# 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: 001-39314**

# TALKSPACE, INC.
**(Exact Name of Registrant as Specified in its Charter)**

| | |
|---|---|
| **Delaware** | **84-4636604** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |
| **622 Third Avenue, New York, New York** | **10017** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(212) 284-7206**
**(Registrant's telephone number, including area code)**

**N/A**
**(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 |
|---|---|---|
| **Common stock, par value $0.0001 per share** | **TALK** | **Nasdaq Stock Market** |
| **Warrants to purchase common stock** | **TALKW** | **Nasdaq Stock Market** |

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 | ☐ | Accelerated filer | ☒ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☒ |
| Emerging growth company | ☐ | | |

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

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

As of November 4, 2024, the registrant had 168,922,789 shares of common stock, $0.0001 par value per share, outstanding.

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## PART I—FINANCIAL INFORMATION

### Item 1. Financial Statements.

**TALKSPACE, INC.**
**CONDENSED CONSOLIDATED BALANCE SHEETS**

| *(U.S. dollars in thousands, except share and per share data)* | September 30, 2024 *Unaudited* | December 31, 2023 |
|---|---|---|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | $ 118,994 | $ 123,908 |
| Accounts receivable, net | 9,602 | 10,174 |
| Other current assets | 2,922 | 5,718 |
| Total current assets | 131,518 | 139,800 |
| Other long-term assets | 6,713 | 2,421 |
| Total assets | $ 138,231 | $ 142,221 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | $ 8,299 | $ 6,111 |
| Deferred revenues | 3,507 | 3,069 |
| Accrued expenses and other current liabilities | 7,247 | 12,468 |
| Total current liabilities | 19,053 | 21,648 |
| Warrant liabilities | 1,048 | 1,842 |
| Other long-term liabilities | 542 | 85 |
| Total liabilities | 20,643 | 23,575 |
| Commitments and contingencies (Note 6) | | |
| STOCKHOLDERS' EQUITY: | | |
| Common stock of $0.0001 par value per share: Shares authorized: 1,000,000,000 as of September 30, 2024 (unaudited) and December 31, 2023; shares issued and outstanding: 168,824,458 and 168,428,856 as of September 30, 2024 (unaudited) and December 31, 2023, respectively. | 17 | 16 |
| Additional paid-in capital | 388,021 | 389,014 |
| Accumulated deficit | (270,450) | (270,384) |
| Total stockholders' equity | 117,588 | 118,646 |
| Total liabilities and stockholders' equity | $ 138,231 | $ 142,221 |

The accompanying notes are an integral part of the condensed consolidated financial statements.

**TALKSPACE, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**
**(Unaudited)**

| *(U.S. dollars in thousands, except share and per share data)* | Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 |
|---|---|---|---|---|
| Revenues | $ 47,399 | $ 38,646 | $ 138,873 | $ 107,627 |
| Cost of revenues | 25,778 | 19,797 | 74,570 | 54,218 |
| Gross profit | 21,621 | 18,849 | 64,303 | 53,409 |
| Operating expenses: | | | | |
| Research and development | 2,352 | 4,180 | 8,254 | 13,704 |
| Clinical operations, net | 1,677 | 1,405 | 4,802 | 4,681 |
| Sales and marketing | 12,337 | 13,184 | 38,615 | 39,698 |
| General and administrative | 5,156 | 5,259 | 17,698 | 15,952 |
| Total operating expenses | 21,522 | 24,028 | 69,369 | 74,035 |
| Income (loss) from operations | 99 | (5,179) | (5,066) | (20,626) |
| Financial (income), net | (1,701) | (779) | (5,123) | (2,915) |
| Income (loss) before taxes on income | 1,800 | (4,400) | 57 | (17,711) |
| Taxes on income | (74) | 14 | 123 | 165 |
| Net income (loss) | $ 1,874 | $ (4,414) | $ (66) | $ (17,876) |
| | | | | |
| Net income (loss) per share: | | | | |
| *Basic* | $ 0.01 | $ (0.03) | $ (0.00) | $ (0.11) |
| *Diluted* | $ 0.01 | $ (0.03) | $ (0.00) | $ (0.11) |
| Weighted average shares used to compute net income (loss) per share: | | | | |
| Basic | 168,426,349 | 166,570,673 | 168,805,882 | 164,215,802 |
| *Diluted* | 173,753,763 | 166,570,673 | 168,805,882 | 164,215,802 |

The accompanying notes are an integral part of the condensed consolidated financial statements.

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# TALKSPACE, INC.
## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited)

*(U.S. dollars in thousands, except share data)*

| Three and Nine Months Ended September 30, 2024 | Common Stock Number of Shares Outstanding | Common Stock Amount | Additional paid-in capital | Accumulated deficit | Total |
|---|---|---|---|---|---|
| Balance as of December 31, 2023 | 168,428,856 | $ 16 | $ 389,014 | $ (270,384) | $ 118,646 |
| Exercise of stock options | 605,565 | *) | 741 | — | 741 |
| Restricted stock units vested, net of tax | 534,654 | *) | (595) | — | (595) |
| Stock-based compensation | — | — | 2,252 | — | 2,252 |
| Net loss | — | — | — | (1,466) | (1,466) |
| Balance as of March 31, 2024 (unaudited) | 169,569,075 | $ 16 | $ 391,412 | $ (271,850) | $ 119,578 |
| Exercise of stock options | 697,798 | *) | 843 | — | 843 |
| Restricted stock units vested, net of tax | 851,177 | *) | (1,248) | — | (1,248) |
| Repurchase and cancellation of common stock | (2,948,892) | *) | (8,004) | — | (8,004) |
| Stock-based compensation | — | — | 3,349 | — | 3,349 |
| Net loss | — | — | — | (474) | (474) |
| Balance as of June 30, 2024 (unaudited) | 168,169,158 | $ 16 | $ 386,352 | $ (272,324) | $ 114,044 |
| Exercise of stock options | 45,761 | *) | 32 | — | 32 |
| Restricted stock units vested, net of tax | 609,539 | 1 | (469) | — | (468) |
| Stock-based compensation | — | — | 2,106 | — | 2,106 |
| Net income | — | — | — | 1,874 | 1,874 |
| Balance as of September 30, 2024 (unaudited) | 168,824,458 | $ 17 | $ 388,021 | $ (270,450) | $ 117,588 |

| Three and Nine Months Ended September 30, 2023 | Common Stock Number of Shares Outstanding | Common Stock Amount | Additional paid-in capital | Accumulated deficit | Total |
|---|---|---|---|---|---|
| Balance as of December 31, 2022 | 161,155,030 | $ 16 | $ 378,722 | $ (251,202) | $ 127,536 |
| Exercise of stock options | 1,739,265 | *) | 621 | — | 621 |
| Restricted stock units vested, net of tax | 225,050 | *) | (65) | — | (65) |
| Stock-based compensation | — | — | 2,303 | — | 2,303 |
| Net loss | — | — | — | (8,758) | (8,758) |
| Balance as of March 31, 2023 (unaudited) | 163,119,345 | $ 16 | $ 381,581 | $ (259,960) | $ 121,637 |
| Exercise of stock options | 1,837,734 | *) | 869 | — | 869 |
| Restricted stock units vested, net of tax | 1,247,216 | *) | (136) | — | (136) |
| Stock-based compensation | — | — | 2,129 | — | 2,129 |
| Net loss | — | — | — | (4,704) | (4,704) |
| Balance as of June 30, 2023 (unaudited) | 166,204,295 | $ 16 | $ 384,443 | $ (264,664) | $ 119,795 |
| Exercise of stock options | 480,929 | *) | 569 | — | 569 |
| Restricted stock units vested, net of tax | 379,795 | *) | (198) | — | (198) |
| Stock-based compensation | — | — | 1,969 | — | 1,969 |
| Net loss | — | — | — | (4,414) | (4,414) |
| Balance as of September 30, 2023 (unaudited) | 167,065,019 | $ 16 | $ 386,783 | $ (269,078) | $ 117,721 |

*) Represents an amount lower than $1

The accompanying notes are an integral part of the condensed consolidated financial statements.

