UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 5, 2023

Ooma, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization) 001-37493 (Commission File Number) 06-1713274 (I.R.S. Employer Identification No.)

525 Almanor Avenue, Suite 200, Sunnyvale, California 94085 (Address of principal executive offices) (650) 566-6600

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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	OOMA	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company \Box

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.

Item 2.02. Results of Operations and Financial Condition

On December 5, 2023, Ooma, Inc. (the "Company") issued a press release announcing its financial results for the fiscal third quarter ended October 31, 2023. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information set forth in this Item 2.02 (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated December 5, 2023 titled "Ooma Reports Third Quarter Fiscal Year 2024 Financial Results"
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURE

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 hereunto duly authorized.

OOMA, INC.

Date: December 5, 2023

By: /s/ Shig Hamamatsu

Shig Hamamatsu Chief Financial Officer

Ooma Reports Fiscal Third Quarter 2024 Financial Results

Sunnyvale, Calif., December 5, 2023 -- Ooma, Inc. (NYSE: OOMA), a smart communications platform for businesses and consumers, today released financial results for the fiscal third quarter ended October 31, 2023.

Fiscal Third Quarter 2024 Financial Highlights:

- **Revenue**: Total revenue was \$59.9 million, up 6% year-over-year. Subscription and services revenue increased to \$55.9 million from \$51.7 million in the third quarter of fiscal 2023, and was 93% of total revenue, primarily driven by the growth of Ooma Business.
- Net Income/Loss: GAAP net income was \$2.3 million, or \$0.09 per basic and diluted share, compared to GAAP net loss of \$2.8 million, or \$0.11 per basic and diluted share, in the third quarter of fiscal 2023. GAAP net income in the third quarter of fiscal 2024 includes tax benefit for the release of a \$3.2 million valuation allowance resulting from the recording of certain intangible assets in connection with the acquisition of 2600Hz Inc. ("2600Hz"). GAAP net loss in the third quarter of fiscal 2023 included a \$1.4 million charge for consolidation of facilities, as well as \$0.6 million in acquisition-related costs, both of which resulted from the acquisition of OnSIP in July, 2022. Non-GAAP net income was \$4.0 million, or \$0.15 per diluted share, compared to non-GAAP net income of \$3.5 million, or \$0.14 per diluted share in the prior year period.
- Adjusted EBITDA: Adjusted EBITDA was \$5.0 million, compared to \$4.5 million in the third quarter of fiscal 2023.

For more information about non-GAAP net income and Adjusted EBITDA, see the section below titled "Non-GAAP Financial Measures" and the reconciliation provided in this release.

"Q3 was another strong quarter for Ooma, with 8% year-over-year subscription and services revenue growth driven by 14% year-over-year growth in core business services revenue," said Eric Stang, chief executive officer of Ooma. "We continued in the quarter to invest in premium product features and international expansion for Ooma Office and Ooma Enterprise and to increase sales resources and reseller partnerships for AirDial. In addition, we acquired the company 2600Hz to expand our technological resources and capitalize on the opportunity we see in the wholesale and CPaaS marketplace. We believe we are pursuing exciting opportunities for growth in conjunction with sensible expense management."

Business Outlook:

For the fourth quarter of fiscal 2024, Ooma expects:

- Total revenue in the range of \$61.2 million to \$61.8 million.
- GAAP net loss in the range of \$3.5 million to \$3.8 million and GAAP net loss per share in the range of \$0.13 to \$0.14.
- Non-GAAP net income in the range of \$3.1 million to \$3.4 million and non-GAAP net income per share in the range of \$0.12 to \$0.13.

For the full fiscal year 2024, Ooma expects:

- Total revenue in the range of \$236.3 million to \$236.9 million.
- GAAP net loss in the range of \$1.2 million to \$1.5 million, and GAAP net loss per share in the range of \$0.04 to \$0.05.
- Non-GAAP net income in the range of \$14.9 million to \$15.2 million, and non-GAAP net income per share in the range of \$0.57 to \$0.58.



