt our business.

ICANN is a multi-stakeholder, private sector, not-for-profit corporation formed in 1998 for the express purposes of overseeing a number of Internet related tasks, including managing the DNS allocation of IP addresses, accreditation of domain name registrars and registries and the definition and coordination of policy development for these functions. We are accredited by ICANN as a domain name registrar and thus our ability to offer domain name registration products is subject to our ongoing relationship with, and accreditation by, ICANN. Further, our generic top-level domain registry business is based on contracts with ICANN, per TLD, and therefore, is subject to existing requirements and any changes to those requirements made in those contracts. ICANN has been subject to strict scrutiny by the public and governments around the world, as well as multi-governmental organizations such as the United Nations, with many of those bodies becoming increasingly interested in Internet governance. If ICANN is not seen as adequately responsive to stakeholder concerns, governments around the world may decide to implement regulatory frameworks independent of ICANN, leading to a fragmentation of the domain name registration system, which could negatively affect our operations and financial results.

Additionally, we continue to face the following possibilities:

- the structure and accountability mechanisms contained in the Bylaws for ICANN, as amended on November 17, 2023, are not fully tested, which may result in ICANN not being accountable to its stakeholders and unable to make, implement or enforce its policies;
- the Internet community, key commercial industry participants, the U.S. government or other governments may (i) refuse to recognize ICANN's authority or support its policies, (ii) attempt to exert pressure on ICANN, or (iii) enact laws in conflict with ICANN's policies, each of which could create instability in the domain name registration system;
- governments, via ICANN's Governmental Advisory Committee (GAC), may seek greater influence over ICANN policies and contracts with registrars and may advocate changes that may adversely affect our business;
- the terms of the Registrar Accreditation Agreement (RAA) under which we are accredited as a registrar or the Registry Agreement (RA) under which we are accredited as a registry, could change in ways that are disadvantageous to us or under certain circumstances could be terminated by ICANN, thereby preventing us from operating our registrar or registry service, or ICANN could adopt unilateral changes to the RAA or RA that are unfavorable to us, that are inconsistent with our current or future plans, or that affect our competitive position;
- international regulatory or governing bodies, such as the International Telecommunication Union, a specialized agency of the United Nations, or the E.U., may gain increased influence over the management and regulation of the domain name registration system, leading to increased regulation in areas such as taxation, privacy, data protection, cybersecurity and the monitoring of our customers' hosted content;

- ICANN or any TLD operators may implement policy changes impacting our ability to run our current business practices throughout the various stages of the lifecycle of a domain name;
- the U.S. Congress or other legislative bodies in the U.S. could take action unfavorable to us, influencing customers to move their business from our products to those located outside the U.S.;
- the U.S. Congress or other legislative bodies in the U.S. could adopt regulations that are in direct conflict with other jurisdictions (e.g., the E.U.), which could fragment our platform and product offerings;
- the U.S. Congress or other legislative bodies in the U.S. or in other countries could adopt laws that erode the safe harbors from third-party liability in the CDA (Section 230) and the Digital Millennium Copyright Act;
- ICANN could fail to maintain its role, potentially resulting in instability in DNS services administration and operation;
- our business as a vertically integrated operation of a registrar and registry could lead to increased regulatory scrutiny;
- ICANN, TLD operators, governments and governmental authorities may impose requirements for verification of domain name registrant information that are inconsistent with our current business practices or that result in inconsistency among industry participants, including but not limited to changes under the E.U. NIS2 Directive;
- ICANN, TLD operators, governments and governmental authorities may impose requirements for, or prohibit, the registration of domain names containing certain words or phrases;
- some governments and governmental authorities outside the U.S. have in the past disagreed, and may in the future disagree, with the actions, policies or programs of ICANN and TLD operators relating to the DNS, which could fragment the single, unitary Internet into a loosely-connected group of one or more networks, each with different rules, policies and operating protocols;
- multi-party review panels established by ICANN's bylaws may take positions unfavorable to our business; and
- changes in ICANN leadership could introduce uncertainty that could delay or postpone programs, such as the next round of new generic TLD (gTLD) applications, and that could have a material impact on our business.

If any of these events occur, they could create instability in the domain name registration system and may make it difficult for us to continue to offer existing products and introduce new products, or serve customers in certain international markets. These events could also disrupt or suspend portions of our domain name registration product and subject us to additional restrictions on how the registrar and registry products businesses are conducted, which would result in reduced revenue.

In addition, due to changes in privacy and data protection laws and regulations around the world, ICANN and its stakeholders have modified their policies, procedures and contracts related to how registrars collect, store, transmit, publish or otherwise process the personal information of domain name registrants in publicly accessible WHOIS directories. We continue to work with ICANN and our industry counterparts to reconcile conflicts and inconsistencies with such laws and regulations. If ICANN is unable to maintain policies, procedures and contracts consistent with applicable privacy and data protection laws and regulations, our efforts to comply with applicable laws may cause us to violate our existing ICANN contractual obligations. As a result, we could experience difficulties in selling domain name registrations and keeping our existing customer domain names under management, which could have a material adverse effect on our operations and revenue.

ICANN periodically authorizes the introduction of new TLDs. A delay in access to new TLDs could adversely impact our business, results of operations and reputation.

ICANN has periodically authorized the introduction of new TLDs and made domain names related to them available for registration. In 2012, ICANN significantly expanded the number of gTLDs through the first application round of the Expansion Program. This resulted in the delegation of new gTLDs in 2014. ICANN has introduced a new gTLD program, Next Round, which is expected to open in April 2026 upon completion of the policy implementation work.

Our competitive position depends in part on our ability to gain access to these new TLDs. A significant portion of our business relies on our ability to sell domain name registrations to our customers, and any limitations on our access to newly created TLDs could adversely impact our ability to sell domain name registrations to customers, and thus could adversely impact our business. Furthermore, GoDaddy Registry is also impacted by delays of future gTLD application rounds. Although we expect to continue to sell and pursue operator rights for new gTLDs as they are introduced, our ability to obtain these rights, gain

contracts to provide backend registry services, or sell new domain name registrations to our customers may be adversely impacted if the Expansion Program does not continue, or if, when continued, we are unable to obtain these rights or gain these contracts our business and the financial and operational aspects of our business may be harmed. In addition, if the Next Round is delayed as a result of the timing of the policy implementation work, or is not opened in the future at all, the reputation of the industry and our business and the financial and operational aspects of our business may be harmed.

The relevant domain name registry and ICANN impose a charge upon each registrar for the administration of each domain name registration. If these fees increase, it would have a significant impact upon our operating results.

Each registry typically imposes a fee in association with the registration of a domain name. For example, VeriSign, the registry for .com and .net, has a current annual list price of \$10.26 for each .com registration, and ICANN currently annually charges \$0.18 for most domain names registered in the gTLDs within its purview. In addition, VeriSign, which operates the .com and .net gTLDs under registry agreements with ICANN and, with respect to the .com gTLD, a Cooperative Agreement with the U.S. Department of Commerce, has previously been given the right to annually increase prices, subject to certain limitations, and has done so in recent years, including to the current list price of \$10.26. If fees continue to increase, costs to our customers could become higher, which could have an adverse impact on our results of operations. We have no control over ICANN, VeriSign or other domain name registries and cannot predict their future fee structures.

While we do not currently do so, we have the discretion to impose service fees on our customers in the future. In addition, pricing of new gTLDs is generally not set or controlled by ICANN, which in certain instances has resulted in aggressive price increases on certain particularly successful new gTLDs. The increase in these fees with respect to any new gTLD either must be included in the prices we charge to our customers, imposed as a surcharge or absorbed by us. If we absorb such cost increases or if surcharges result in decreases in domain registrations, our business, operating results and financial performance may be adversely affected.