**TALKSPACE, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(Unaudited)**

| *(U.S. dollars in thousands)* | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net loss | $ (66) | $ (17,876) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 652 | 913 |
| Stock-based compensation | 7,290 | 6,401 |
| Remeasurement of warrant liabilities | (794) | 647 |
| Decrease in accounts receivable | 572 | 1,668 |
| Decrease (increase) in other current assets | 2,796 | (41) |
| Increase in accounts payable | 2,188 | 51 |
| Increase (decrease) in deferred revenues | 438 | (733) |
| Decrease in accrued expenses and other current liabilities | (5,220) | (5,785) |
| Other | (233) | (108) |
| Net cash provided by (used in) operating activities | 7,623 | (14,863) |
| **Cash flows from investing activities:** | | |
| Capitalized internal-use software costs | (3,768) | — |
| Other | (69) | (10) |
| Net cash used in investing activities | (3,837) | (10) |
| **Cash flows from financing activities:** | | |
| Proceeds from exercise of stock options | 1,616 | 2,059 |
| Payments for employee taxes withheld related to vested stock-based awards | (2,312) | (399) |
| Repurchase and cancellation of common stock | (8,004) | — |
| Net cash (used in) provided by financing activities | (8,700) | 1,660 |
| Net decrease in cash and cash equivalents | (4,914) | (13,213) |
| Cash and cash equivalents at the beginning of the period | 123,908 | 138,545 |
| Cash and cash equivalents at the end of the period | $ 118,994 | $ 125,332 |
| | | |
| Supplemental cash flow data: | | |
| Cash paid during the period for income taxes | $ 45 | $ 199 |
| Non-cash investing activity: | | |
| Lease liabilities arising from obtaining right-of-use assets | $ 595 | $ — |
| Non-cash compensation capitalized as part of capitalization of internal-use software costs | $ 417 | $ — |

The accompanying notes are an integral part of the condensed consolidated financial statements.

**TALKSPACE, INC.**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(Unaudited)**

## NOTE 1. DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS

Talkspace, Inc. (together with its consolidated subsidiaries, the “Company” or “Talkspace”) is a leading behavioral healthcare company enabled by a purpose-built technology platform. Talkspace provides individuals and licensed therapists, psychologists and psychiatrists with an online platform for one-on-one therapy delivered via messaging, audio and video. The Company offers convenient and affordable access to a fully credentialed network of highly qualified providers. Since its inception, the Company has connected millions of patients with licensed behavioral health providers across a wide and growing spectrum of care through virtual counseling, psychotherapy, and psychiatry.

The Company's principal executive office is located in New York, NY. The Company has wholly-owned subsidiaries and holds variable interest in a professional association and various professional corporations, which have been established pursuant to the requirements of their respective domestic jurisdiction governing the corporate practice of medicine. These entities are considered Variable Interest Entities (“VIEs”). See Note 11, “Variable Interest Entities,” in the notes to the condensed consolidated financial statements for further details.

## NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

*Basis of presentation*

The unaudited condensed consolidated financial statements and accompanying notes have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”). In management’s opinion, the unaudited condensed consolidated financial statements reflect all adjustments of a normal recurring nature that are necessary for a fair presentation of the results for the interim periods presented. The Company’s interim period results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. The significant accounting policies applied in the annual consolidated financial statements of the Company as of December 31, 2023, have been applied consistently in these unaudited condensed consolidated financial statements, unless otherwise stated.

The Company consolidates all subsidiaries in which it has a controlling financial interest, as well as any VIEs where the Company is deemed to be the primary beneficiary. Intercompany transactions and balances have been eliminated in the preparation of the condensed consolidated financial statements.

*Use of estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates, judgments, and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, together with amounts disclosed in the related notes to the condensed consolidated financial statements. The Company’s significant estimates and assumptions used in these condensed consolidated financial statements include, but are not limited to, the recognition of revenue, stock-based compensation awards and internal-use software costs. The Company bases its estimates on historical factors, current circumstances and the experience and judgment of management. The Company evaluates its assumptions on an ongoing basis. The Company’s management believes that the estimates, judgments, and assumptions used are reasonable based on information available at the time they are made. Estimates, by their nature, are based on judgment and available information, therefore, actual results could be materially different from these estimates.

*Stock buy-back*

The Company repurchases its common stock from time to time pursuant to a board-authorized share repurchase program. Stock repurchases are accounted under ASC 505-30, Treasury Stock. The Company's policy is to retire all stock repurchased immediately after the transaction is completed. The Company records the amounts repurchased in accordance with ASC 505-30-30-8.

*Recently Issued and Recently Adopted Accounting Pronouncements*

The following Accounting Standards Updates (“ASU”) issued by the Financial Accounting Standards Board ("FASB") have not yet been adopted by the Company:

In November 2023, the FASB issued ASU 2023- 07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures to improve reportable segment disclosures, primarily through enhanced disclosures about significant segment expenses. This ASU applies to all public entities, including those with a single reportable segment. The revised guidance will require disclosure of significant segment expenses that are regularly provided to the chief operating decision maker (“CODM”), the title and position of the CODM and how the CODM uses the reported measures of segment profit or loss in assessing segment performance, among other requirements. This ASU is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. No significant impact is expected from the adoption of this ASU.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. This ASU is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact of adopting this ASU.

**NOTE 3. REVENUE RECOGNITION**

The Company recognizes revenue in accordance with ASC 606, “Revenue from Contracts with Customers,” when the Company satisfies its performance obligation to perform its defined contractual obligations to provide virtual behavioral healthcare services. Revenue is recognized in an amount that reflects the consideration that the Company will be entitled in exchange for the service rendered. To the extent the transaction price includes variable consideration, the Company estimates the amount of variable consideration that is included in the transaction price. Variable consideration is included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Through its platform, Talkspace serves:

- Health insurance plans and employee assistance programs (“Payor”) who offer their insured members access to the Company's platform at in-network reimbursement rates,
- Direct-to-Enterprise customers (“DTE”) who offer their enterprise members access to the Company's platform while their enterprise is under an active contract with Talkspace, and
- Individual subscribers (“Consumer”) who subscribe directly to the Company's platform.

<u>*Payor*</u>
The Company contracts with health insurance plans and employee assistance programs to provide therapy and psychiatry services to their eligible covered members. Revenue is recognized at a point in time, as virtual therapy or psychiatry sessions are rendered. The transaction price is determined based on contracted rates and includes variable consideration in the form of implicit price concessions. The Company determines the total transaction price, including an estimate of variable consideration, at contract inception and reassesses this estimate at each reporting date. The Company estimates the amount of variable consideration that is included in the transaction price primarily based on actual historical collection experience for each Payor. Revenue is presented net of implicit price concessions. Payor contracts include annual evergreen clauses and generally may be terminated by either party typically upon a minimum 60-day advance notice.

<u>*DTE*</u>
The Company contracts with enterprises to provide access to the Company's therapist platform for their enterprise members, either based on a per-member-per-month access fee model or at a fixed monthly rate. To the extent the transaction price includes variable consideration, revenue is recognized using the variable consideration allocation exception, or, if the allocation exception is not met, the Company recognizes revenue ratably based on estimates of the variable consideration to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequent resolved. The majority of DTE contracts typically range in length from one to three years and are generally non-cancelable during the initial contractual term.

*Consumer*
The Company also generates revenues from the sale of monthly, quarterly, bi-annual and annual membership subscriptions to the Company's therapy platform as well as supplementary a la carte offerings directly to individual consumers through a subscription plan. The Company recognizes Consumer revenues ratably over the subscription period, beginning when therapy services commence. The Company recognizes revenues from supplementary a la carte offerings at a point in time, as virtual therapy sessions are rendered. Members may cancel their subscription at any time and will receive a pro-rata refund for the subscription price. The transaction price from member subscription revenue and supplementary a la carte offerings includes variable consideration in the form of refunds. Revenue is presented net of refunds. The Company estimates the refund liability for the variable consideration portion of the transaction price primarily based on historical experience. The refund liability is recorded within the “Accrued expenses and other current liabilities” line item in the consolidated balance sheets. The refund liability was immaterial as of September 30, 2024 and December 31, 2023.

The following table presents the Company’s revenues from sales to unaffiliated customers disaggregated by revenue source:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| *(in thousands)* | **2024** | **2023** | **2024** | **2023** |
| Revenues from sales to unaffiliated customers: | *Unaudited* | *Unaudited* | *Unaudited* | *Unaudited* |
| Payor | $ 32,039 | $ 22,112 | $ 90,492 | $ 55,462 |
| DTE | 9,370 | 8,002 | 28,911 | 24,717 |
| Consumer | 5,990 | 8,532 | 19,470 | 27,448 |
| Total revenue | $ 47,399 | $ 38,646 | $ 138,873 | $ 107,627 |

*Accounts Receivable and Allowance for Credit Losses*

The Company had receivables related to revenue from DTE customers of $6.3 million and $7.8 million at September 30, 2024 and December 31, 2023, respectively. As of September 30, 2024 and December 31, 2023, the balance of receivables related to revenue from Payor customers was $3.3 million and $2.4 million, respectively.