The following is a reconciliation of GAAP net loss to non-GAAP net income and GAAP basic and diluted net loss per share to non-GAAP diluted net income per share guidance for the fiscal fourth quarter and the fiscal year ending January 31, 2024 (in millions, except per share data):

	Projected	range
	Three Months Ending January 31, 2024	Fiscal Year Ending January 31, 2024
	(unaudit	(ed)
GAAP net loss	(\$3.5)-(\$3.8)	(\$1.2)-(\$1.5)
Stock-based compensation and related taxes	4.5	15.5
Amortization of intangible assets and acquisition-related costs	1.9	4.3
Restructuring costs	0.5	0.5
Acquisition-related income tax benefit	—	(3.2)
Facilities consolidation gain	—	(1.0)
Legal settlement costs	—	0.3
Non-GAAP net income	\$3.1-\$3.4	\$14.9-\$15.2
GAAP net loss per share	(\$0.13)-(\$0.14)	(\$0.04)-(\$0.05)
Stock-based compensation and related taxes	0.17	0.59
Amortization of intangible assets and acquisition-related costs	0.07	0.16
Restructuring costs	0.02	0.02
Acquisition-related income tax benefit	_	(0.12)
Facilities consolidation gain	<u> </u>	(0.04)
Legal settlement costs	_	0.01
Non-GAAP net income per share	\$0.12-\$0.13	\$0.57-\$0.58
Weighted-average number of shares used in per share amounts:		
Basic	26.2	25.7
Diluted	26.7	26.3

Conference Call Information:

The company will host a conference call and live webcast for analysts and investors today at 5:00 p.m. Eastern time. The news release with the financial results will be accessible from the company's website prior to the conference call.

To access the call by phone, please visit https://register.vevent.com/register/BI6fd0f83d4de54c07baf932bed0b6b282 to register and receive the dial-in details. To avoid delays, Ooma encourages participants to dial into the conference call ten minutes ahead of the scheduled start time. For webcast listening, please visit Ooma's Events & Presentations page https://investors.ooma.com/news-events/events-presentation for a link.

Following the call, an archived version of the webcast will be available on the Ooma investor relations site at https://investors.ooma.com for 12 months.

Non-GAAP Financial Measures

In addition to disclosing financial measures prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), this press release and the accompanying tables contain certain non-GAAP financial measures, including: non-GAAP net income, non-GAAP net income per share, non-GAAP gross profit and gross margin, non-GAAP operating income, and Adjusted EBITDA. Adjusted EBITDA represents the net income before interest and other income, income taxes, depreciation and amortization of capital expenditures, amortization of intangible assets, acquisition-related transaction costs, certain litigation settlement costs, non-recurring gains, and stock-based compensation expense and related taxes.

Other non-GAAP financial measures exclude stock-based compensation expense and related taxes, certain non-recurring charges and gains, such as acquisition-related income tax benefits, acquisition-related transaction costs, acquisition-related income tax benefit, and amortization of intangible assets. Non-GAAP weighted-average diluted shares include the effect of potentially dilutive securities from the company's stock-based benefit plans.

These non-GAAP financial measures are presented to provide investors with additional information regarding our financial results and core business operations. Ooma considers these non-GAAP financial measures to be useful measures of the operating performance of the company, because they contain adjustments for unusual events or factors that do not directly affect what management considers to be Ooma's core operating performance and are used by the company's management for that purpose. Management also believes that these non-GAAP financial measures allow for a better evaluation of the

company's performance by facilitating a meaningful comparison of the company's core operating results in a given period to those in prior and future periods. In addition, investors often use similar measures to evaluate the operating performance of a company.

Non-GAAP financial measures are presented for supplemental informational purposes only to aid an understanding of the company's operating results. The non-GAAP financial measures should not be considered a substitute for financial information presented in accordance with GAAP and may be different from non-GAAP financial measures presented by other companies. A limitation of the non-GAAP financial measures presented is that the adjustments relate to items that the company generally expects to continue to recognize. The adjustment of these items should not be construed as an inference that the adjusted gains or expenses are unusual, infrequent or non-recurring. Therefore, both GAAP financial measures of Ooma's financial performance and the respective non-GAAP measures should be considered together. Please see the reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure in the tables below.