We are subject to governmental regulation and other legal obligations related to, among other things, privacy, data protection, cybersecurity and content moderation. Our failure to comply with these or any future laws, regulations or obligations could subject us to sanctions and damages and could harm our reputation and business.

We collect, receive, store, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, share and otherwise process personal, sensitive, proprietary and confidential information necessary to provide our products and services, to operate our business, for legal and marketing purposes, and for other business-related purposes. As such, we are subject to laws and regulations in the U.S. and internationally relating to privacy, data protection, cybersecurity and content moderation. These laws and regulations may be interpreted and applied inconsistently from one jurisdiction to another and may conflict with one another, with other regulatory requirements, or with our own internal policies and procedures. Any failure or perceived failure by us to comply with U.S. or international laws and regulations (or our own internal policies and procedures, including those based on industry standards) may result in governmental enforcement actions, litigation, fines and penalties, reputational harm and could cause our customers to lose trust in us, which could have an adverse effect on our business.

The regulatory environment applicable to the processing of personal information, and our actions taken in response, may cause us to assume additional liabilities or incur additional costs and could result in our business, operating results and financial condition being harmed. Additionally, we and our customers may face enforcement actions by data protection authorities. Any such enforcement actions could result in substantial costs, a diversion of resources, and a distraction of management's and technical personnel's time and attention, each of which could negatively affect our business, operating results and financial condition. For example, the GDPR and the UK GDPR have broad extraterritorial effects on companies established outside the European Economic Area (EEA), with stringent requirements for processors and controllers of personal data. Non-compliance with the GDPR and the UK GDPR can trigger fines of up to the greater of €20 million (or GBP 17.5 million under the UK GDPR) or 4% of global annual revenues. While the GDPR and the UK GDPR remain substantially similar for the time being, the UK government has announced that it is seeking to chart its own path on data protection and reform its relevant laws, including in ways that may differ from the GDPR. In the U.S., at the federal level, we are subject to, among other things, various rules and regulations, including those promulgated under the authority of the FTC, which regulates unfair or deceptive acts or practices (including with respect to privacy, data protection and cybersecurity), and the U.S. Congress is also considering, and may in the future consider, various proposals for privacy, data protection and cybersecurity legislation and regulation. At the state level, the CCPA provides California residents with certain individual privacy rights and imposes privacy, data protection and cybersecurity obligations on covered companies, and a number of other states have enacted or are considering enacting, their own comprehensive privacy, data protection and cybersecurity laws. Additionally, laws in all 50 U.S. states require businesses to

provide notice under certain circumstances to consumers whose personal information has been disclosed as a result of a cyber attack, security breach or other cybersecurity incident.

Global developments in privacy, data protection, cybersecurity and content moderation regulation have changed and may continue to change some of the ways in which we, our sellers, our vendors and other third parties collect, store, transmit, or otherwise process personal, sensitive, proprietary or confidential information. These regulations have also created and will continue to create additional compliance obligations for us and our sellers, vendors, and other third parties. New cybersecurity laws and regulations may require us to incur additional costs and may negatively impact our business operations. For example, the E.U. member states are in the process of fully transposing into their respective national laws the NIS2 Directive, which concerns the cybersecurity of certain critical infrastructure sectors, including digital infrastructure. The particular requirements of the NIS2 Directive are uncertain but are expected to impose additional cybersecurity and other obligations on entities providing a variety of internet-related services, including those not established within the E.U., such as GoDaddy. These new regulatory requirements may result in our incurring significant additional costs to comply. Certain of these new regulations are expected to apply directly to GoDaddy and to our customers and vendors each of whom may be required, or may attempt to pass through certain compliance obligations to GoDaddy. Any failure to comply could result in fines and negative publicity, which could cause reputational harm and damage to our business, or termination of agreements with regulated customers and vendors.

In addition, on October 19, 2022, the E.U. published the Digital Services Act (DSA) in its Official Journal. The DSA imposes new content moderation and notice obligations, advertising restrictions and other requirements on digital intermediaries, including providers of intermediary services, hosting services and online platforms, which cover certain products and services provided by GoDaddy and its affiliate brands operating within the E.U. Companies governed by the DSA were required to comply with its provisions beginning in the first quarter of 2024. Non-compliance with the DSA could result in fines of up to 6% of global annual revenues. In addition, we could be subject to litigation, enforcement actions or other claims alleging non-compliance with the DSA.

If our privacy, data protection or cybersecurity measures fail to comply with current or future laws, regulations, policies, legal obligations or industry standards, or are perceived to have done so, we have in the past been, and may be in the future, subject to litigation and/or regulatory investigations, and may incur fines or other liabilities, as well as negative publicity and a potential loss of business. Moreover, if future laws, regulations, other legal obligations or industry standards, or any changed interpretations of the foregoing, limit our customers' ability to collect, store, transmit, or otherwise process personal, sensitive, proprietary and confidential information, including payment card information, or our ability to collect, store, transmit, or otherwise process such information, demand for our products could decrease, our costs could increase and our business, operating results and financial condition could be harmed.

We are subject to governmental regulation and other legal obligations related to international transfers of personal data. Our failure to comply with these or any future laws, regulations or obligations could subject us to sanctions and damages and could harm our reputation and business.

Certain jurisdictions regulate international transfers of personal data. We have established processes for making data transfers consistent with the laws in the jurisdictions in which we operate. We use Data Processing Addendums or other similar agreements for certain transfers of personal data from the E.U./EEA to other countries when required, including for transfers to the U.S. In addition, several of our companies also have self-certified their compliance with the E.U.-U.S. Data Privacy Framework, the U.K. Extension to the E.U.-U.S. Data Privacy Framework, and the Swiss-U.S. Data Privacy Framework relating to transfers of personal data from those jurisdictions.

Notwithstanding the measures described above relating to personal data transfers from the E.U./EEA to other countries (as well as measures we undertake to comply with the data transfer rules of the other jurisdictions where we operate), we may be unable to maintain appropriate means for our international transfer and receipt of personal data, including personal data from the E.U./EEA. Such means, including the E.U.-U.S. Data Privacy Framework, are subject to legal challenges and ultimately may be invalidated by the Court of Justice of the E.U. or other competent authorities. We may, in addition to other impacts, experience additional costs associated with increased compliance burdens, and we and our customers face the potential for regulators in various countries to apply different standards to the transfer of personal data from their country to other countries, and to block, or require ad hoc verification of measures taken with respect to certain data flows. We also may experience reluctance or refusal by current or prospective customers to use our products due to concerns over international data transfers, and we may find it necessary or desirable to make further changes to our handling of personal data of certain customers, including customers in the E.U./EEA.

The UK's exit from the E.U. in January 2020 has created uncertainty regarding the regulation of data protection in the UK, including regulation of data transfers to and from the U.K. In June 2021, the European Commission adopted an adequacy decision for data transfers from the E.U. to the UK. Nevertheless, this adequacy decision may be revisited and it remains to be seen how the UK's withdrawal from the E.U. will impact the manner in which UK data protection laws or regulations will develop and how data transfers to and from the UK will be regulated and enforced by the UK Information Commissioner's Office, E.U. data protection authorities or other regulatory bodies in the longer term.