Accounts receivables are stated net of credit losses allowance. The Company’s methodology for estimating credit loss is based on historical collection experience, customer creditworthiness, current and future economic condition and market condition. Additionally, specific allowance amounts are established to record the appropriate provision for customers that have a higher probability of default. Accounts receivables are written off after all reasonable means to collect the full amount have been exhausted. Credit losses were immaterial for the three and nine months ended September 30, 2024 and 2023.

*Deferred Revenue*

The Company records deferred revenues when cash payments from customers are received in advance of the Company's performance obligation to provide services. As of September 30, 2024 and December 31, 2023, deferred revenue related mainly to Consumer subscriptions. The Company expects to satisfy the majority of its performance obligations associated with deferred revenue within one year or less. Revenue recognized in the nine months ended September 30, 2024 and 2023 that was included in the deferred revenue balance at the beginning of each reporting period was $2.0 million and $2.6 million, respectively, and immaterial for the three months ended September 30, 2024 and 2023.

**NOTE 4. FAIR VALUE MEASUREMENTS**

The carrying value of the Company’s cash equivalents, accounts receivable, other current assets, accounts payable, and accrued liabilities approximate fair value because of the relatively short-term nature of the underlying assets or liabilities. Money market funds are classified within Level 1 of the fair value hierarchy because these assets are valued based on quoted market prices in active markets.

The Company's Private Placement Warrants are accounted for as liabilities in accordance with ASC 815-40 and are presented within warrant liabilities in the accompanying consolidated balance sheets. The warrant liabilities were measured at fair value at inception and thereafter on a recurring, quarterly basis, with changes in fair value presented within the statement of operations (financial income, net) line item. The Private Placement Warrants were valued using the Black-Scholes-Merton Model, which is considered to be a Level 3 fair value measurement.

The primary unobservable input utilized in determining the fair value of the Private Placement Warrants is the implied volatility from trading prices of the Company's Public Warrants, significant increases (decreases) in this input in isolation would have resulted in a significantly higher (lower) fair value measurement.

The following were the inputs utilized in determining the fair value of the Private Placement Warrants as of September 30, 2024 and 2023:

| | September 30, | |
|---|---|---|
| ***Unaudited*** | **2024** | **2023** |
| Dividend yield [1] | 0% | 0% |
| Expected volatility [2] | 74.50% | 65.90% |
| Risk-free interest rate [3] | 3.75% | 4.80% |
| Term to warrant expiration (years) | 1.72 | 2.73 |

(1) No dividends were paid during the three and nine months ended September 30, 2024 and 2023.
(2) The expected volatility is based on the back-solved implied volatility of the Company's public warrants as of the valuation date.
(3) The risk-free interest rate is based on the yield from U.S. Treasury bonds with an equivalent term to the time to maturity of the warrants.

**Assets and Liabilities Measured at Fair Value**

The Company's assets and liabilities recorded at fair value on a recurring basis as of September 30, 2024 and December 31, 2023, have been categorized based upon the fair value hierarchy as follows:

| | Fair Value Measurements as of September 30, 2024 *Unaudited* | | | |
|---|---|---|---|---|
| *(in thousands)* | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **Assets** | | | | |
| Cash | $ — | $ — | $ — | $ 541 |
| Cash equivalents | | | | |
| Money market funds | 118,453 | — | — | 118,453 |
| Total cash and cash equivalents | $ 118,453 | $ — | $ — | $ 118,994 |
| **Liabilities** | | | | |
| Private Placement Warrants | — | — | 1,048 | 1,048 |
| Total Warrant Liabilities | $ — | $ — | $ 1,048 | $ 1,048 |

| | Fair Value Measurements as of December 31, 2023 | | | |
|---|---|---|---|---|
| *(in thousands)* | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **Assets** | | | | |
| Cash | $ — | $ — | $ — | $ 1,078 |
| Cash equivalents | | | | |
| Money market funds | 122,830 | — | — | 122,830 |
| Total cash and cash equivalents | $ 122,830 | $ — | $ — | $ 123,908 |
| **Liabilities** | | | | |
| Private Placement Warrants | — | — | 1,842 | 1,842 |
| Total Warrant Liabilities | $ — | $ — | $ 1,842 | $ 1,842 |

The following table presents changes in Level 3 liabilities measured at fair value on a recurring basis during the three and nine months ended September 30, 2024 and 2023:

**Level 3 Liabilities**

*Unaudited*

| *(in thousands)* | For the Three Months Ended September 30, 2024 | | |
|---|---|---|---|
| | **Beginning Balance** | **Change in Fair Value** | **Ending Balance** |
| Private Placement Warrants | $ 1,332 | $ (284) | $ 1,048 |

| *(in thousands)* | For the Nine Months Ended September 30, 2024 | | |
|---|---|---|---|
| | **Beginning Balance** | **Change in Fair Value** | **Ending Balance** |
| Private Placement Warrants | $ 1,842 | $ (794) | $ 1,048 |

**Level 3 Liabilities**

*Unaudited*

| *(in thousands)* | For the Three Months Ended September 30, 2023 | | |
|---|---|---|---|
| | **Beginning Balance** | **Change in Fair Value** | **Ending Balance** |
| Private Placement Warrants | $ 820 | $ 766 | $ 1,586 |

| *(in thousands)* | For the Nine Months Ended September 30, 2023 | | |
|---|---|---|---|
| | **Beginning Balance** | **Change in Fair Value** | **Ending Balance** |
| Private Placement Warrants | $ 939 | $ 647 | $ 1,586 |

## NOTE 5. PROPERTY AND EQUIPMENT, NET

Property and equipment, net is included as part of other long-term assets in the condensed consolidated balance sheets. Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets.

Property and equipment, net, as of September 30, 2024 and December 31, 2023 consisted of the following:

| *(in thousands)* | **September 30, 2024** *(Unaudited)* | **December 31, 2023** |
|---|---|---|
| Capitalized internal-use software costs | $ 4,616 | $ 431 |
| Computer and equipment | 763 | 736 |
| Other | 44 | 35 |
| Property and equipment, gross | 5,423 | 1,202 |
| Less: accumulated depreciation | (1,094) | (888) |
| Property and equipment, net | $ 4,329 | $ 314 |

Costs related to software acquired, developed, or modified solely to meet our internal requirements, with no substantive plans to market such software at the time of development are capitalized. Costs incurred during the preliminary project stage and during the post implementation operational stage are expensed as incurred. Eligible costs incurred during the application development stage of the project are capitalized. Maintenance costs are expensed as incurred. Capitalized software development costs are amortized on a straight-line basis over the software's estimated useful life, which is between 2 to 3 years, and are recorded within operating expenses in the condensed consolidated statements of income. As of September 30, 2024 and December 31, 2023, the Company has capitalized $4.2 million, net and $0.2 million, net, respectively, of qualifying software development costs. Amortization expense related to capitalized software costs was immaterial for the nine months ended September 30, 2024 and 2023.

## NOTE 6. COMMITMENTS AND CONTINGENT LIABILITIES

*Litigation*

The Company may in the future be involved in various legal proceedings, claims and litigation that arise in the normal course of business. The Company accrues for estimated loss contingencies related to legal matters when available information indicates that it is probable a liability has been incurred and the Company can reasonably estimate the amount of that loss.

In many proceedings, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount of any loss. In addition, even where a loss is possible or an exposure to loss exists in excess of the liability already accrued with respect to a previously recognized loss contingency, it is often not possible to reasonably estimate the size of the possible loss or range of loss or possible additional losses or range of additional losses. As of September 30, 2024, there were no material pending legal proceedings, claims or litigation.

*Warranties and Indemnification*

The Company's arrangements generally include certain provisions for indemnifying customers against liabilities if there is a breach of a customer's data or if the Company's service infringes a third party's intellectual property rights. To date, the Company has not incurred any material costs as a result of such indemnifications.

The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by any of these persons in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person's service as a director or officer, including any action by the Company, arising out of that person's services as a director or officer or that person's services provided to any other company or enterprise at the Company's request. The Company maintains director and officer liability insurance coverage that would generally enable it to recover a portion of any future amounts paid. The Company may also be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.

## NOTE 7. CAPITAL STOCK

The Company's authorized capital stock consists of (a) 1,000,000,000 shares of common stock, par value $0.0001 per share; and (b) 100,000,000 shares of preferred stock, par value $0.0001 per share. As of September 30, 2024 and December 31, 2023, there were outstanding 12,780,000 Private Placement Warrants and 20,700,000 Public Warrants to purchase the Company's common stock at an exercise price of $11.50 per share. As of September 30, 2024 and December 31, 2023, no shares of preferred stock were issued or outstanding.

