

Matterport Announces Second Quarter 2022 Financial Results, with Stronger-than-Expected Subscription Revenue and Non-GAAP EPS

August 10, 2022

- Subscription revenue rose 20% year-over-year, above Company guidance
- Services revenue increased 74% year-over-year
- Q2 GAAP loss per share of \$0.23
- Non-GAAP loss per share of \$0.12, better than Company guidance
- Matterport increases full year revenue guidance range to \$132 to \$138 million, narrows full year guidance range for non-GAAP loss per share to \$0.46 to \$0.50
- Balance sheet remains strong with \$562 million cash and investments and no debt

SUNNYVALE, Calif., Aug. 10, 2022 (GLOBE NEWSWIRE) -- Matterport, Inc. (Nasdaq: MTTR) ("Matterport" or the "Company"), the leading spatial data company driving the digital transformation of the built world, today announced financial results for the quarter ended June 30, 2022.

Matterport Q2 2022 Infographic



Matterport Q2 2022 Infographic

"We delivered another strong quarter, increasing our subscriber count by 52% to 616,000 subscribers. We expanded Spaces Under Management by 44% to over 8 million spaces," said RJ Pittman, Chairman and Chief Executive Officer of Matterport. "We continue to see strength in our enterprise subscriber base, and believe that customers who adopt digital twins will realize increased revenues and lower their operating costs, gaining a powerful advantage in any economic environment. Our laser focus on delivering measurable customer value for large enterprises and small businesses alike is fueling our growth and scaling our platform. Our recent acquisition of VHT Studios extends our offering to satisfy the growing demand for digital twins and integrated marketing solutions for the residential, commercial and hospitality real estate industries," Pittman added.

"We are pleased to report subscription revenue of \$18.4 million for the quarter, above the high end of our guidance range. We continued to improve operating efficiencies and reported non-GAAP loss per share of \$0.12 for the quarter, also better than our guidance range," said JD Fay, Chief Financial Officer of Matterport. "Quarterly subscription revenue increased by 20% year-over-year and continues to grow as a proportion of total revenue, comprising 65% of total revenue, up from 60% in the first quarter of 2022. These are strong results that demonstrate our ability to drive the business forward and lead through the macro environment effectively. With \$562 million of cash and short- and long-term investments, we believe we have the financial strength to comfortably achieve our long term business plan."

Second Quarter 2022 Financial Highlights

- Spaces Under Management (SUM) grew to 8.0 million, up 10% compared to the first quarter of 2022
- Total subscribers increased to 616,000, up 10% sequentially
- Subscription revenue was \$18.4 million, up 7% sequentially
- Total revenue was \$28.5 million, flat sequentially
- Annualized Recurring Revenue (ARR) exiting the second quarter was \$73.6 million
- Exited Q2 with record product backlog

Recent Business Highlights

- Acquired VHT Studios to accelerate adoption of digital twins for real estate. The combination of VHT Studios' visual media
 technology and services with the immersive Matterport 3D Digital Twin platform is expected to elevate the buying and
 leasing experience while simplifying the process of creating comprehensive marketing packages for enterprise brokerages
 and agents
- Partnered with CGS, a global provider of applications, enterprise learning, and outsourcing services, to deliver virtual training solutions for front-line workers across the Fortune 500
- Completed SOC 2 Type II standards for confidentiality, a key requirement for many Fortune 500 customers and other enterprise organizations evaluating the deployment of digital twins
- Donated digital twin technology to SBP, formerly known as the St. Bernard Project, to help disaster-affected communities
 accelerate the FEMA appeals process
- Appointed Susan Repo to the board of directors and to serve as chair of the audit committee. Ms. Repo is the Chief Financial Officer of ICEYE and also serves on the board of directors of Mitek Systems, Inc. (Nasdaq: MITK) and GM Financial Bank

	Q3 2022 Guidance	FY 2022 Guidance
Revenue (in millions)	\$35 — \$37	\$132 — \$138
Subscription Revenue (in millions)	\$18.5 — \$18.8	\$73 — \$74
Non-GAAP loss per share	(\$0.13) - (\$0.15)	(\$0.46) - (\$0.50)
Weighted average fully diluted shares outstanding (in millions)	288	286

Non-GAAP Financial Information

Matterport has provided in this press release financial information that has not been prepared in accordance with generally accepted accounting principles in the United States (GAAP). We believe that the presentation of non-GAAP financial information provides important supplemental information to management and investors regarding financial and business trends relating to Matterport's financial condition and results of operations.