Moreover, jurisdictions where we do business, including India, require (or may in the future require) that certain data be maintained only in that jurisdiction or at least require a copy of the data be maintained in that jurisdiction. Such data localization laws and regulations may increase our overall data center operating costs by requiring duplicative local facilities, network infrastructure and personnel, and may increase the resources required to process governmental requests for access to such data. This may also increase our exposure to government requests for censorship and to data breaches in general. We continue to explore strategies to limit such risks, but cannot guarantee that our efforts will be successful.

If our privacy or cybersecurity measures fail to comply with current or future laws, regulations, policies, legal obligations or industry standards, or are perceived to have done so, we have in the past been, and may be in the future be, subject to litigation and/or regulatory investigations (including the FTC investigation discussed above), and may incur fines or other liabilities, as well as negative publicity and a potential loss of business. Moreover, if future laws, regulations, other legal obligations or industry standards, or any changed interpretations of the foregoing, limit our customers' ability to use and share personal information, including payment card information, or our ability to store, process and share such personal information or other data, demand for our products could decrease, our costs could increase and our business, operating results and financial condition could be harmed.

Activities of customers or the content of their websites could damage our reputation and brand or harm our business and financial results.

As a result of the products and services we offer, we may be subject to liability and negative publicity due to our customers' activities on or in connection with their domain names, their websites or the data they store on our servers. In addition, as we expand our social media management and professional web services, we may be subject to liability for content we create on behalf of our customers. Although our terms of service prohibit the illegal use of our products by our customers and permit us to take down or suspend websites or take other appropriate actions in response to illegal uses (among other reasons), customers may nonetheless engage in prohibited activities or upload or store content on our products in violation of applicable law, our agreement or policies, or the customer's own policies, which could subject us to liability. Furthermore, our reputation and brand may be negatively impacted by customer actions and website content that are deemed hostile, offensive or inappropriate. We do not proactively monitor or review the appropriateness of the domain names our customers register or the content of their websites, and we do not have control over customer activities. The safeguards we have in place may not be sufficient to avoid harm to our reputation and brand, especially if such hostile, offensive or inappropriate customer content is high profile or misinterpreted as content supplied by us.

Several U.S. federal statutes may apply to us with respect to various activities of our customers, including:

- *The Anti-Cybersquatting Consumer Protection Act (ACPA)* provides recourse for trademark owners against cybersquatters. Under the safe harbor provisions of the ACPA, domain name registrars are shielded from liability in many circumstances, including cybersquatting, although the safe harbor provisions may not apply if our activities are deemed outside the scope of registrar functions.
- *The Digital Millennium Copyright Act (DMCA)* provides recourse for owners of copyrighted material whose rights under U.S. copyright law have been infringed on the Internet. The safe harbor provisions of the DMCA, however, shield Internet service providers and other intermediaries from direct or indirect liability for copyright infringement, provided that we follow the procedures for handling copyright infringement claims set forth in the DMCA. These include expeditiously removing or disabling access to the allegedly infringing material upon the receipt of a proper notice from, or on behalf of, a copyright owner alleging infringement of copyrighted material located on websites we host.
- *The Communication Decency Act (CDA)* generally protects Internet service providers that do not create or develop website content posted by customers from liability for certain activities of customers through regulation of Internet content unrelated to intellectual property. Under the CDA, we are generally not responsible for the customer-created content hosted on our servers and thus are generally immunized from liability for torts arising from, for example, the

posting of defamatory or obscene content. As we increasingly create content for our customers, we may not be able to rely on such safe harbors, and we may be held liable for such content under the DMCA and the CDA.

Notwithstanding the exculpatory language of these bodies of law, the activities of our customers have resulted in, and may in the future result in, threatened or actual litigation against us. Although the ACPA, DMCA, CDA and relevant U.S. case law have generally shielded us from liability for customer activities to date, court rulings in pending or future litigation or future regulatory or legislative amendments may narrow the scope of protection afforded us under these laws. Additionally, neither the DMCA nor the CDA generally apply to claims of trademark violations, and thus they may be inapplicable to many of the claims asserted against our company. Furthermore, there have been, and continue to be, various Congressional and executive efforts to remove or restrict the scope of the protections available under Section 230 of the CDA, which if successful could decrease our current protections from liability for third-party content and increase our litigation costs.

In addition, other bodies of law, including state criminal laws, may be deemed to apply or new statutes or regulations may be adopted in the future, any of which could expose us to further liability and increase our costs of doing business. If such claims are successful, our business and operating results could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business and operating results. For example, the Stop Enabling Sex Traffickers Act and the Allow States and Victims to Fight Online Sex Trafficking Act may limit the immunity previously available to us under the CDA, which could subject us to investigations or penalties if our customers' activities are deemed illegal or inappropriate. In addition, the DSA, a package of legislation intended to update the liability and safety rules for digital platforms, products and services, could negatively impact the scope of the limited immunity provided by the E-Commerce Directive in the E.U.

Our business depends on our customers' continued and unimpeded access to the Internet and the development and maintenance of Internet infrastructure. Internet access providers may be able to block, degrade or charge for access to certain of our products, which could lead to additional expenses and the loss of customers.

Our products depend on the ability of our customers to access the Internet. Currently, this access is provided by companies having significant market power in the broadband and Internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies and government-owned service providers. Some of these providers can take measures including legal actions, which could degrade, disrupt or increase the cost of user access to certain of our products by restricting or prohibiting the use of their infrastructure to support our offerings, charging increased fees to our users to provide our offerings, or regulating online speech. In some jurisdictions, such as China, our products and services may be subject to government-initiated restrictions, fees or blockages. Such interference could result in a loss of existing users, advertisers and goodwill or increased costs, or could impair our ability to attract new users, thereby harming our revenue and growth. Moreover, the adoption of any laws or regulations adversely affecting the growth, popularity or use of the Internet, including laws impacting Internet neutrality, could decrease the demand for our products and increase our operating costs. The legislative and regulatory landscape regarding the regulation of the Internet and, in particular, Internet neutrality, in the U.S. is subject to uncertainty.

To the extent any laws, regulations or rulings permit Internet service providers to charge some users higher rates than others for the delivery of their content, Internet service providers could attempt to use such laws, regulations or rulings to impose higher fees or deliver our content with less speed, reliability or otherwise on a non-neutral basis as compared to other market participants, and our business could be adversely impacted. Internationally, government regulation concerning the Internet, and in particular, network neutrality, may be developing or non-existent. Within such a regulatory environment, we could experience discriminatory or anti-competitive practices impeding both our and our customers' domestic and international growth, increasing our costs or adversely affecting our business. Additional changes in the legislative and regulatory landscape regarding Internet neutrality, or otherwise regarding the regulation of the Internet, could harm our business, operating results and financial condition.

Our business could be affected by new governmental regulations regarding the Internet.

The legal and regulatory environment relating to the Internet is uncertain, and governments may impose regulation in the future. New laws may be passed, courts may issue decisions affecting the Internet, existing but previously inapplicable or unenforced laws may be deemed to apply to the Internet or regulatory agencies may begin to more rigorously enforce such formerly unenforced laws, or existing legal safe harbors may be narrowed, both by U.S. federal or state governments and by governments of foreign jurisdictions. The adoption of any new laws or regulations, or the narrowing of any safe harbors, could hinder growth in the use of the Internet and online services generally, and decrease acceptance of the Internet and online services

as a means of communications, e-commerce and advertising. In addition, such changes in laws could increase our costs of doing business or prevent us from delivering our services over the Internet or in specific jurisdictions, which could harm our business and our results of operations.

From time to time, we are involved in lawsuits, including class action lawsuits, which are expensive and time consuming and could adversely affect our business, financial condition and results of operations.