*Share Repurchase Program*

On February 22, 2024, the Company announced that its Board of Directors approved a share repurchase program to authorize the repurchase of up to $15.0 million of the currently outstanding shares of the Company's common stock over a period of twenty-four months beginning on March 1, 2024 (the "Share Repurchase Program"). On August 1, 2024, the Company's Board of Directors amended the Share Repurchase Program to authorize the Company to repurchase up to an additional $25.0 million of its common stock. The Share Repurchase Program will remain in effect until the total authorized dollar amount of shares is repurchased or August 1, 2026.

During the nine months ended September 30, 2024, the Company repurchased and canceled an aggregate of 2,948,892 shares of its common stock for a total consideration of $8.0 million ($2.71 per share). As of September 30, 2024, $32.0 million remained available under the Share Repurchase Program.

Such purchases will be at times and in amounts as the Company deems appropriate, based on factors such as price, market conditions, corporate and regulatory requirements, constraints specified in any Rule 10b5-1 trading plans, alternative investment opportunities and other business considerations. All shares repurchased will be canceled. The program does not obligate the Company to repurchase any dollar amount or number of shares, and may be modified, suspended, or discontinued at any time at the Company's discretion without prior notice.

## NOTE 8. SHARE-BASED COMPENSATION

In June 2021, the Company adopted the 2021 Incentive Award Plan (the "2021 Plan") under which the Company may grant cash and equity incentive awards to officers, employees, directors, consultants and service providers in order to attract, motivate and retain talent. The 2021 Plan replaced the Company's previous stock compensation plan.

All stock-based awards are measured based on the grant date fair value and are generally recognized on a straight-line basis in the Company's condensed consolidated statement of operations over the requisite service period (generally requiring a four-year vesting period).

The following table sets forth the total share-based compensation expense related to stock options and restricted stock units included in the respective components of operating expenses in the condensed consolidated statements of operations:

| *(in thousands)* | Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 |
|---|---|---|---|---|
| | *Unaudited* | *Unaudited* | *Unaudited* | *Unaudited* |
| Research and development | $ 408 | $ 631 | $ 1,405 | $ 1,851 |
| Clinical operations, net | 81 | 132 | 212 | 378 |
| Sales and marketing | 354 | 446 | 1,433 | 1,282 |
| General and administrative | 1,088 | 760 | 4,240 | 2,890 |
| Total stock-based compensation expense | $ 1,931 | $ 1,969 | $ 7,290 | $ 6,401 |

During the nine months ended September 30, 2024, the Company modified certain equity awards in connection with certain key executives' separation from the Company and recognized $1.2 million of additional stock-based compensation expense as a result of these modifications.

**NOTE 9. NET INCOME (LOSS) PER SHARE**

The Company's basic net loss per share is calculated by dividing net loss attributable to ordinary shareholders by the weighted-average number of shares of common stock outstanding for the period, without consideration of potentially dilutive securities. The diluted net loss per share is calculated by giving effect to all potentially dilutive securities outstanding for the period using the treasury stock method or the if-converted method based on the nature of such securities. Diluted net loss per share is the same as basic net loss per share in periods when the effects of potentially dilutive shares of common stock are anti-dilutive.

The following table sets forth the computation of basic and diluted net income (loss) per share attributable to common stockholders for the periods presented:

| *(in thousands, except number of shares and per share amounts)* | Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 |
|---|---|---|---|---|
| | *Unaudited* | *Unaudited* | *Unaudited* | *Unaudited* |
| **Net income (loss)** | $ 1,874 | $ (4,414) | $ (66) | $ (17,876) |
| Weighted average shares used to compute net income (loss) per share: | | | | |
| Basic | 168,426,349 | 166,570,673 | 168,805,882 | 164,215,802 |
| Dilutive effect of share-based awards | 5,327,414 | — | — | — |
| Diluted | 173,753,763 | 166,570,673 | 168,805,882 | 164,215,802 |
| **Net income (loss) per share:** | | | | |
| Basic | $ 0.01 | $ (0.03) | $ (0.00) | $ (0.11) |
| Diluted | $ 0.01 | $ (0.03) | $ (0.00) | $ (0.11) |

For the three months ended September 30, 2024, the shares underlying the following were excluded from the calculation of diluted net income per share since each would have had an anti-dilutive effect: 40,136 vested and non-vested stock options outstanding, 892,261 non-vested and outstanding restricted stock units, 12,780,000 Private Placement Warrants and 20,700,000 Public Warrants to purchase the Company's common stock.

For the nine months ended September 30, 2024, the shares underlying the following were excluded from the calculation of diluted net loss per share since each would have had an anti-dilutive effect giving the Company's net loss: 10,124,328 vested and non-vested stock options outstanding, 7,469,997 non-vested and outstanding restricted stock units, 12,780,000 Private Placement Warrants and 20,700,000 Public Warrants to purchase the Company's common stock.

For the three and nine months ended September 30, 2023, the shares underlying the following were excluded from the calculation of diluted income per share since each would have had an anti-dilutive effect given the Company's net loss: 11,812,822 vested and non-vested stock options outstanding, 9,609,252 non-vested and outstanding restricted stock units, 12,780,000 Private Placement Warrants and 20,700,000 Public Warrants to purchase the Company's common stock.

**NOTE 10. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

The following table presents the amounts included within accrued expenses and other current liabilities as of September 30, 2024 and December 31, 2023:

| *(in thousands)* | September 30, 2024 *Unaudited* | December 31, 2023 |
|---|---|---|
| Employee compensation | $ 4,018 | $ 7,269 |
| Severance | 726 | — |
| Professional fees | 874 | 626 |
| User acquisition | 664 | 1,525 |
| Other | 965 | 3,048 |
| Accrued expenses and other current liabilities | $ 7,247 | $ 12,468 |

**NOTE 11. VARIABLE INTEREST ENTITIES ("VIEs")**

The Company holds a variable interest in Talkspace Provider Network, PA ("TPN") and seven affiliated professional corporations ("PC entities"). The Company evaluates whether an entity in which it has a variable interest is considered a VIE. VIEs are generally entities that have either a total equity investment that is insufficient to permit the entity to finance its activities without additional subordinated financial support, or whose equity investors lack the characteristics of a controlling financial interest (i.e., ability to direct the activities of the entity that most significantly impact the entity's economic performance through voting rights and a right to receive the expected residual returns of the entity or an obligation to absorb the expected losses of the entity). TPN and the PC entities are considered VIEs.

Under the provisions of ASC 810, "Consolidation," an entity consolidates a VIE if it is determined to be the primary beneficiary of the VIE. The primary beneficiary has both (a) the power to direct the activities of the VIE that most significantly impact the entity's economic performance, and (b) the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The Company has determined that it is able to direct the activities of TPN and the PC entities that most significantly impact their economic performance and it funds and absorbs all losses of these VIEs resulting in the Company being the primary beneficiary of these entities. Accordingly, the Company consolidates these VIEs.

The following table details the assets and liabilities of the VIEs as of September 30, 2024 and December 31, 2023. The assets and liabilities in the table below are presented prior to consolidation and thus a portion of these assets and liabilities are eliminated in consolidation.

| *(in thousands)* | September 30, 2024 *Unaudited* | December 31, 2023 |
|---|---|---|
| ASSETS | | |
| Cash and cash equivalents | $ 133 | $ 167 |
| Accounts receivable | 5,388 | 4,031 |
| Other assets | 19,349 | 11,493 |
| Total Assets | $ 24,870 | $ 15,691 |
| LIABILITIES | | |
| Accrued expenses and other current liabilities | 2,587 | 2,831 |
| Total Liabilities | $ 2,587 | $ 2,831 |

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

*Unless the context otherwise requires, all references in this section as to "Talkspace," the "Company," "we," "us" or "our" refer to the business of Talkspace, Inc. and its consolidated subsidiaries.*

The following discussion and analysis of our financial condition and results of operations should be read together with the financial statements and the related notes contained in this Quarterly Report and the financial statements and related notes contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. This discussion contains forward-looking statements that reflect our plans, estimates, and beliefs that involve risks and uncertainties. As a result of many factors, such as those discussed in Part I, Item 1A, "Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and "Forward-Looking Statements" sections and elsewhere in this Quarterly Report, our actual results may differ materially from those anticipated in these forward-looking statements.

The purpose of this section is to discuss and analyze our consolidated financial condition, liquidity and capital resources and results of operations for the three and nine months ended September 30, 2024 and 2023.