The presentation of these non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP financial measures and should be read only in conjunction with the Company's consolidated financial statements prepared in accordance with GAAP. For further information regarding these non-GAAP measures, including the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures, please refer to the financial tables below.

Non-GAAP Net Loss and Non-GAAP Net Loss Per Share, Basic and Diluted. Matterport defines non-GAAP net loss as net income (loss), adjusted to exclude stock-based compensation expense, fair value change of warrants liabilities, fair value change of earn-out liabilities, payroll tax related to contingent earn-out share issuance, acquisition transaction costs, and amortization of acquired intangible assets, in order to provide investors and management with greater visibility to the underlying performance of Matterport's recurring core business operations. In order to calculate non-GAAP net loss per share, basic and diluted, Matterport uses a non-GAAP weighted-average share count. Matterport defines non-GAAP weighted-average shares used to compute non-GAAP net loss per share, basic and diluted, as GAAP weighted average shares used to compute net income (loss) per share attributable to common stockholders, basic, adjusted to reflect the shares of Matterport's Class A common stock exchanged for the previously issued and outstanding shares of redeemable convertible preferred stock and common stock warrants of Matterport, Inc. (now known as Matterport Operating, LLC) in connection with the recently completed merger, that are outstanding as of the end of the period as if they were outstanding as of the beginning of the period for comparability, and the potentially dilutive effect of the Company's employee equity incentive plan awards.

Conference Call Information

Matterport will host a conference call for analysts and investors to discuss its financial results for the second quarter of fiscal 2022 today at 1:30 p.m. Pacific time (4:30 p.m. Eastern time). A recorded webcast of the event will also be available following the call for one year on the Matterport's Investor Relations website at investors.matterport.com.

About Matterport

Matterport, Inc. (Nasdaq: MTTR) is leading the digital transformation of the built world. Our groundbreaking spatial data platform turns buildings into data to make nearly every space more valuable and accessible. Millions of buildings in more than 177 countries have been transformed into immersive Matterport digital twins to improve every part of the building lifecycle from planning, construction, and operations to documentation, appraisal and marketing. Learn more at matterport.com and browse a gallery of digital twins.

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Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws, including statements regarding the services offered by Matterport, Inc. and the markets in which Matterport operates, business strategies, debt levels, industry environment including relating to the global supply chain, potential growth opportunities, the effects of regulations and Matterport's projected future results. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "forecast," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions (including the negative versions of such words or expressions).

Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this document, including Matterport's ability to implement business plans, forecasts, and other expectations in the industry in which Matterport competes, and identify and realize additional opportunities. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in documents filed by Matterport from time to time with the U.S. Securities and Exchange Commission. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Matterport assumes no obligation and, except as required by law, does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Matterport does not give any assurance that it will achieve its expectations.

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Toru Levinson

MATTERPORT, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share data) (Unaudited)