In addition to intellectual property claims, we are also involved in other types of litigation and claims, including claims relating to commercial disputes, consumer protection and employment, such as harassment. For example, we have faced and may continue to face in the future, claims related to the Fair Labor Standards Act, the Telephone Consumer Protection Act, and the Americans with Disabilities Act (and similar federal, state and international consumer protection statutes, including the Brazil Consumer Protection Code). We have also been involved in putative class action lawsuits, including lawsuits alleging violations of the Telephone Consumer Protection Act. Class action plaintiffs in particular often seek substantial statutory damages and attorneys' fees, and demand changes to our products, features or business practices. Although the results of any such current or future litigation, regardless of the underlying nature of the claims, cannot be predicted with certainty, the final outcome of any current or future claims or lawsuits we face could adversely affect our business, financial condition and results of operations. Any negative outcome from claims or litigation, including settlements, could result in payment of substantial monetary damages or fines, attorneys' fees or costly and significant and undesirable changes to our products, features, marketing efforts or business practices. As we have expanded our international business, we have experienced an increase in litigation occurring outside of the U.S., due in part to consumer-friendly laws and regulations in certain countries and legal systems with limited experience with claims related to the domain industry. Defending such litigation is costly and time consuming. The outcome of such litigation may not be the same as similar litigation in the U.S., which may have an adverse effect on our business, financial condition and results of operations. Further, claims or litigation brought against our customers or business partners may subject us to indemnification obligations or obligations to refund fees to, and adversely affect our relationships with, our customers or business partners. Such indemnification or refund obligations or litigation judgments or settlements that result in the payment of substantial monetary damages, fines and attorneys' fees may not be sufficiently covered by our insurance policies, if at all.

In addition, during the course of any litigation, regardless of its nature, there could be public announcements of the results of hearings, motions, preliminary rulings or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantially adverse effect on the trading price of our Class A common stock. Regardless of the merit of claims asserted against us, claims are generally time-consuming and costly to evaluate and ultimately defend, and can impose a significant burden on management and employees. Further, because of the, at times, substantial amount of discovery required in connection with litigation, there is a risk that some of our confidential business or other proprietary information could be compromised by disclosure.

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

The success of our business depends in part on our ability to protect and enforce our patents, trademarks, copyrights, trade secrets and other intellectual property rights. We attempt to protect our intellectual property under patent, trademark, copyright and trade secret laws, and through a combination of confidentiality procedures, contractual provisions and other methods, all of which offer only limited protection.

As of September 30, 2024, we had 365 issued patents in the U.S. and other countries covering various aspects of our product offerings. Additionally, as of September 30, 2024, we had 12 pending U.S. and international patent applications and intend to file additional patent applications in the future. The process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. We may choose not to seek patent protection for certain innovations or in certain jurisdictions, and may choose to abandon patents that are no longer of strategic value to us, in each case even if those innovations have financial value to us. In addition, under the laws of certain jurisdictions, patents or other intellectual property rights may be unavailable or limited in scope. Furthermore, it is possible that our patent applications may not issue as granted patents, that the scope of our issued patents will be insufficient or not have the coverage originally sought, that our issued patents will not provide us with any competitive advantages, and that our patents and other intellectual property rights may be challenged by others or invalidated through administrative processes or litigation. In addition, issuance of a patent does not assure that we have an absolute right to practice the patented invention, or that we have the right to exclude others from practicing the claimed invention. As a result, we may not be able to obtain adequate patent protection or to enforce our issued patents effectively.

In addition to patented technology, we rely on our unpatented proprietary technology and confidential proprietary information, including trade secrets and know-how. Despite our efforts to protect the proprietary and confidential nature of such technology and information, unauthorized parties may attempt to misappropriate, reverse engineer or otherwise obtain and use them. The contractual provisions in confidentiality agreements and other agreements we generally enter into with employees, consultants, partners, vendors and customers may not prevent unauthorized use or disclosure of our proprietary technology or intellectual property rights and may not provide an adequate remedy in the event of unauthorized use or disclosure of our proprietary technology or intellectual property rights. Moreover, policing unauthorized use of our technologies, products and intellectual property rights is difficult, expensive and time-consuming, particularly in foreign countries where the laws may not be as protective of intellectual property rights as those in the U.S. and where mechanisms for enforcement of intellectual property rights may be weak. To the extent we expand our international activities, our exposure to unauthorized copying and use of our products and proprietary information may increase. We may be unable to determine the extent of any unauthorized use or infringement of our products, technologies or intellectual property rights.

As of September 30, 2024, we had 585 registered and 51 pending trademarks in jurisdictions including the U.S., E.U., UK, China and Germany; we have also filed a trademark application for GoDaddy Airo™. We have also registered, or applied to register, the trademarks associated with several of our leading brands in the U.S. and in certain other countries, including for our logo launched in January 2020, the "Go." Competitors and others may have adopted, and in the future may adopt, tag lines or service or product names similar to ours, which could impede our ability to build our brands' identities and possibly lead to confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered and common law trademarks or trademarks incorporating variations of the terms or designs of one or more of our trademarks and opposition filings made when we apply to register our trademarks.

From time to time, legal action by us may be necessary to enforce our patents, trademarks and other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the intellectual property rights of others or to defend against claims of infringement or invalidity. Such litigation could result in substantial costs and diversion of resources, distract management and technical personnel and negatively affect our business, operating results and financial condition. If we are unable to protect our intellectual property rights, we may find ourselves at a competitive disadvantage. Any inability on our part to protect adequately our intellectual property may have a material adverse effect on our business, operating results and financial condition.

We are involved in intellectual property claims and litigation asserted by third parties and may be subject to additional claims and litigation in the future, which could result in significant costs and substantial harm to our business and results of operations.

In recent years, there has been significant litigation in the U.S. and abroad involving patents and other intellectual property rights. Companies providing web-based and cloud-based products are increasingly bringing, and becoming subject to, suits alleging infringement of proprietary rights, particularly patent rights. The possibility of intellectual property infringement claims also may increase to the extent we face heightened competition and become more visible. Any claims we assert against perceived infringers could provoke these parties to assert counterclaims against us alleging that we infringe their intellectual property rights. In addition, our exposure to risks associated with the use of intellectual property may increase as a result of acquisitions we make or our use of software licensed from or hosted by third parties, as we have less visibility into the development process with respect to such technology or the care taken to safeguard against infringement risks. Third parties may make infringement and similar or related claims after we have acquired or licensed technology that had not been asserted prior to our acquisition or license. Many companies are devoting significant resources to obtaining patents that could affect many aspects of our business. This may prevent us from deterring patent infringement claims, and our competitors and others may now and in the future have larger and more mature patent portfolios than we have.

We have faced in the past, are currently facing, and expect to face in the future, claims and litigation by third parties that we infringe upon or misappropriate their intellectual property rights. Defending patent and other intellectual property claims and litigation is costly and can impose a significant burden on management and employees, and there can be no assurances that favorable final outcomes will be obtained in all cases. In addition, plaintiffs may seek, and we may become subject to, preliminary or provisional rulings in the course of any such litigation, including potential preliminary injunctions requiring us to cease offering certain of our products or features. We may decide to settle such lawsuits and disputes on terms that are unfavorable to us. Similarly, if any litigation to which we are a party is resolved adversely, we may be subject to an unfavorable judgment that may not be reversed upon appeal. The terms of such a settlement or judgment may require us to cease offering certain of our products or features or pay substantial amounts to the other party. In addition, we may have to seek a license to continue practices found to be in violation of a third party's rights, which may not be available on reasonable terms, or at all, and may significantly

increase our operating costs and expenses. As a result, we may also be required to develop alternative non-infringing technology or discontinue offering certain products or features. The development of alternative non-infringing technology, products or features could require significant effort and expense or may not be feasible. Our business, financial condition and results of operations could be adversely affected by intellectual property claims or litigation.