**Overview**

Talkspace is a healthcare company offering its members convenient and affordable access to a fully-credentialed network of highly qualified providers. We are a leading virtual behavioral health company connecting millions of patients with licensed mental health providers across a wide and growing spectrum of care through virtual counseling, psychotherapy and psychiatry. We created a purpose-built platform to address the vast, unmet and growing demand for mental health services of our members. Through its platform, Talkspace serves:

- Health insurance plans and employee assistance programs ("Payor") such as Aetna, Cigna, and Optum, who offer their insured members access to our platform at in-network reimbursement rates,
- Direct-to-Enterprise customers ("DTE") comprised of enterprises such as Google, the University of Kentucky and the New York City Department of Health and Mental Hygiene, who offer their enterprise members access to our platform while their enterprise is under an active contract with Talkspace, and
- Individual subscribers ("Consumer") who subscribe directly to our platform.

As of September 30, 2024, we had approximately 158.1 million eligible lives compared to 112.9 million eligible lives as of September 30, 2023. As of September 30, 2024, we had over 8,600 Consumer active members compared to 13,300 Consumer active members as of September 30, 2023. For the three and nine months ended September 30, 2024, our clinicians completed 316,400 and 899,200 sessions, respectively, related to members covered under our Payor customers, compared to 228,600 and 600,800 completed sessions, respectively, for the three and nine months ended September 30, 2023. Please refer to the "Key Business Metrics" section below for a description of eligible lives and Consumer active members.

**Inflation Risk and Economic Conditions**

The demand for our solution is dependent on the general economy, which is in turn affected by geopolitical conditions, the stability of the global credit markets, inflationary pressures, higher interest rates, the industries in which our Payor and DTE customers operate or serve, and other factors. Downturns in the general economy could disproportionately affect the demand for our solution and cause it to decrease.

Our operations could also be impacted by inflation and higher interest rates. Inflation did not have a material effect on our business, financial condition or results of operations for the three and nine months ended September 30, 2024 and 2023. However, if our costs were to become subject to significant inflationary pressures (such as Provider cost), we may not be able to fully offset such higher costs through price increases or cost savings. Our inability or failure to do so could harm our business, financial condition or results of operations.

**Operating Segments**

The Company operates as a single segment, which is how the chief operating decision maker ("CODM"), who is the Chief Executive Officer, reviews financial performance and allocates resources.

**Key Business Metrics**

We monitor the following key metrics to help us evaluate our business, identify trends affecting our business, formulate business plans and make strategic decisions. We believe the following metrics are useful in evaluating our business:

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| *(in thousands except number of health plan and enterprise customers or otherwise indicated)* | *Unaudited* | *Unaudited* |
| Number of eligible lives at period end *(in millions)* | 158.1 | 112.9 |
| Number of completed Payor sessions during the period | 899.2 | 600.8 |
| Number of health plan customers at period end | 26 | 21 |
| Number of enterprise customers at period end | 189 | 212 |
| Number of Consumer active members at period end | 8.6 | 13.3 |

| | Three Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| *(in thousands)* | *Unaudited* | *Unaudited* |
| Unique Payor active members during the period | 93.5 | 75.5 |

*Eligible Lives:* We consider eligible lives "eligible" if such persons are eligible to receive treatment on the Talkspace platform, in the case of our Payor customers, at an agreed upon reimbursement rate through insurance under an employee assistance program or other network behavioral health paid benefit program. There may be instances where a person may be covered through multiple solutions, typically through behavioral health plans and employee assistance programs. In these instances, the person is counted each time they are covered in the eligible lives calculation, which may cause this amount to reflect a higher number of eligible lives than we actually serve.

*Active Members:* We consider consumer members "active" commencing on the date such member initiates contact with a provider on our platform until the term of their monthly, quarterly or bi-annual subscription plan expires, unless terminated early.

*Unique Payor Active Members:* Represents unique users who had a session completed during the period.

**Components of Results of Operations**

***Revenues***

We generate revenues from services provided to individuals who are qualified to receive access to the Company's services through our commercial arrangements with health insurance plans, employee assistance organizations and enterprises. We also generate revenues from the sale of monthly, quarterly, bi-annual and annual membership subscriptions to the Company's therapy platform as well as supplementary a la carte offerings directly to individual consumers through a subscription plan. See Note 3, "Revenue Recognition" in the notes to the condensed consolidated financial statements for further details.

Revenue growth is generated from a combination of increasing our eligible covered lives through contracting with health insurance plans and employee assistance organizations, increasing utilization within eligible covered lives, expanding enterprise customers, and increasing membership subscriptions.

***Cost of Revenues***

Cost of revenues is comprised primarily of therapist payments. Cost of revenues is largely driven by number of sessions and the size of our provider network that is required to service the growth of our health plan and enterprise customers, in addition to the growth of our customer base.

We designed our business model and our provider network to be scalable and to leverage a hybrid model of both employee providers and independently contracted providers to support multiple growth scenarios. The compensation paid to our independently contracted providers is variable, and the amount paid to a provider is generally based on the amount of time committed by such provider to our members. Our employee providers receive a fixed-salary and discretionary bonuses, where applicable, all of which is included in cost of revenues.

While we expect to make increased investments to support accelerated growth and the required investment to scale our provider network, we also expect increased efficiencies and economies of scale. Our cost of revenues as a percentage of revenues is expected to fluctuate from period to period depending on the interplay of these factors as well as pricing fluctuations.

***Operating Expenses***

Operating expenses consist of research and development, clinical operations, sales and marketing, and general and administrative expenses.

*Research and Development Expenses*

Research and development expenses include personnel and related expenses for software development and engineering, information technology infrastructure, security, privacy compliance and product development (inclusive of stock-based compensation for our research and development employees), third-party services and contractors related to research and development, information technology and software-related costs. Research and development expenses exclude amounts reflected as capitalized internal-use software development costs.

*Clinical Operations Expenses*

Clinical operations expenses are associated with the management of our network of therapists. This item is comprised of costs related to recruiting, onboarding, credentialing, training and ongoing quality assurance activities (inclusive of stock-based compensation for our clinical operations employees), costs of third-party services and contractors related to recruiting and training and software-related costs.

*Sales and Marketing Expenses*

Sales expenses consist primarily of employee-related expenses, including salaries, benefits, commissions, travel and stock-based compensation costs for our employees engaged in sales and account management.

Marketing expenses consist primarily of advertising and marketing expenses for member acquisition and engagement, as well as personnel costs, including salaries, benefits, bonuses, stock-based compensation expense for marketing employees, third-party services and contractors. Marketing expenses also include third-party software subscription services, third-party independent research, participation in trade shows, brand messaging and costs of communications materials that are produced for our customers to generate greater awareness and utilization of our platform among our Payor and DTE customers.

*General and Administrative Expenses*

General and administrative expenses consist primarily of personnel costs, including salaries, benefits, bonuses and stock-based compensation expense for certain executives, finance, accounting, legal and human resources functions, as well as professional fees.

*Financial (income), net*

Financial (income), net includes the impact from (i) non-cash changes in the fair value of our warrant liabilities, (ii) interest earned on cash equivalents deposited in our money market accounts and (iii) other financial expenses in connection with bank charges.

*Taxes on income*

Taxes on income consists primarily of foreign income taxes related to income generated by our subsidiary organized under the laws of Israel. Taxes on income were immaterial for the three and nine months ended September 30, 2024 and 2023.

We have a full valuation allowance for our U.S. deferred tax assets, including federal and state NOLs. We expect to maintain this valuation allowance until it becomes more likely than not that the benefit of our federal and state deferred tax assets will be realized through expected future taxable income in the United States.

## Results of Operations

The following table presents our results of operations for the three and nine months ended September 30, 2024 and 2023 and the dollar and percentage change between the respective periods:

| | Three Months Ended September 30, | | Variance | | Nine Months Ended September 30, | | Variance | |
|---|---|---|---|---|---|---|---|---|
| *(in thousands, except percentages)* | 2024 | 2023 | $ | % | 2024 | 2023 | $ | % |
| Revenue: | *Unaudited* | *Unaudited* | | | *Unaudited* | *Unaudited* | | |
| Payor revenue | $ 32,039 | $ 22,112 | 9,927 | 44.9 | $ 90,492 | $ 55,462 | 35,030 | 63.2 |
| DTE revenue | 9,370 | 8,002 | 1,368 | 17.1 | 28,911 | 24,717 | 4,194 | 17.0 |
| Consumer revenue | 5,990 | 8,532 | (2,542) | (29.8) | 19,470 | 27,448 | (7,978) | (29.1) |
| Total revenue | 47,399 | 38,646 | 8,753 | 22.6 | 138,873 | 107,627 | 31,246 | 29.0 |
| Cost of revenue | 25,778 | 19,797 | 5,981 | 30.2 | 74,570 | 54,218 | 20,352 | 37.5 |
| Gross profit | 21,621 | 18,849 | 2,772 | 14.7 | 64,303 | 53,409 | 10,894 | 20.4 |
| Operating expenses: | | | | | | | | |
| Research and development | 2,352 | 4,180 | (1,828) | (43.7) | 8,254 | 13,704 | (5,450) | (39.8) |
| Clinical operations, net | 1,677 | 1,405 | 272 | 19.4 | 4,802 | 4,681 | 121 | 2.6 |
| Sales and marketing | 12,337 | 13,184 | (847) | (6.4) | 38,615 | 39,698 | (1,083) | (2.7) |
| General and administrative | 5,156 | 5,259 | (103) | (2.0) | 17,698 | 15,952 | 1,746 | 10.9 |
| Total operating expenses | 21,522 | 24,028 | (2,506) | (10.4) | 69,369 | 74,035 | (4,666) | (6.3) |
| Income (loss) from operations | 99 | (5,179) | 5,278 | * | (5,066) | (20,626) | 15,560 | 75.4 |
| Financial (income), net | (1,701) | (779) | (922) | 118.4 | (5,123) | (2,915) | (2,208) | 75.7 |
| Income (loss) before taxes on income | 1,800 | (4,400) | 6,200 | * | 57 | (17,711) | 17,768 | * |
| Taxes on income | (74) | 14 | (88) | * | 123 | 165 | (42) | (25.5) |
| Net income (loss) | $ 1,874 | $ (4,414) | $ 6,288 | * | $ (66) | $ (17,876) | $ 17,810 | 99.6 |

** Percentage not meaningful.*

## Revenues

Revenues increased by $8.8 million, or 22.6% to $47.4 million for the three months ended September 30, 2024 from $38.6 million for the three months ended September 30, 2023. The increase was principally due to a 44.9% increase in Payor revenue driven by a higher number of completed Payor sessions, and a 17.1% growth in DTE revenue, partially offset by a 29.8% decline in Consumer revenue. Revenue from our Payor customers increased by $9.9 million, or 44.9%, to $32.0 million for the three months ended September 30, 2024 from $22.1 million for the three months ended September 30, 2023. Revenue from our DTE customers increased by $1.4 million, or 17.1% to $9.4 million for the three months ended September 30, 2024 from $8.0 million for the three months ended September 30, 2023. Consumer revenue decreased by $2.5 million, or 29.8%, to $6.0 million for the three months ended September 30, 2024 from $8.5 million for the three months ended September 30, 2023, due to the Company's intentional and strategic decision to optimize and focus marketing efforts on attracting Payor members. While we no longer have marketing resources dedicated solely to the Consumer category, it continues to have a positive contribution to our financial results.

Revenues increased by $31.2 million, or 29.0% to $138.9 million for the nine months ended September 30, 2024 from $107.6 million for the nine months ended September 30, 2023. The increase was principally due to a 63.2% increase in Payor revenue driven by a higher number of completed Payor sessions, and a 17.0% growth in DTE revenue, partially offset by a 29.1% decline in Consumer revenue. Revenue from our Payor customers increased by $35.0 million, or 63.2%, to $90.5 million for the nine months ended September 30, 2024 from $55.5 million for the nine months ended September 30, 2023. Revenue from our DTE customers increased by $4.2 million, or 17.0% to $28.9 million for the nine months ended September 30, 2024 from $24.7 million for the nine months ended September 30, 2023. Consumer revenue decreased by $8.0 million, or 29.1%, to $19.5 million for the nine months ended September 30, 2024 from $27.4 million for the nine months ended September 30, 2023, due to the Company's intentional and strategic decision to optimize and focus marketing efforts on attracting Payor members. While we no longer have marketing resources dedicated solely to the Consumer category, it continues to have a positive contribution to our financial results.

## Costs of revenues

Cost of revenues increased by $6.0 million, or 30.2%, to $25.8 million for the three months ended September 30, 2024 from $19.8 million for the three months ended September 30, 2023 and increased by $20.4 million, or 37.5%, to $74.6 million for the nine months ended September 30, 2024 from $54.2 million for the nine months ended September 30, 2023.

The increase in cost of revenues for the three and nine months ended September 30, 2024, was primarily due to increased hours worked by therapists as a result of increased Payor sessions.

**Gross profit**

Gross profit increased by $2.8 million, or 14.7%, to $21.6 million for the three months ended September 30, 2024 from $18.8 million for the three months ended September 30, 2023 and increased by $10.9 million, or 20.4%, to $64.3 million for the nine months ended September 30, 2024 from $53.4 million for the nine months ended September 30, 2023. The increase in gross profit was primarily driven by an increase in the Company's revenues partially offset by an increase in cost of revenues to service more members and sessions.

Gross margin was 45.6% for the three months ended September 30, 2024, compared to 48.8% during the three months ended September 30, 2023. Gross margin was 46.3% for the nine months ended September 30, 2024, compared to 49.6% during the nine months ended September 30, 2023. The decline in gross margin was driven by a shift in revenue mix towards Payor as Consumer sessions tend to provide higher margins.

**Operating expenses**

Overall, operating expenses for the three months ended September 30, 2024 have decreased by $2.5 million or 10.4% to $21.5 million from $24.0 million for the three months ended September 30, 2023. Operating expenses for the nine months ended September 30, 2024 have decreased by $4.7 million or 6.3% to $69.4 million from $74.0 million for the nine months ended September 30, 2023, primarily due to our efforts to achieve greater operational efficiency.

***Research and development expenses.*** Research and development expenses decreased by $1.8 million, or 43.7% to $2.4 million for the three months ended September 30, 2024 from $4.2 million for the three months ended September 30, 2023 and decreased by $5.5 million, or 39.8% to $8.3 million for the nine months ended September 30, 2024 from $13.7 million for the nine months ended September 30, 2023. The decrease in research and development expenses for the three and nine months ended September 30, 2024 was primarily due to a decrease in employee-related costs, inclusive of non-cash stock compensation expense, as a result of the exclusion of amounts reflected as capitalized internal-use software development costs. Capitalized internal-use software development costs were $1.9 million and $4.2 million for the three and nine months ended September 30, 2024, respectively.

***Clinical operations expenses.*** Clinical operations expenses increased by $0.3 million, or 19.4% to $1.7 million for the three months ended September 30, 2024 from $1.4 million for the three months ended September 30, 2023 and increased by $0.1 million, or 2.6% to $4.8 million for the nine months ended September 30, 2024 from $4.7 million for the nine months ended September 30, 2023. The increase in clinical operations expenses for the three and nine months ended September 30, 2024 was primarily due to an increase in employee-related costs, inclusive of non-cash stock compensation expense.

***Sales and marketing expenses.*** Sales and marketing expenses decreased by $0.8 million, or 6.4%, to $12.3 million for the three months ended September 30, 2024 from $13.2 million for the three months ended September 30, 2023 and decreased by $1.1 million, or 2.7%, to $38.6 million for the nine months ended September 30, 2024 from $39.7 million for the nine months ended September 30, 2023. The decrease in sales and marketing expenses for the three and nine months ended September 30, 2024 was primarily driven by a decrease in employee-related costs, inclusive of non-cash stock compensation expense and a decrease in third-party subcontractor costs, partially offset by an increase in direct marketing and promotional costs.

***General and administrative expenses.*** General and administrative expenses decreased by $0.1 million, or 2.0%, to $5.2 million for the three months ended September 30, 2024 from $5.3 million for the three months ended September 30, 2023 and increased by $1.7 million, or 10.9%, to $17.7 million for the nine months ended September 30, 2024 from $16.0 million for the nine months ended September 30, 2023. The increase in general and administrative expenses for the nine months ended September 30, 2024 was primarily due to an increase in severance costs, professional fees and recruitment costs, partially offset by a decrease in third-party subcontractor costs.

**Financial (income), net**

Financial (income), net was $1.7 million for the three months ended September 30, 2024 compared to $0.8 million three months ended September 30, 2023. For the three months ended September 30, 2024 financial (income), net primarily consisted of interest income earned on our money market accounts of $1.5 million and non-cash gains resulting from the remeasurement of warrant liabilities of $0.3 million.

For the three months ended September 30, 2023 financial (income), net primarily consisted of interest income earned on our money market accounts of $1.6 million, partially offset by $0.8 million in losses resulting from the remeasurement of warrant liabilities.

Financial (income), net was $5.1 million for the nine months ended September 30, 2024 compared to $2.9 million nine months ended September 30, 2023. For the nine months ended September 30, 2024 financial (income), net primarily consisted of interest income earned on our money market accounts of $4.6 million and non-cash gains resulting from the remeasurement of warrant liabilities of $0.8 million. For the nine months ended September 30, 2023 financial (income), net primarily consisted of interest income earned on our money market accounts of $3.7 million, partially offset by $0.6 million in losses resulting from the remeasurement of warrant liabilities.