	Th	Three Months Ended June 30,		Six Months E	d June 30,		
		2022		2021	 2022		2021
Revenue:				_			_
Subscription	\$	18,386	\$	15,281	\$ 35,527	\$	29,081
License		26		2,099	49		4,359
Services		5,013		2,879	8,986		5,568
Product		5,056		9,244	12,429		17,424
Total revenue		28,481		29,503	56,991		56,432
Costs of revenue:							
Subscription		6,109		3,384	11,371		6,635
License				_	_		_
Services		3,169		2,290	6,152		4,325
Product		7,490		6,015	15,846		10,930
Total costs of revenue		16,768		11,689	 33,369		21,890
Gross profit		11,713		17,814	23,622		34,542
Operating expenses:							
Research and development		21,518		7,090	47,520		13,115
Selling, general, and administrative		59,385		16,501	130,234		29,559
Total operating expenses		80,903		23,591	177,754		42,674
Loss from operations		(69,190)		(5,777)	(154,132)		(8,132)
Other income (expense):							
Interest income		1,484		14	2,779		22
Interest expense		_		(277)	_		(585)
Change in fair value of warrants liabilities		4,714		_	26,147		_
Change in fair value of contingent earn-out liability		_		_	136,043		_
Other expense, net		(1,353)		(149)	(2,674)		(347)
Total other income (expense)		4,845		(412)	162,295		(910)
Income (loss) before provision for income taxes		(64,345)		(6,189)	8,163		(9,042)
Provision for income taxes		289		20	 893		39
Net income (loss)	\$	(64,634)	\$	(6,209)	\$ 7,270	\$	(9,081)
Net income (loss) per share attributable to common stockholders:							_
Basic	\$	(0.23)	\$	(0.15)	\$ 0.03	\$	(0.22)
Diluted	\$	(0.23)	\$	(0.15)	\$ 0.02	\$	(0.22)
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders:							
Basic		283,405		41,348	279,289		40,490
Diluted		283,405		41,348	313,834		40,490
	-						

MATTERPORT INC. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands) (Unaudited)

	 June 30,		
	2022		2021
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 113,923	\$	139,519
Restricted cash	_		468
Short-term investments	362,300		264,931
Accounts receivable, net	14,521		10,879
Inventories	6,475		5,593
Prepaid expenses and other current assets	15,377		16,313
Total current assets	 512,596		437,703

Property and equipment, net	25,750	14,118
Operating lease right-of-use assets	3,087	_
Long-term investments	85,842	263,659
Goodwill	54,080	_
Intangible assets, net	4,875	_
Other assets	 3,302	 3,696
Total assets	\$ 689,532	\$ 719,176
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 14,685	\$ 12,227
Deferred revenue	14,302	11,074
Accrued expenses and other current liabilities	 21,228	 10,026
Total current liabilities	50,215	33,327
Warrants liability	1,691	38,974
Contingent earn-out liability	_	377,576
Deferred revenue, non-current	288	874
Other long-term liabilities	 6,131	 262
Total liabilities	 58,325	 451,013
Stockholders' equity:		
Common stock	\$ 28	\$ 25
Additional paid-in capital	1,099,617	737,735
Accumulated other comprehensive loss	(7,650)	(1,539)
Accumulated deficit	 (460,788)	 (468,058)
Total stockholders' equity	 631,207	 268,163
Total liabilities and stockholders' equity	\$ 689,532	\$ 719,176

MATTERPORT, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands, unaudited)