We may face liability or become involved in disputes over registration and transfer of domain names and control over websites.

As a provider of web-based and cloud-based products, including as a registrar of domain names and related products, we may become aware of disputes over ownership or control of customer accounts, websites or domain names. We could face potential liability for our failure to renew a customer's domain. We could also face potential liability for our role in the wrongful transfer of control or ownership of accounts, websites or domain names. The safeguards and procedures we have adopted may not be successful in insulating us against liability from such claims in the future. Moreover, any future amendment to Section 230 of the CDA may increase our liability and could expose us to civil or criminal liability for the actions of our customers, if we do not effectively detect and mitigate these risks. In addition, we may face potential liability for other forms of account, website or domain name hijacking, including misappropriation by third parties of our customer accounts, websites or domain names and attempts by third parties to operate accounts, websites or domain names or to extort the customer whose accounts, websites or domain names were misappropriated. Furthermore, we are exposed to potential liability as a result of our domain privacy product, whereby the identity and contact details for the domain name registrant are masked. Although our terms of service reserve our right to take certain steps when domain name disputes arise related to our privacy product, including the removal of our privacy service, the safeguards we have in place may not be sufficient to avoid liability, which could increase our costs of doing business.

Occasionally, one of our customers may register a domain name identical, or similar, to a third party's trademark or the name of a living person. These occurrences have in the past and may in the future lead to our involvement in disputes over such domain names. Disputes involving registration or control of domain names are often resolved through the Uniform Domain Name Dispute Resolution Policy (UDRP), ICANN's administrative process for domain name dispute resolution, or less frequently through litigation under the ACPA, or under general theories of trademark infringement or dilution. The UDRP generally does not impose liability on registrars, and the ACPA provides that registrars may not be held liable for registration or maintenance of a domain name absent a showing of the registrar's bad faith intent to profit from the trademark at issue. However, we may face liability if we act in bad faith or fail to comply in a timely manner with procedural requirements under these rules, including forfeiture of domain names in connection with UDRP actions. In addition, domain name registration disputes and compliance with the procedures under the ACPA and UDRP typically require at least limited involvement by us and, therefore, increase our cost of doing business. The volume of domain name registration disputes may increase in the future as the overall number of registered domain names increases. Moreover, as the owner or acquirer of domain name portfolios containing domains we provide for resale, we may face liability if one or more domain names in our portfolios, or our resellers' portfolios, are alleged to violate another party's trademark. Although we screen the domain names we acquire to mitigate the risk of third-party infringement claims, we, or our resellers, may inadvertently register or acquire domains that infringe or allegedly infringe third-party rights. If intellectual property laws diverge internationally or are interpreted inconsistently by local courts, we may be required to devote additional time and resources to enhancing our screening program in international markets. For example, we are involved in a large number of claims in India involving the registration of domain names alleged to incorporate strings of text matching third-party trademarks. While these claims are individually and collectively immaterial, they may require additional time and resources to resolve, and as we expand internationally, we face additional intellectual property claims. Moreover, advertisements displayed on websites associated with domains registered by us may contain allegedly infringing content placed by third parties. We may face liability and increased costs as a result of such third-party infringement claims.

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

We use open source software in our business, including in our products. It is possible that some open source software is governed by licenses containing requirements that we make available source code for modifications or derivative works we create based upon the open source software, and that we license such modifications or derivative works under the terms of a particular open source license or other license granting third parties certain rights of further use. By the terms of certain open source licenses, we could be required to release the source code of our proprietary software, and to make our proprietary software available under open source licenses, if we combine our proprietary software with open source software in certain manners.

Although we monitor our use of open source software in an effort to avoid subjecting our products to conditions we do not intend, we cannot be certain all open source software is reviewed prior to use in our proprietary software, that programmers working for us have not incorporated open source software into our proprietary software, or that they will not do so in the future.

Any requirement to disclose our proprietary source code or to make it available under an open source license could be harmful to our business, operating results and financial condition. Furthermore, the terms of many open source licenses have not been interpreted by U.S. courts. As a result, there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our products. In such an event, we could be required to seek licenses from third parties to continue offering our products, to make our proprietary code generally available in source code form, to re-engineer our products or to discontinue the sale of our products if re-engineering could not be accomplished on a timely basis, any of which could adversely affect our business, operating results and financial condition.

The use of open source software can also present greater risk than the use of third-party commercial software. Open source software is generally offered on an as-is basis and licensors typically do not offer warranties, controls on software origin or development, or remedies against claims. Furthermore, ongoing disputes in the open source community may heighten these risks, potentially creating uncertainty and operational challenges. Many of the inherent risks associated with open source software cannot be fully mitigated, which could materially impact our business operations and financial results.

We are subject to certain export controls, including economic and trade sanctions regulations that could impair our ability to compete in international markets and subject us to liability if we are not in full compliance with applicable laws.

Our business activities are subject to various restrictions under U.S. export controls and trade and economic sanctions laws, including the U.S. Commerce Department's Export Administration Regulations and economic and trade sanctions regulations maintained by the U.S. Treasury Department's Office of Foreign Assets Control (OFAC). These also include U.S., UK and E.U. financial and economic sanctions targeting Russia following its invasion of Ukraine. If we fail to comply with these laws and regulations, we could be subject to civil or criminal penalties and reputational harm. U.S. export control laws and economic sanctions laws also prohibit certain transactions with U.S. embargoed or sanctioned countries, governments, persons and entities.

We employ country-specific log-in and/or cart blocks in comprehensively sanctioned jurisdictions, customer screening, and other measures designed to ensure regulatory compliance. When we screen customers against such sanctions lists, we rely on the data provided to us by our customers; if customers do not provide complete or accurate data, our screening process may fail to identify customers who are denied parties. As such, there is risk that in the future we could provide our products to denied parties despite such precautions. Changes in the list of sanctioned jurisdictions and OFAC and other sanctions lists may require us to modify these measures in order to comply with governmental regulations. Our failure to screen customers properly could result in negative consequences to us, including government investigations, penalties and reputational harm.

Any change in export or import regulations, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our products or decreased ability to sell our products to existing or potential customers. Any decreased use of our products or limitation on our ability to sell our products internationally could adversely affect our growth prospects.

If we are found to be in violation of the export controls laws and regulations or economic sanctions laws and regulations, penalties may be imposed against us and our employees, including loss of export privileges and monetary penalties, which could have a material adverse effect on our business. We could also be materially and adversely affected through penalties, reputational harm, loss of access to certain markets, or otherwise if we are found to have violated these laws and regulations.

Due to the global nature of our business, we could be adversely affected by violations of anti-bribery and anti-corruption laws.

We face significant risks if we fail to comply with the U.S. Foreign Corrupt Practices Act of 1977, as amended (FCPA), the UK Bribery Act 2010 (UK Bribery Act), the U.S. Travel Act of 1961 and other anti-corruption and anti-bribery laws prohibiting companies and their employees and third-party intermediaries from authorizing, offering or providing, directly or indirectly, improper payments or benefits to foreign government officials, political parties and private-sector recipients for an illegal purpose.

We operate and maintain business in areas of the world in which corruption by government officials exists to some degree and, in certain circumstances, compliance with anti-bribery and anti-corruption laws may conflict with local customs and practices. We operate and maintain business in several countries and sell our products to customers around the world, which results in varied and potentially conflicting compliance obligations. In addition, changes in laws could result in increased regulatory requirements and compliance costs which could adversely affect our business, financial condition and results of operations. While we are committed to complying with, and we provide training to help our employees comply with, all

applicable anti-bribery and anti-corruption laws, we cannot assure that our employees or other agents will not engage in prohibited conduct and render us responsible under the FCPA or the UK Bribery Act.