Disclosure Information

Ooma uses the investor relations section on its website as a means of complying with its disclosure obligations under Regulation FD. Accordingly, investors should monitor Ooma's investor relations website in addition to following Ooma's press releases, Securities and Exchange Commission ("SEC") filings, and public conference calls and webcasts.

Legal Notice Regarding Forward-Looking Statements

This press release contains forward-looking statements under the Private Securities Litigation Reform Act of 1995. In particular, the financial projections under "Business Outlook" and the statements contained in the quotations of our Chief Executive Officer with respect to expectations regarding the company's strategic initiatives, acquisition of 2600Hz and AirDial opportunities may constitute forward-looking statements. Forward-looking statements can be identified by the fact that they do not relate strictly to historical facts and generally contain words such as "believes", "expects", "may", "will", "should", "seeks", "approximately", "intends", "plans", "estimates", "anticipates", and other expressions that are predictions of or indicate future events. Although the forward-looking statements contained in this press release are based upon information available at the time the statements are made and reflect management's good faith beliefs, forward-looking statements inherently involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements to differ materially from anticipated future results. Important factors that could cause actual results to differ materially from expectations include, among others: our inability to attract new customers on a cost-effective basis; our inability to retain customers; our inability to realize expected returns from our investments made in connection with our international expansion efforts and development of new product features; failure to realize AirDial opportunities; intense competition; loss of key retailers and reseller partnerships; our reliance on vendors to manufacture the on-premise appliances and end-point devices we sell; our reliance on third parties for our network connectivity and co-location facilities; our reliance on third parties for some of our software development, quality assurance and operations; our reliance on third parties to provide the majority of our customer service and support representatives; and interruptions to our service. You should not place undue reliance on these forward-looking statements, which speak only as of the date hereof. We do not undertake to update or revise any forward-looking statements after they are made, whether as a result of new information, future events, or otherwise, except as required by applicable law.

The forward-looking statements contained in this press release are also subject to other risks and uncertainties, including those more fully described in our filings which we make with the SEC from time to time, including the risk factors contained in our Quarterly Report on Form 10-Q for the quarter ended July 31, 2023, filed with the SEC on September 8, 2023. The forward-looking statements in this press release are based on information available to Ooma as of the date hereof, and Ooma disclaims any obligation to update any forward-looking statements, except as required by law.

About Ooma, Inc.

Ooma (NYSE: OOMA) creates powerful connected experiences for businesses, consumers and service providers, delivered through smart cloud-based communications platforms and services. For businesses of all sizes, Ooma offers advanced voice and collaboration features including messaging, intelligent virtual attendants and video meetings. Ooma's all-in-one replacement for analog phone lines helps businesses maintain mission-critical systems by moving connectivity to the cloud. For consumers, Ooma's residential phone service provides PureVoice HD voice quality, advanced features and integration with mobile devices. Learn more at <u>www.ooma.com</u> or <u>www.ooma.ca</u> in Canada.

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OOMA, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited, amounts in thousands)

	o	October 31, 2023		
Assets				
Current assets:				
Cash and cash equivalents	\$	18,872	\$	24,137
Short-term investments				2,723
Accounts receivable, net		9,224		7,131
Inventories		21,343		26,246
Other current assets		16,377		14,368
Total current assets		65,816		74,605
Property and equipment, net		9,754		7,996
Operating lease right-of-use assets		17,106		12,702
Intangible assets, net		29,637		10,463
Goodwill		22,917		8,655
Other assets		17,678		16,584
Total assets	\$	162,908	\$	131,005
Liabilities and stockholders' equity				
Current liabilities:				
Accounts payable	\$	6,992	\$	13,462
Accrued expenses and other current liabilities		29,359		26,726
Deferred revenue		17,303		17,216
Total current liabilities		53,654		57,404
Long-term operating lease liabilities		13,691		10,426
Debt, net of current portion		18,000		_
Other liabilities		14		31
Total liabilities		85,359		67,861
Stockholders' equity:				
Common stock		5		5
Additional paid-in capital		207,758		195,605
Accumulated other comprehensive loss		(1)		(23)
Accumulated deficit		(130,213)		(132,443)
Total stockholders' equity		77,549		63,144
Total liabilities and stockholders' equity	\$	162,908	\$	131,005