Six Months Ended June 30,

CASH FLOWS FROM OPERATING ACTIVITIES Net income (loss) \$ 7,270 \$ (9,081) Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: Security 13,268 Depreciation and amortization 5,563 2,608 Amortization of debt discount — 135 Amortization of investment premiums, net of accretion of discounts 1,829 — Stock-based compensation, net of amounts capitalized 87,233 1,259 Change in fair value of warrants liabilities (26,147) — Change in fair value of contingent earn-out liability (136,043) — Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,641 3,024		 2022		2021		
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: Depreciation and amortization Depreciation and amortization Amortization of debt discount Amortization of investment premiums, net of accretion of discounts Stock-based compensation, net of amounts capitalized Stock-based compensation, net of amounts capitalized Change in fair value of warrants liabilities (26,147) Change in fair value of contingent earn-out liability Deferred income taxes 69 — Allowance for doubtful accounts Loss on disposal of property, plant, and equipment Changes in operating assets and liabilities, net of effects of businesses acquired: Accounts receivable Inventories (2,946) Accounts payable Accounts payable Deferred revenue Accrued expenses and other liabilities Net cash used in operating activities (2,631) Loss on disposal of property, plant, and equipment Accounts payable 1,024 Accrued expenses and other liabilities (2,641) Accrued expenses and other liabilities (2,631)	CASH FLOWS FROM OPERATING ACTIVITIES					
activities: Depreciation and amortization 5,563 2,608 Amortization of debt discount — 135 Amortization of investment premiums, net of accretion of discounts 1,829 — Stock-based compensation, net of amounts capitalized 87,233 1,259 Change in fair value of warrants liabilities (26,147) — Change in fair value of contingent earn-out liability (136,043) — Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities (58,278) (2,631)	Net income (loss)	\$ 7,270	\$	(9,081)		
Depreciation and amortization 5,563 2,608 Amortization of debt discount — 135 Amortization of investment premiums, net of accretion of discounts 1,829 — Stock-based compensation, net of amounts capitalized 87,233 1,259 Change in fair value of warrants liabilities (26,147) — Change in fair value of contingent earn-out liability (136,043) — Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: (3,426) (2,918) Accounts receivable (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities (58,278) (2,631)						
Amortization of debt discount — 135 Amortization of investment premiums, net of accretion of discounts 1,829 — Stock-based compensation, net of amounts capitalized 87,233 1,259 Change in fair value of warrants liabilities (26,147) — Change in fair value of contingent earn-out liability (136,043) — Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: — 4 Accounts receivable (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (2,631)	activities:					
Amortization of investment premiums, net of accretion of discounts 1,829 — Stock-based compensation, net of amounts capitalized 87,233 1,259 Change in fair value of warrants liabilities (26,147) — Change in fair value of contingent earn-out liability (136,043) — Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: — (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Depreciation and amortization	5,563		2,608		
Stock-based compensation, net of amounts capitalized 87,233 1,259 Change in fair value of warrants liabilities (26,147) — Change in fair value of contingent earn-out liability (136,043) — Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: — — Accounts receivable (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Amortization of debt discount	_		135		
Change in fair value of warrants liabilities (26,147) — Change in fair value of contingent earn-out liability (136,043) — Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: — (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Amortization of investment premiums, net of accretion of discounts	1,829		_		
Change in fair value of contingent earn-out liability (136,043) — Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: (3,426) (2,918) Accounts receivable (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Stock-based compensation, net of amounts capitalized	87,233		1,259		
Deferred income taxes 69 — Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: — — Accounts receivable (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Change in fair value of warrants liabilities	(26,147)		_		
Allowance for doubtful accounts 195 151 Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: Accounts receivable (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Change in fair value of contingent earn-out liability	(136,043)		_		
Loss on disposal of property, plant, and equipment — 7 Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired:	Deferred income taxes	69		_		
Other 316 43 Changes in operating assets and liabilities, net of effects of businesses acquired: Accounts receivable (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Allowance for doubtful accounts	195		151		
Changes in operating assets and liabilities, net of effects of businesses acquired: Accounts receivable (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Loss on disposal of property, plant, and equipment	_		7		
Accounts receivable (3,426) (2,918) Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Other	316		43		
Inventories (881) 1,024 Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Changes in operating assets and liabilities, net of effects of businesses acquired:					
Prepaid expenses and other assets (2,946) (1,269) Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Accounts receivable	(3,426)		(2,918)		
Accounts payable 2,367 1,466 Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Inventories	(881)		1,024		
Deferred revenue 2,641 3,024 Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Prepaid expenses and other assets	(2,946)		(1,269)		
Accrued expenses and other liabilities 3,682 920 Net cash used in operating activities (58,278) (2,631)	Accounts payable	2,367		1,466		
Net cash used in operating activities (58,278) (2,631)	Deferred revenue	2,641		3,024		
	Accrued expenses and other liabilities	3,682		920		
CASH FLOWS FROM INVESTING ACTIVITIES:	Net cash used in operating activities	 (58,278)	<u> </u>	(2,631)		
	CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of property and equipment (866) (326)	Purchases of property and equipment	(866)		(326)		
Capitalized software and development costs (7,086) (3,256)	Capitalized software and development costs	(7,086)		(3,256)		
Purchase of investments (87,997) —	Purchase of investments	(87,997)		_		
Maturities of investments 160,124 —	Maturities of investments	160,124		_		
Investment in convertible notes — (1,000)	Investment in convertible notes	_		(1,000)		
Business acquisitions, net of cash acquired (30,020)	Business acquisitions, net of cash acquired	(30,020)				