**Taxes on income**

Taxes on income consists primarily of foreign income taxes related to income generated by our subsidiary organized under the laws of Israel. Taxes on income were immaterial for the three and nine months ended September 30, 2024 and 2023.

**Non-GAAP Financial Measures**

In addition to our financial results determined in accordance with GAAP, we believe adjusted EBITDA, a non-GAAP measure, is useful in evaluating our operating performance, and our management uses it as a key performance measure to assess our operating performance. Because adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure for business planning purposes and in evaluating acquisition opportunities. We also use adjusted EBITDA to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that this non-GAAP financial measure, when taken together with the corresponding GAAP financial measures, provides meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations or outlook. We believe that the use of adjusted EBITDA is helpful to our investors as it is a metric used by management in assessing the health of our business and our operating performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP.

Some of the limitations of adjusted EBITDA include (i) adjusted EBITDA does not necessarily reflect capital commitments to be paid in the future and (ii) although depreciation and amortization are non-cash charges, the underlying assets may need to be replaced and adjusted EBITDA does not reflect these requirements. In evaluating adjusted EBITDA, you should be aware that in the future we will incur expenses similar to the adjustments described herein. Our presentation of adjusted EBITDA should not be construed as an inference that our future results will be unaffected by these expenses or any unusual or non-recurring items. Our adjusted EBITDA may not be comparable to similarly titled measures of other companies because they may not calculate adjusted EBITDA in the same manner as we calculate the measure, limiting its usefulness as a comparative measure. Adjusted EBITDA should not be considered as an alternative to income (loss) before income taxes, net income (loss), income (loss) per share, or any other performance measures derived in accordance with U.S. GAAP. When evaluating our performance, you should consider adjusted EBITDA alongside other financial performance measures, including our net income (loss) and other GAAP results.

A reconciliation is provided below for adjusted EBITDA to net income (loss), the most directly comparable financial measure stated in accordance with GAAP. Investors are encouraged to review our financial statements prepared in accordance with GAAP and the reconciliation of our non-GAAP financial measure to its most directly comparable GAAP financial measure, and not to rely on any single financial measure to evaluate our business. We do not provide a forward-looking reconciliation of adjusted EBITDA guidance as the amount and significance of the reconciling items required to develop meaningful comparable GAAP financial measures cannot be estimated at this time without unreasonable efforts. These reconciling items could be meaningful.

We calculate adjusted EBITDA as net loss income adjusted to exclude (i) depreciation and amortization, (ii) interest and other expenses (income), net, (iii) tax benefit and expense, and (iv) stock-based compensation expense.

The following table presents a reconciliation of adjusted EBITDA from the most comparable GAAP measure, net loss for the three and nine months ended September 30, 2024 and 2023:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| *(in thousands)* | *Unaudited* | *Unaudited* | *Unaudited* | *Unaudited* |
| Net income (loss) | $ 1,874 | $ (4,414) | $ (66) | $ (17,876) |
| Add: | | | | |
| Depreciation and amortization | 231 | 305 | 652 | 913 |
| Financial (income), net [(1)] | (1,701) | (779) | (5,123) | (2,915) |
| Taxes on income | (74) | 14 | 123 | 165 |
| Stock-based compensation | 1,931 | 1,969 | 7,290 | 6,401 |
| Non-recurring expenses [(2)] | 89 | 105 | 1,427 | 89 |
| Adjusted EBITDA | $ 2,350 | $ (2,800) | $ 4,303 | $ (13,223) |

(1) For the three months ended September 30, 2024, financial (income), net, primarily consisted of $1.5 million of interest income from our money market accounts and $0.3 million in non-cash gains resulting from the remeasurement of warrant liabilities. For the nine months ended September 30, 2024, financial (income), net, primarily consisted of $4.6 million of interest income from our money market accounts and $0.8 million in non-cash gains resulting from the remeasurement of warrant liabilities. For the three months ended September 30, 2023, financial (income), net, primarily consisted of $1.6 million of interest income from our money market accounts, partially offset by $0.8 million in non-cash losses resulting from the remeasurement of warrant liabilities. For the nine months ended September 30, 2023, financial (income), net, primarily consisted of $3.7 million of interest income from our money market accounts, partially offset by $0.6 million in non-cash losses resulting from the remeasurement of warrant liabilities.

(2) For the nine months ended September 30, 2024, non-recurring expenses primarily consisted of severance costs related to the departure of key executives of the Company and other related costs. For the three and nine months ended September 30, 2023, non- recurring expenses primarily consisted in losses resulting from the disposition of fixed assets.

**Liquidity and Capital Resources**

As of September 30, 2024, we had $119.0 million of cash and cash equivalents ($123.9 million as of December 31, 2023), which we use to finance our operations and support a variety of growth initiatives and investments. We had no debt as of September 30, 2024.

Our primary cash needs are to fund operating activities and invest in technology development. Our future capital requirements will depend on many factors including our growth rate, contract renewal activity, the timing and extent of investments to support product development efforts, our expansion of sales and marketing activities, the introduction of new and enhanced service offerings, and the continuing market acceptance of virtual behavioral services. Additionally, we may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies.

We currently anticipate to be able to fund our cash needs for at least the next 12 months and thereafter for the foreseeable future using available cash and cash equivalent balances as of September 30, 2024. However, in the future we may require additional capital to respond to technological advancements, competitive dynamics, customer demands, business and investment opportunities, acquisitions or unforeseen circumstances and we may determine to engage in equity or debt financings for other reasons. We may not be able to timely secure additional debt or equity financing on favorable terms, or at all. If we raise additional funds through the issuance of equity or convertible debt or other equity-linked securities, our existing stockholders could experience significant dilution. Any debt financing obtained by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. If we cannot raise capital when needed, we may be forced to undertake asset sales or similar measures to ensure adequate liquidity.

*Share Repurchase Program*

On February 22, 2024, the Company announced that its Board of Directors approved a share repurchase program to authorize the repurchase of up to $15.0 million of the currently outstanding shares of the Company's common stock over a period of twenty-four months beginning on March 1, 2024 (the "Share Repurchase Program"). On August 1, 2024, the Company's Board of Directors amended the Share Repurchase Program to authorize the Company to repurchase up to an additional $25.0 million of its common stock. The Share Repurchase Program will remain in effect until the total authorized dollar amount of shares is repurchased or August 1, 2026.

During the nine months ended September 30, 2024, the Company purchased and canceled an aggregate of 2,948,892 shares of its common stock for a total consideration of $8.0 million ($2.71 per share) under the Share Repurchase Program. As of September 30, 2024, a total of $32.0 million remained available for share repurchases under the Share Repurchase Program.

Such repurchases may be completed periodically through various methods in compliance with applicable state and federal securities laws and will be at times and in amounts as the Company deems appropriate, based on factors such as price, market conditions, corporate and regulatory requirements, constraints specified in any Rule 10b5-1 trading plans, alternative investment opportunities and other business considerations. All shares repurchased will be canceled. The program does not obligate the Company to repurchase any dollar amount or number of shares, and may be suspended or terminated at any time.

See Note 7, "Capital Stock" in the notes to the condensed consolidated financial statements for further details.

**Cash Flows from Operating, Investing and Financing Activities**

The following table presents the summary condensed consolidated cash flow information for the periods presented:

***Cash Flows***

| | Nine Months Ended September 30, | |
|---|---|---|
| | **2024** | **2023** |
| *(in thousands)* | *Unaudited* | *Unaudited* |
| Net cash provided by (used in) operating activities | $ 7,623 | $ (14,863) |
| Net cash used in investing activities | (3,837) | (10) |
| Net cash (used in) provided by financing activities | (8,700) | 1,660 |
| Net decrease in cash and cash equivalents | $ (4,914) | $ (13,213) |

***Operating Activities***

The decrease in net cash used in operating activities was primarily driven by a lower net loss for the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023.

***Investing Activities***

The increase in net cash used in investing activities was driven primarily by an increase in capitalized internal-use software development costs during the nine months ended September 30, 2024 compared to September 30, 2023.

***Financing Activities***

The increase in net cash used in financing activities was driven primarily by the purchase of $8.0 million of outstanding shares of the Company's common stock under the Share Repurchase Program and an increase in taxes paid related to vested stock-based awards during the nine months ended September 30, 2024 compared to September 30, 2023.

**Contractual Obligations, Commitments and Contingencies**

As of September 30, 2024, we did not have any short-term or long-term debt, or significant long-term liabilities. As of September 30, 2024, we have a non-material long-term operating lease for our office space in New York, NY.