If we are found to be in violation of the FCPA, the UK Bribery Act or other anti-bribery and anti-corruption laws (either due to acts or inadvertence of our employees, or due to the acts or inadvertence of others), we could suffer criminal or civil penalties or other sanctions, which could have a material adverse effect on our business. Any violation of the FCPA or other applicable anti-corruption or anti-bribery laws could result in whistleblower complaints, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions and, in the case of the FCPA, suspension or debarment from U.S. government contracts, which could have a material and adverse effect on our reputation, business, operating results and growth prospects. In addition, responding to any enforcement action may result in a diversion of management's attention and resources and significant defense costs and other professional fees.

Changes in taxation laws and regulations may discourage the registration or renewal of domain names for e-commerce.

Due to the global nature of the Internet, it is possible that any U.S. or foreign federal, state or local taxing authority might attempt to regulate our transmissions or levy transaction, income or other taxes relating to our activities. Tax authorities at the international, federal, state and local levels are regularly reviewing the appropriate treatment of companies engaged in e-commerce. New or revised international, federal, state or local tax regulations may subject either us or our customers to additional sales, income and other taxes. In particular, after the U.S. Supreme Court's ruling in *South Dakota v. Wayfair*, U.S. states may require an online retailer with no in-state property or personnel to collect and remit sales tax on sales to such states' residents. We cannot predict the effect of current attempts to impose sales, income or other taxes on e-commerce. New or revised taxes, particularly sales and other transaction taxes, would likely increase the cost of doing business online and decrease the attractiveness of advertising and selling goods and services over the Internet. New taxes could also create significant increases in internal costs necessary to capture data and to collect and remit taxes. Any of these events could have an adverse effect on our business and results of operations.

Our payments-related operations, including GoDaddy Payments, are subject to various laws, regulations, and restrictions. Our failure to comply with such rules, regulations, and restrictions regarding our payments-related operations or properly manage the risks inherent to such operations could materially harm our business.

We are subject, and may become subject, to various restrictions with respect to our payments-related operations and payments products and services, including under U.S. federal, U.S. state and international laws and regulations, as well as restrictions set forth in agreements we have with payment card networks and third-party payment service providers.

Payments Regulations. The processing and acceptance of a variety of payment methods is subject to various laws, rules, regulations, legal interpretations, and regulatory guidance, including those governing (i) cross-border and domestic money transmission and funds transfers, (ii) foreign exchange, (iii) payment services, (iv) consumer protection and (v) information and communications security. If we or our GoDaddy Payments business were found to be in violation of applicable laws or regulations, we could be subject to additional operating requirements and/or civil and criminal penalties or forced to cease providing certain services.

Payment Card Networks. We partner with payment card networks including Visa, MasterCard and American Express to conduct both our and GoDaddy Payments' payment processing. These payment card networks have adopted rules and regulations that apply to all merchants who accept their payment cards including special operating rules that apply to GoDaddy Payments as a "payment facilitator" providing payment processing services to our GoDaddy Payments' customers. Each payment card network has discretion to interpret its own network operating rules and may make changes to such rules at any time. Changes to such rules could include increasing the cost of, imposing restrictions on, or otherwise impacting the development of, our GoDaddy Payments' retail point-of-sale solutions, which may negatively affect their deployment and adoption and could ultimately harm our business. In addition, these payment card networks may in the future increase the interchange fees and assessments that they charge for each transaction on their networks, and may impose special fees or assessments on any transactions on their networks. Our payment card networks have the right to pass any increases in interchange fees and assessments on to us, which could increase our costs and thereby adversely affect our financial performance.

We may also be subject to fines assessed by the payment card networks resulting from any rule violations by us or our GoDaddy Payments' customers. For instance, we could be subject to penalties from payment card networks if we fail to detect that our GoDaddy Payments' customers are engaging in activities that are illegal, contrary to the payment card network operating

rules, or considered "high risk." Any such penalties could become material and could result in termination of our ability to accept payment cards or could require changes in our process for registering new GoDaddy Payments' customers. Any such penalties or fines could materially and adversely affect our business.

Third-Party Payment Service Providers. We have agreements in place with companies that process credit and debit card transactions on our and GoDaddy Payments' behalf. These agreements allow these payment processors, under certain conditions, to hold an amount of our, or in the case of GoDaddy Payments its customers' cash (referred to as a "holdback") or require us to otherwise post security equal to a portion of bookings that have been processed by that company. These payment processors may be entitled to a holdback or suspension of processing services upon the occurrence of specified events, including material adverse changes in our financial condition. An imposition of a holdback or suspension of payment processing services by one or more of our payment processors could materially reduce our liquidity. Further, the software and services provided by payment processors may fail to meet our expectations, contain errors or vulnerabilities, be compromised, or experience outages. Any of these risks could cause us to lose our ability to process payments, and our business and operating results could be adversely affected.

GoDaddy Payments' risk management efforts may not be effective, and we could be exposed to substantial losses and liability which could substantially harm our business.

GoDaddy Payments offers payment processing and other payments products and services to our customers. We have programs to vet and monitor these customers, their GoDaddy Payments' accounts, and the transactions we process for them as part of our risk management efforts, but such programs require continuous improvement and may not be effective in detecting and preventing fraud and illegitimate transactions. When GoDaddy Payments' payments services are used to process illegitimate transactions, and we settle those funds to customers and are unable to recover them, we suffer losses and liability. As a greater number of sellers, including customers with larger sale volumes, use GoDaddy Payments' services, our exposure to material losses from a single seller, or from a small number of sellers, will increase.

In addition, customers could attempt to use our payments products and services for illegal activities or improper uses. While our terms of service prohibit the use of our products by our customers for illegal or improper activities and allow us to take appropriate actions in response to such activities, any use of our payments platform for illegal or improper activities or failure by us to detect or prevent illegal or improper activity by our customers may subject us to claims, individual and class action lawsuits, and government and regulatory requests, inquiries, or investigations that could result in liability, restrict our operations, impose additional restrictions or limitations on our business or require us to change our business practices, harm our reputation, increase our costs, and negatively impact our business.

Risks Related to Owning our Class A Common Stock

Our business could be negatively impacted by shareholder activism.

In recent years, shareholder activists have become involved in numerous public companies. Shareholder activists frequently propose to involve themselves in the governance, strategic direction and operations of companies, including companies' efforts regarding environmental, sustainability and governance standards. In the past we have been subject to, and may become subject to in the future, shareholder activity and demands. Responding to actions by activist shareholders, such as requests for special meetings, potential nominations of candidates for election to our board of directors, requests to pursue a strategic combination or other transaction, or other special requests may disrupt our business and divert the attention of management and employees. In addition, any perceived uncertainties as to our future direction resulting from such a situation could result in the loss of potential business opportunities, be exploited by our competitors, cause concern to our current or potential customers and make it more difficult to attract and retain qualified personnel and business partners, any of which could negatively impact our business. Shareholder activism could result in substantial costs. In addition, actions of activist shareholders may cause significant fluctuations in our stock price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals of our business.

Our share price may be volatile, and you may lose all or part of your investment.