Net cash provided by (used in) investing activities	34,155	(4,582)
CASH FLOW FROM FINANCING ACTIVITIES:	 _	
Payment of transaction costs related to reverse recapitalization	_	(1,204)
Proceeds from sales of shares through employee equity incentive plans	4,892	1,342
Payments for taxes related to net settlement of equity awards	(34,424)	_
Proceeds from exercise of warrants	27,844	_
Repayment of debt	_	(2,390)
Other	 76	 <u> </u>
Net cash used in financing activities	 (1,612)	 (2,252)
Net change in cash, cash equivalents, and restricted cash	(25,735)	(9,465)
Effect of exchange rate changes on cash	(329)	(104)
Cash, cash equivalents, and restricted cash at beginning of year	 139,987	 52,250
Cash, cash equivalents, and restricted cash at end of period	\$ 113,923	\$ 42,681

MATTERPORT, INC. RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES (In thousands, except per share amounts) (unaudited)

	Tł	Three Months Ended June 30,		Six Months Ended June 30,				
		2022		2021		2022		2021
GAAP net income/(loss)	\$	(64,634)	\$	(6,209)	\$	7,270	\$	(9,081)
Stock-based compensation expense ⁽¹⁾		32,889		601		88,977		1,259
Acquisition-related costs ⁽²⁾		900		_		1,072		_
Amortization expense of acquired intangible assets		265		_		525		_
Change in fair value of warrants liabilities ⁽³⁾		(4,714)		_		(26,147)		_
Change in fair value of contingent earn-out liability ⁽⁴⁾		_		_		(136,043)		_
Payroll tax related to contingent earn-out share issuance ⁽⁵⁾		_		_		1,164		_
Non-GAAP net loss	\$	(35,294)	\$	(5,608)	\$	(63,182)	\$	(7,822)
GAAP net income (loss) per share attributable to common stockholders:								
Basic	\$	(0.23)	\$	(0.15)	\$	0.03	\$	(0.22)
Diluted	\$	(0.23)	\$	(0.15)	\$	0.02	\$	(0.22)
Non-GAAP net loss per share attributable to common stockholders, basic and diluted	\$	(0.12)	\$	(0.03)	\$	(0.23)	\$	(0.05)
GAAP weighted-average shares used to compute net income (loss) per share, basic		283,405		41,348		279,289		40,490
Weighted-average effect of potentially dilutive securities ⁽⁶⁾				_		34,545		<u> </u>
GAAP weighted-average shares used to compute net income (loss) per share, diluted		283,405		41,348		313,834		40,490
Excluded anti-dilutive weighted-average potential shares of common stock in calculating non-GAAP loss per share		_		_		(34,545)		_
Adjustment for common stock issued in connection with the merger ⁽⁷⁾				127,499				127,499
Non-GAAP weighted-average shares used to compute net loss per share, basic and diluted		283,405		168,847		279,289		167,989

- (1) Consists primarily of non-cash share-based compensation related to the Company's stock incentive plans and earn-out arrangement.
- (2) Consists of acquisition transaction costs.
- $(3) \ Consists \ of the \ non-cash \ fair \ value \ measurement \ change \ for \ public \ and \ private \ warrants.$
- (4) Represents the non-cash fair-value measurement change related to our earn-out liability.
- (5) Represents the payroll tax related to Earn-out shares issuance and release.
- (6) Consists of the potentially dilutive effect of employee equity incentive plan awards.
- (7) Consists of non-GAAP adjustment of unweighted average common stock issued and converted from Matterport, Inc.'s (now known as Matterport Operating, LLC) previously issued and outstanding shares of convertible preferred stock and common stock warrants prior to the completion of the merger.