We may in the future be involved in various legal proceedings, claims and litigation that arise in the normal course of business. We accrue for estimated loss contingencies related to legal matters when available information indicates that it is probable a liability has been incurred and we can reasonably estimate the amount of that loss. In many proceedings, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount of any loss. In addition, even where a loss is possible or an exposure to loss exists in excess of the liability already accrued with respect to a previously recognized loss contingency, it is often not possible to reasonably estimate the size of the possible loss or range of loss or possible additional losses or range of additional losses. Should any of our estimates and assumptions change or prove to be incorrect, it could have a material impact on our results of operations, financial position, and cash flows. As of September 30, 2024 there were no material legal proceedings, claims or litigation.

Our commercial contract arrangements generally include certain provisions requiring us to indemnify customers against liabilities if there is a breach of a customer's data or if our service infringes a third party's intellectual property rights. To date, we have not incurred any material costs as a result of such indemnifications.

We have also agreed to indemnify our officers and directors for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by any of these persons in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person's service as a director or officer, including any action by us, arising out of that person's services as our director or officer or that person's services provided to any other company or enterprise at our request. We maintain director and officer liability insurance coverage that would generally enable us to recover a portion of any future amounts paid. We may also be subject to indemnification obligations by law with respect to the actions of our employees under certain circumstances and in certain jurisdictions.

**Off-Balance Sheet Arrangements**

We do not invest in any off-balance sheet vehicles that provide liquidity, capital resources, market or credit risk support, or engage in any activities that expose us to any liability that is not reflected in our condensed consolidated financial statements.

**Critical Accounting Policies and Estimates**

The Company's condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Reference is also made to the Company's consolidated financial statements and notes thereto found in its Annual Report on Form 10-K for the year ended December 31, 2023.

The Company's accounting policies are essential to understanding and interpreting the financial results reported on the condensed consolidated financial statements. The significant accounting policies used in the preparation of the Company's consolidated financial statements are summarized in Note 2 to the financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. Certain of those policies are considered to be particularly important to the presentation of the Company's financial results because they require management to make difficult, complex or subjective judgments, often as a result of matters that are inherently uncertain.

During the nine months ended September 30, 2024, there were no material changes to matters discussed under the heading "Critical Accounting Policies and Estimates" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

**Recent Accounting Pronouncements**

Information regarding recent accounting developments and their impact on our results can be found in Note 2, "Summary of Significant Accounting Policies and Estimates" in the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 and in Note 2, "Significant Accounting Policies" in the notes to the condensed consolidated financial statements of this Quarterly Report on Form 10-Q.

## FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (the "Quarterly Report") contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in 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"). All statements other than statements of historical facts contained in this Quarterly Report may be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "forecasts," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. Forward-looking statements contained in this Quarterly Report include, but are not limited to, statements regarding our future results of operations and financial position, industry and business trends, stock-based compensation, revenue recognition, business strategy, plans and market growth.

The forward-looking statements in this Quarterly Report and other such statements we publicly make from time-to-time are only predictions. We base these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. Forward-looking statements involve known and unknown risks and uncertainties. Many important factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: (i) our business and the markets we operate in are rapidly evolving; (ii) rapid technological change in our industry; (iii) our ability to secure clients' contract renewals; (iv) our ability to maintain and expand our network of therapists, psychiatrists and other providers; (v) a decline in the prevalence of enterprise-sponsored healthcare or the emergence of new technologies may adversely impact our DTE business; (vi) if our or our vendors' security measures fail or are breached; (vii) changes in healthcare laws, regulations or trends and our ability to operate in the heavily regulated healthcare industry; and (viii) and the other factors, risks and uncertainties discussed in Part I, Item 1A, "Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and subsequent quarterly reports on Form 10-Q, including this report. The forward-looking statements in this Quarterly Report are based upon information available to us as of the date of this Quarterly, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely upon these statements.

You should read this Quarterly Report and the risk factors discussed in Part I, Item 1A, "Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of the date of this Quarterly Report. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained in this Quarterly Report on Form 10-Q or any forward-looking statements we may publicly make from time-to-time, whether as a result of any new information, future events or otherwise.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk.

During the nine months ended September 30, 2024, there were no material changes to the information contained in Part II, Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

## Item 4. Controls and Procedures.

*Evaluation of Disclosure Controls and Procedures*

Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted 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 management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures.

Based on their evaluation as of September 30, 2024, our management, including our Chief Executive Officer and Chief Financial Officer, have concluded that our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) were effective to provide reasonable assurance that information required to be disclosed by the Company in reports filed or submitted under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the United States Securities and Exchange Commission's ("SEC") rules and forms and (ii) accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control Over Financial Reporting*

There were no changes in the Company's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the third quarter of fiscal year 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We will continue to evaluate each quarter whether there are changes that materially affect our internal control over financial reporting.

*Inherent Limitations on Effectiveness of Controls*

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings.

The Company has no material pending legal proceedings as of September 30, 2024, for more details see Note 6, "Commitments and Contingencies" in the Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

### Item 1A. Risk Factors.

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors discussed under Part I, Item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. These factors could materially adversely affect our business, financial condition, liquidity, results of operations and capital position, and could cause our actual results to differ materially from our historical results or the results contemplated by any forward-looking statements contained in this Quarterly Report. During the nine months ended September 30, 2024, there were no material changes to the information contained in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

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

Below is a summary of share repurchases for the three months ended September 30, 2024. See Note 7, "Capital Stock" in the Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, as well as the section entitled "Liquidity Capital Resources-Share Repurchase Program" in Part I, Item II of this Quarterly Report on Form 10-Q for information regarding our share repurchase program.

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Programs | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (In Thousands) (1) |
|---|---|---|---|---|
| July 1 - 31 | — | $ — | — | $ 32,001 |
| August 1 - 31 | — | — | — | 32,001 |
| September 1 - 30 | — | — | — | 32,001 |
| Total | — | | — | |

(1) There were no share repurchases during the three months ended September 30, 2024. As of September 30, 2024, $32.0 million remained available for share repurchases under the Share Repurchase Program.

### Item 3. Defaults Upon Senior Securities.

None.

### Item 4. Mine Safety Disclosures.

Not applicable.

**Item 5. Other Information.**

On August 19, 2024, Mr. Gil Margolin, the Chief Technology Officer of the Company, adopted a trading arrangement for the sale of shares of the Company's common stock (a "Rule 10b5-1 Trading Plan") that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c). Mr. Margolin's Rule 10b5-1 Trading Plan provides for the sale of up to 853,901 shares of common stock pursuant to the terms of the plan. The shares include: i) shares which will be acquired upon the exercise of employee stock options; and ii) vested restricted stock units. The Rule 10b5-1 Trading Plan expires on December 31, 2025, or such earlier date upon the completion of all trades under the plan or the occurrence of such other termination events as specified in the plan, including but not limited to termination of the plan.

No other directors or officers, as defined in Securities Exchange Act Rule 16a-1(f), adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as defined in Item 408 of Regulation S-K, during the three months ended September 30, 2024.

**Item 6. Exhibits.**

## EXHIBIT INDEX

| Exhibit Number | Exhibit Description | Filed/ Furnished Herewith |
|---|---|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a). | * |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a). | * |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350. | ** |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350. | ** |
| 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 with Embedded Linkbase Documents. | * |
| 104 | Cover Page Interactive Data File (as formatted as Inline XBRL and contained in Exhibit 101). | * |

* Filed herewith.
** Furnished herewith.

## 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.

| | | |
|---|---|---|
| | | **Talkspace, Inc.** |
| Date: November 7, 2024 | By: | /s/ Jon Cohen<br>Jon Cohen<br>Chief Executive Officer |
| Date: November 7, 2024 | By: | /s/ Ian Harris<br>Ian Harris<br>Chief Financial Officer |

**Exhibit 31.1**

**CERTIFICATION**

I, Jon Cohen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Talkspace, 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: November 7, 2024

By: /s/ Jon Cohen
Jon Cohen
Chief Executive Officer

**Exhibit 31.2**

**CERTIFICATION**

I, Ian Harris, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Talkspace, 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: November 7, 2024 | By: | /s/ Ian Harris |
| | | Ian Harris |
| | | Chief Financial Officer |

**Exhibit 32.1**

**CERTIFICATION 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 Talkspace, Inc. (the “Company”) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(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 the Company.

| | | |
|---|---|---|
| Date: November 7, 2024 | By: | /s/ Jon Cohen |
| | | Jon Cohen |
| | | Chief Executive Officer |

**Exhibit 32.2**

**CERTIFICATION 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 Talkspace, Inc. (the “Company”) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(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 the Company.

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|---|---|---|
| Date: November 7, 2024 | By: | /s/ Ian Harris |
| | | Ian Harris |
| | | Chief Financial Officer |