OOMA, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited, amounts in thousands, except share and per share data)

	Three Months Ended				ded		
	 October 31, 2023		October 31, 2022		October 31, 2023	October 31, 2022	
Revenue:							
Subscription and services	\$ 55,886	\$	51,749	\$	163,661	\$	146,467
Product and other	 3,970		4,930		11,400		13,202
Total revenue	59,856		56,679		175,061		159,669
Cost of revenue:							
Subscription and services	15,993		14,070		46,174		39,954
Product and other	6,924		6,689		19,408		18,026
Total cost of revenue	 22,917		20,759		65,582		57,980
Gross profit	 36,939		35,920		109,479		101,689
Operating expenses:							
Sales and marketing	17,912		18,019		54,744		51,602
Research and development	12,540		12,498		36,261		34,115
General and administrative	7,505		8,258		20,094		21,232
Total operating expenses	37,957		38,775		111,099		106,949
Loss from operations	(1,018)		(2,855)		(1,620)		(5,260)
Interest and other income, net	267		94		1,214		144
Loss before income taxes	(751)		(2,761)		(406)		(5,116)
Income tax benefit (provision)	3,036		(49)		2,636		1,878
Net income (loss)	\$ 2,285	\$	(2,810)	\$	2,230	\$	(3,238)
Net income (loss) per share of common stock:							
Basic and diluted	\$ 0.09	\$	(0.11)	\$	0.09	\$	(0.13)
Weighted-average shares of common stock outstanding:							
Basic	25,469,997		24,608,685		25,458,063		24,373,836
Diluted	 25,990,264		24,608,685		26,052,180		24,373,836

OOMA, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited, amounts in thousands)

	Three Months Ended				Nine Months Ended			
	October 31, 2023		0	October 31, 2022		October 31, 2023	0	ctober 31, 2022
Cash flows from operating activities:								
Net income (loss)	\$	2,285	\$	(2,810)	\$	2,230	\$	(3,238)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:								
Stock-based compensation expense		3,714		3,541		10,838		10,383
Depreciation and amortization of capital expenditures		1,042		998		3,230		2,737
Amortization of intangible assets		793		794		2,226		1,492
Amortization of operating lease right-of-use assets		757		799		2,217		2,248
Facilities consolidation charge (gain)		_		1,402		(956)		1,402
Deferred income tax benefit		(3,234)		(90)		(3,234)		(2,133)
Other		(1)		8		(5)		34
Changes in operating assets and liabilities:								
Accounts receivable, net		(422)		(533)		(1,903)		440
Inventories and deferred inventory costs		1,324		(977)		4,671		(8,135)
Prepaid expenses and other assets		(746)		1,022		(2,231)		(1,304)
Accounts payable, accrued expenses and other liabilities		(3,161)		(1,446)		(10,057)		1,244
Deferred revenue		(422)		(219)		(261)		301
Net cash provided by operating activities		1,929		2,489		6,765		5,471
Cash flows from investing activities:								
Proceeds from maturities and sales of short-term investments		500		1,775		2,750		10,900
Purchases of short-term investments		_						(3,869)
Capital expenditures		(1,366)		(1,095)		(4,884)		(3,907)
Business acquisition, net of cash acquired		(29,210)		_		(28,910)		(9,771)
Net cash (used in) provided by investing activities		(30,076)		680		(31,044)		(6,647)
Cash flows from financing activities:								
Proceeds from issuance of common stock		837		1,123		2,725		2,677
Shares repurchased for tax withholdings on vesting of restricted stock units		(496)		(447)		(1,410)		(1,131)
Proceeds from issuance of long-term debt		18,000		(++7)		18,000		(1,101)
Credit facility issuance costs		(301)		_		(301)		_
Net cash provided by financing activities		18,040		676		19,014		1,546
Net (decrease) increase in cash and cash equivalents		(10,107)		3,845		(5,265)		370
Cash and cash equivalents at beginning of period		28,979		16,192		(5,205) 24,137		19,667
	\$		\$	20,037	\$		\$	
Cash and cash equivalents at end of period	φ	18,872	φ	20,037	Þ	18,872	φ	20,037