The trading price of our Class A common stock has in the past been, and is likely to continue to be, highly volatile and these fluctuations could cause you to lose all or part of your investment in our common stock. Since shares of our Class A common stock were sold in our initial public offering in April 2015 at a price of \$20.00 per share, the reported high and low sales prices of our Class A common stock have ranged from \$21.04 to \$167.65 per share through October 25, 2024. Factors that may cause the market price of our Class A common stock to fluctuate include:

- price and volume fluctuations in the overall stock market from time to time;
- significant volatility in the market price and trading volume of technology companies in general, and of companies in our industry;
- actual or anticipated changes in our results of operations or fluctuations in our operating results;
- whether our operating results meet the expectations of securities analysts or investors;
- failure of securities analysts to initiate or maintain coverage of our company, changes in financial estimates or ratings by any securities analysts who follow our company or our failure to meet the estimates or the expectations of investors;
- announcements of new products or technologies, commercial relationships, acquisitions or other events by us or our competitors;
- actual or anticipated developments in our competitors' businesses or the competitive landscape generally;
- actual or perceived cyber attacks, security breaches or other cybersecurity incidents;
- litigation involving us, our industry or both;
- regulatory developments in the U.S., foreign countries or both;
- general economic conditions and trends;
- the commencement or termination of any share repurchase program;
- new laws, regulations, other legal obligations or industry standards, or any modifications to, or new interpretations of, existing laws, regulations, other legal obligations or industry standards applicable to our business;
- network or service outages, Internet disruptions, the availability of our service and vulnerabilities;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- actions instituted by activist shareholders or others;
- sales of large blocks of our stock;
- departures of key personnel; or
- major catastrophic events, including those resulting from war, incidents of terrorism, outbreaks of pandemic diseases, such as COVID-19, or responses to these events.

In addition, if the market for technology stocks or the stock market in general experiences a loss of investor confidence, the trading price of our Class A common stock could decline for reasons unrelated to our business, operating results or financial condition. The trading price of our Class A common stock might also decline in reaction to events affecting other companies in our industry even if these events do not directly affect us.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. If our stock price is volatile, we may become the target of securities litigation, which could result in substantial costs and a diversion of management's attention and resources.

Provisions of our charter, bylaws and Delaware law may have anti-takeover effects that could prevent a change in control of the company even if the change in control would be beneficial to our stockholders.

Our charter and bylaws provide for, among other things:

- the ability of our board of directors to issue one or more series of preferred stock with voting or other rights or preferences that could have the effect of impeding the success of an attempt to acquire us or otherwise effect a change in control of the company;
- advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at stockholder meetings; and
- certain limitations on convening special stockholder meetings.

At our 2022 annual meeting of stockholders, our stockholders approved certain amendments to our charter, including the recommendation of our board of directors to eliminate its classified structure. The declassification of the board of directors will be a phased-in approach. Beginning with the 2023 annual meeting of stockholders, each director nominated to serve on our board of directors has been nominated to serve for one-year terms. Our board of directors will be completely declassified, and all directors will be elected on an annual basis to serve one-year terms, beginning with the 2025 annual meeting of stockholders. In all cases, each director will hold office until his or her successor is elected and qualified, or until his or her earlier resignation or removal. Until the board of directors is fully declassified at the 2025 annual meeting of stockholders, the classification of our board of directors prevents our stockholders from changing the membership of the entire board of directors at a single annual meeting.

Our bylaws designate the Court of Chancery of the State of Delaware as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial form for disputes with us.

Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of or based on a breach of a fiduciary duty owed by any of our current or former directors, officers, or other employees to us or our stockholders, (iii) any action asserting a claim against us or any of our current or former directors, officers, employees, or stockholders arising pursuant to any provision of the Delaware General Corporation Law, our charter, or our bylaws, or (iv) any other action asserting a claim governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware), in all cases subject to the court having jurisdiction over indispensable parties named as defendants. Our bylaws provide that the U.S. federal district courts will be the exclusive forum for resolving any complaint asserting a cause of action under the Securities Act.

This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees and may discourage these types of lawsuits. Alternatively, if a court were to find the choice of forum provision contained in our bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions.

We currently do not intend to pay dividends on our Class A common stock.

We have never declared or paid any dividends on our common stock, and we currently do not intend to pay dividends to the holders of our Class A common stock. Our ability to pay dividends on our Class A common stock is limited by our existing indebtedness and may be further restricted by the terms of any future debt incurred or preferred securities issued by us or our subsidiaries or by law. As a result, any capital appreciation in the price of our Class A common stock may be your only source of gain on your investment in our Class A common stock.

We cannot guarantee we will make any additional repurchases of our Class A common stock.

In the past, our board of directors has approved the repurchase of shares of our Class A common stock. In August 2023, our board of directors approved the repurchase of up to an additional \$1,000.0 million of our Class A common stock. Such approval was in addition to the amount remaining available for repurchases under prior approvals of our board of directors, such that our total approved authority under the program is \$4,000.0 million of shares of our Class A common stock through 2025. Under this or any other future share repurchase programs, we may make share repurchases through a variety of methods, including open market share purchases, accelerated share repurchase programs, block transactions or privately negotiated transactions, in accordance with applicable federal securities laws. During the nine months ended September 30, 2024, we

repurchased shares of our Class A common stock in the open market, which were retired upon repurchase, for an aggregate purchase price of \$668.1 million. Of the \$4,000.0 million authorized for repurchase, we have repurchased shares representing a cumulative total of \$3,232.6 million and as of September 30, 2024, we had \$767.4 million of remaining authorization available for repurchases. Future share repurchase programs may have no time limit, may not obligate us to repurchase any specific number of shares and may be suspended at any time at our discretion and without prior notice. The timing and amount of any repurchases, if any, will be subject to liquidity, stock price, market and economic conditions, compliance with applicable legal requirements such as Delaware surplus and solvency tests and other relevant factors. Any failure to repurchase stock after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our stock price.

The existence of these share repurchase programs could cause our stock price to be higher than it otherwise would and could potentially reduce the market liquidity for our stock. Although these programs are intended to enhance long-term stockholder value, there is no assurance they will do so because the market price of our Class A common stock may decline below the levels at which we repurchased shares of Class A common stock and short-term stock price fluctuations could reduce the effectiveness of the programs.

Other Risks

Economic conditions in the U.S. and international economies may adversely impact our business and operating results.

General macro-economic conditions, such as higher interest rates, inflation in the cost of goods and services including labor, a recession or an economic slowdown in the U.S. or internationally could adversely affect our operations as well as demand for our products and services, including our aftermarket and hosting services, which may make it difficult to accurately forecast and plan our future business activities. For example, U.S. and global markets have been experiencing volatility and disruption due to interest rate and inflation increases, such as higher inflation rates in the U.S., which rose in the second half of 2021 and have remained above the Federal Reserve's inflation target, as well as the continued escalation of geopolitical tensions, including those as a result of the conflicts between Russia and Ukraine and in the Middle East. We have experienced and continue to experience inflationary pressures in certain areas of our business. Although our business has not yet been materially negatively impacted by such inflationary pressures, we cannot be certain that neither we nor our customers will be materially impacted by continued pressures. To the extent conditions in the domestic and global economy change, our business could be harmed as current and potential customers may reduce or postpone spending or choose not to purchase or renew subscriptions to our products, or may choose not to use certain of our other services, which they may consider discretionary. If our customers face decreased consumer demand, increased regulatory burdens or more limited access to international markets, we may face a decline in the demand for our products and services, and our operating results could be adversely impacted.

Uncertain and adverse economic conditions may also lead to a decline in the ability of our customers to use or access credit, including through credit cards, as well as increased refunds and chargebacks, any of which could adversely affect our business. In addition, changing economic conditions may also adversely affect third parties with which we have entered into relationships and upon which we depend in order to grow our business. As a result, we may be unable to continue to grow in the event of future economic slowdowns.