OOMA, INC. Reconciliation of Non-GAAP Financial Measures (Unaudited, amounts in thousands, except percentages, share and per share data)

		Three Months Ended			Nine Months Ended				
	October 31, 2023		C	October 31, 2022	(October 31, 2023	October 31, 2022		
Revenue	\$	59,856	\$	56,679	\$	175,061	\$	159,669	
					•				
GAAP gross profit	\$	36,939	\$	35,920	\$	109,479	\$	101,689	
Stock-based compensation and related taxes		260		242		780		738	
Amortization of intangible assets		173		139		365		291	
Non-GAAP gross profit	\$	37,372	\$	36,301	\$	110,624	\$	102,718	
Gross margin on a GAAP basis		62 %		63 %		63 %		64 %	
Gross margin on a Non-GAAP basis		62 %		64 %		63 %		64 %	
GAAP operating loss	\$	(1,018)	\$	(2,855)	\$	(1,620)	\$	(5,260)	
Stock-based compensation and related taxes		3,766		3,585		11,056		10,592	
Amortization of intangible assets		793		794		2,226		1,492	
Acquisition-related costs		408		580		408		1,381	
Facilities consolidation charge (gain)		_		1,402		(956)		1,402	
Legal settlement costs						300			
Non-GAAP operating income	\$	3,949	\$	3,506	\$	11,414	\$	9,607	
								(0.000)	
GAAP net income (loss)	\$	2,285	\$	(2,810)	\$	2,230	\$	(3,238)	
Stock-based compensation and related taxes		3,766		3,585		11,056		10,592	
Amortization of intangible assets		793		794		2,226		1,492	
Acquisition-related costs		408		580		217		1,381	
Facilities consolidation charge (gain)		—		1,402		(956)		1,402	
Legal settlement costs		_		-		300		_	
Acquisition-related income tax benefit		(3,234)		(90)		(3,234)		(2,133)	
Non-GAAP net income	\$	4,018	\$	3,461	\$	11,839	\$	9,496	
GAAP diluted net income (loss) per share	\$	0.09	\$	(0.11)	\$	0.09	\$	(0.13)	
Stock-based compensation and related taxes		0.14		0.14		0.42		0.43	
Amortization of intangible assets		0.03		0.03		0.08		0.06	
Acquisition-related costs		0.02		0.02		0.01		0.06	
Facilities consolidation charge (gain)		0.02		0.06		(0.04)		0.06	
Legal settlement costs		_		_		0.01		_	
Acquisition-related income tax benefit		(0.12)				(0.12)		(0.09)	
Non-GAAP net income per diluted share	\$	0.15	\$	0.14	\$	0.45	\$	0.38	
GAAP weighted-average basic shares		25,469,997		24,608,685		25,458,063		24,373,836	
GAAP weighted-average diluted shares		25,990,264		24,608,685	-	26,052,180		24,373,836	
Non-GAAP weighted-average diluted shares		25,990,264		25,181,210	_	26,052,180		25,035,092	
GAAP not income (loss)	¢	2 295	\$	(2.810.)	¢	2 230	¢	(2.229.)	
GAAP net income (loss) Reconciling items:	\$	2,285	φ	(2,810)	\$	2,230	\$	(3,238)	
Interest and other income, net		(267)		(94)		(1,214)		(144)	
Income taxes		(3,036)		(94)		(2,636)		(144)	
Depreciation and amortization of capital expenditures		(3,030)		998		3,231		2,737	
Facilities consolidation charge (gain)		1,042				(956)			
Legal settlement costs				1,402		(956) 300		1,402	
		793				2,226			
Amortization of intangible assets				1,374				2,873	
Acquisition-related costs		408				408		 10,592	
Stock-based compensation and related taxes	<u>^</u>	3,766	•	3,585	¢	11,056	<u>^</u>		
Adjusted EBITDA	\$	4,991	\$	4,504	\$	14,645	\$	12,344	