Reporting requirements for which we must comply may continue to increase our costs, become too time-consuming or could divert management's attention, which could adversely affect our business and operating results.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley Act) and the listing standards of the New York Stock Exchange (NYSE). We expect the requirements of these rules and regulations will continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time-consuming and costly, and place significant strain on our personnel, systems and resources. In addition, complying with these rules and regulations may divert management's attention from other business concerns, which could adversely affect our business and operating results.

Increased scrutiny from investors, regulators and other stakeholders relating to environmental, social and governance issues could result in additional costs for us and may adversely impact our reputation.

Investors, regulators, customers, employees and other stakeholders, both U.S.-based and internationally, are increasingly focused on environmental, social and governance (ESG) matters. If we fail, or are perceived to fail, to make progress or

achievements, or to maintain ESG practices that meet evolving laws, regulations and stakeholder expectations, or if we revise any of our ESG commitments, initiatives or goals, our reputation and our ability to attract and retain employees could be harmed, we may receive negative media attention and we may be negatively perceived by our investors or our customers. To the extent that our required and voluntary disclosures about ESG matters increase, which we expect them to in the near future, we could also be questioned about the accuracy, adequacy, or completeness of such disclosures and our reputation could be negatively impacted. In addition, regulatory requirements with respect to climate change, greenhouse gas emissions and other aspects of ESG may result in increased compliance requirements on our business and supply chain, and may increase our operating costs. We continue to monitor the development of ESG laws, regulations and other evolving disclosure requirements in the U.S. and globally, including the SEC's Climate-Related Disclosure Rule.

We have identified a material weakness in our internal control over financial reporting. If we are unable to remediate the material weakness, or if we identify additional material weaknesses in the future or otherwise fail to maintain an effective system of internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired, which could have a material adverse effect on our business and the market price of our stock.

As a public company, we are required to maintain internal control over financial reporting and to report any material weaknesses in such internal control. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Section 404 of Sarbanes-Oxley Act requires that we evaluate and determine the effectiveness of our internal control over financial reporting, and our independent registered public accounting firm is required to audit such internal control.

As disclosed in Part II, Item 9A of our 2023 Form 10-K, our management (i) identified a material weakness in the design of our controls related to the accounting for income taxes and related disclosures with regard to management review controls and the completeness and accuracy of information used in the execution of those controls and (ii) concluded that our internal control over financial reporting was not effective as of December 31, 2023 due to this material weakness.

This material weakness did not result in any material misstatements to our consolidated financial statements or any changes to previously filed financial statements, and we have concluded that our financial statements and other financial information included in this Annual Report and other periodic filings present fairly, in all material respects, our financial condition, results of operations, and cash flows for the periods presented in accordance with GAAP.

We have drafted documentation to respond to and have developed a comprehensive plan to remediate the material weakness as soon as possible. However, we may not be successful in remediating this material weakness in the near-term, or at all, or we may not be able to identify and remediate any additional control deficiency, including any material weakness, that may arise in the future. If we fail to remediate the material weakness or any future deficiencies or fail to otherwise maintain the adequacy of our internal controls, that could result in a restatement of our financial statements for prior periods, a decline in the market price of our stock, one or more investigations or enforcement actions by state or federal regulatory agencies, stockholder lawsuits, or other adverse actions requiring us to incur defense costs or pay fines, settlements, or judgments. Refer to Part I, Item 4 for further details of this material weakness and our remediation efforts.

In addition, any failure to design or operate effective controls, any difficulties encountered in their implementation or improvement, or any failure to implement adequate internal controls for our acquired companies could (i) harm our operating results, (ii) cause us to fail to meet our reporting obligations, (iii) adversely affect the results of management evaluations and independent registered public accounting firm audits of our internal control over financial reporting, which we are required to include in our periodic reports filed with the SEC, or (iv) cause investors to lose confidence in our reported financial and other information, any of which could have a negative effect on our stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the NYSE in the future.

Our business is subject to the risks of earthquakes, fire, power outages, floods and other catastrophic events, whether due to climate change or otherwise, and to interruption by man-made events such as terrorism and civil unrest.

Our continued growth depends on the ability of our customers to access our products, services and customer support at any time and within an acceptable amount of time. In addition, our ability to access certain third-party solutions is important to our operations and the delivery of our products, services and customer support. Although we have disaster recovery plans in place, a significant natural disaster, such as an earthquake, fire or flood or other unusual or prolonged adverse weather patterns, whether due to climate change or otherwise, or acts of terrorism, civil unrest, pandemics, such as the COVID-19 pandemic, international conflicts, such as the conflicts between Russia and Ukraine and in the Middle East, or other similar events beyond our control could cause disruptions in our business or the business of our infrastructure vendors, data center hosting providers, partners or customers, our infrastructure vendors' abilities to provide connectivity and perform services on a timely basis or the economy as a whole. In the event our or our service providers' IT systems' are hindered by any of the events discussed above or otherwise, we could experience downtime, our products could become unavailable or our customers' websites could experience downtime or become unavailable. A prolonged service disruption for any of the foregoing reasons would negatively impact our ability to serve our customers and could damage our reputation, expose us to liability, cause us to lose customers or otherwise harm our business. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the services we use.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Information regarding share repurchases is also provided in Note 4 to our financial statements included in Part 1, Item 1 of this Quarterly Report and is incorporated herein by reference. Share repurchases during the three months ended September 30, 2024 were as follows:

Period	Total Number of Shares Purchased (in thousands)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs (in thousands)	Approximate Dollar Value of Shares that May Yet be Purchased under the Programs (in millions)
July 1 - July 31	818	\$ 142.40	818	
August 1 - August 31	1,057	\$ 139.40	1,057	
September 1 - September 30	—		—	
Total	1,875		1,875	\$ 767.4

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

On August 12, 2024, Brian Sharples, member of the Company's Board of Directors, adopted a 10b5-1 trading plan intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The 10b5-1 trading plan provides for the sale of an aggregate of 6,500 shares of the company's Class A common stock between November 2024 and November 2025.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
31.1*	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1**	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)				
101.SCH*	Inline XBRL Taxonomy Extension Schema Document				
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF*	Inline XBRL Taxonomy Definition Linkbase Document				
101.LAB*	Inline XBRL Taxonomy Extension Labels Linkbase Document				
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)				
+	Indicates management contract or compensatory plan or arrangement.				
*	Filed herewith.				
**	The certifications attached as Exhibit 32.1 accompanying this Quarterly Report on Form 10-Q are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of GoDaddy Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.				

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 30, 2024

GODADDY INC.

/s/ Mark McCaffrey

Mark McCaffrey
Chief Financial Officer

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Aman Bhutani, certify that:

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

Date: October 30, 2024

By: /s/ Aman Bhutani

Aman Bhutani
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Mark McCaffrey, certify that:

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

Date: October 30, 2024

By: /s/ Mark McCaffrey

Mark McCaffrey
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of GoDaddy Inc. for the fiscal quarter ended September 30, 2024, as filed with the Securities and Exchange Commission (the "Report"), Aman Bhutani, GoDaddy Inc.'s Chief Executive Officer, and Mark McCaffrey, GoDaddy Inc.'s Chief Financial Officer, each certifies that, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of their knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of GoDaddy Inc.

Date: October 30, 2024

By: /s/ Aman Bhutani

Aman Bhutani
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Mark McCaffrey

Mark McCaffrey
Chief Financial Officer
(Principal Financial Officer)