

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

**FORM 10-Q**

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

For the quarterly period ended December 31, 2019

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: 001-38532

**i3 Verticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**40 Burton Hills Blvd., Suite 415**

**Nashville, TN**

(Address of principal executive offices)

**82-4052852**

(I.R.S. Employer Identification No.)

**37215**

(Zip Code)

**(615) 465-4487**

(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.0001 Par Value	IIIV	Nasdaq Global Select 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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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

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

As of February 10, 2020, there were 14,552,554 outstanding shares of Class A common stock, \$0.0001 par value per share, and 12,891,637 outstanding shares of Class B common stock, \$0.0001 par value per share.

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**PART I. - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per share amounts)

	December 31, 2019 (unaudited)	September 30, 2019
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 335	\$ 1,119
Accounts receivable, net	14,412	15,335
Prepaid expenses and other current assets	5,003	4,117
Total current assets	19,750	20,571
Property and equipment, net	5,129	5,026
Restricted cash	1,932	2,081
Capitalized software, net	14,779	15,454
Goodwill	166,413	168,284
Intangible assets, net	104,874	107,419
Deferred tax asset	30,137	28,138
Other assets	4,172	2,329
Total assets	\$ 347,186	\$ 349,302
<b>Liabilities and equity</b>		
Liabilities		
Current liabilities		
Accounts payable	4,530	3,438
Accrued expenses and other current liabilities	21,205	21,560
Deferred revenue	10,376	10,237
Total current liabilities	36,111	35,235
Long-term debt, less current portion and debt issuance costs, net	132,291	139,298
Long-term tax receivable agreement obligations	23,204	23,204
Other long-term liabilities	7,385	9,124
Total liabilities	198,991	206,861
Commitments and contingencies (see Note 9)		
Stockholders' equity		
Preferred stock, par value \$0.0001 per share, 10,000,000 shares authorized; — shares issued and outstanding as of December 31, 2019 and September 30, 2019	—	—
Class A common stock, par value \$0.0001 per share, 150,000 shares authorized; 14,497,777 and 14,444,115 shares issued and outstanding as of December 31, 2019 and September 30, 2019, respectively	1	1
Class B common stock, par value \$0.0001 per share, 40,000 shares authorized; 12,921,637 and 12,921,637 shares issued and outstanding as of December 31, 2019 and September 30, 2019, respectively	1	1
Additional paid-in-capital	84,855	82,380
Accumulated deficit	(1,753)	(2,309)
Total Stockholders' equity	83,104	80,073
Non-controlling interest	65,091	62,368
Total equity	148,195	142,441
Total liabilities and stockholders' equity	\$ 347,186	\$ 349,302

See Notes to the Interim Condensed Consolidated Financial Statements

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(In thousands, except share and per share amounts)

	Three months ended December 31,	
	2019	2018
Revenue	\$ 41,111	\$ 84,868
Operating expenses		
Interchange and network fees	—	55,829
Other costs of services	12,918	9,790
Selling general and administrative	19,287	12,516
Depreciation and amortization	4,655	3,552
Change in fair value of contingent consideration	154	(349)
Total operating expenses	37,014	81,338
Income from operations	4,097	3,530
Interest expense, net	2,014	914
Income before income taxes	2,083	2,616
Provision for income taxes	149	265
Net income	1,934	2,351
Net income attributable to non-controlling interest	2,083	2,173
Net (loss) income attributable to i3 Verticals, Inc.	\$ (149)	\$ 178
Net (loss) income per share attributable to Class A common stockholders:		
Basic	\$ (0.01)	\$ 0.02
Diluted	\$ (0.01)	\$ 0.02
Weighted average shares of Class A common stock outstanding:		
Basic	14,233,785	8,812,630
Diluted	14,233,785	9,903,168

See Notes to the Interim Condensed Consolidated Financial Statements

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

(In thousands, except share amounts)

	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Earnings (Deficit)	Non- Controlling Interest	Total Equity
	Shares	Amount	Shares	Amount				
Balance at September 30, 2019	14,444,115	\$ 1	12,921,637	\$ 1	\$ 82,380	\$ (2,309)	\$ 62,368	\$ 142,441
Cumulative effect of adoption of new accounting standard	—	—	—	—	—	705	640	1,345
Equity-based compensation	—	—	—	—	2,124	—	—	2,124
Net (loss) income	—	—	—	—	—	(149)	2,083	1,934
Exercise of equity-based awards	53,662	—	—	—	351	—	—	351
Balance at December 31, 2019	<u>14,497,777</u>	<u>\$ 1</u>	<u>12,921,637</u>	<u>\$ 1</u>	<u>\$ 84,855</u>	<u>\$ (1,753)</u>	<u>\$ 65,091</u>	<u>\$ 148,195</u>

See Notes to the Interim Condensed Consolidated Financial Statements

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) (CONTINUED)

(In thousands, except share amounts)

	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Earnings	Non- Controlling Interest	Total Equity
	Shares	Amount	Shares	Amount				
Balance at September 30, 2018	9,112,042	\$ 1	17,213,806	\$ 2	\$ 38,562	\$ 736	\$ 72,897	\$ 112,198
Equity-based compensation	—	—	—	—	951	—	—	951
Forfeitures of restricted Class A common stock	(4,010)	—	—	—	—	—	—	—
Net income	—	—	—	—	—	178	2,173	2,351
Distributions to non-controlling interest holders	—	—	—	—	—	—	(934)	(934)
Balance at December 31, 2018	<u>9,108,032</u>	<u>\$ 1</u>	<u>17,213,806</u>	<u>\$ 2</u>	<u>\$ 39,513</u>	<u>\$ 914</u>	<u>\$ 74,136</u>	<u>\$ 114,566</u>

See Notes to the Interim Condensed Consolidated Financial Statements

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)

	Three months ended December 31,	
	2019	2018
Cash flows from operating activities:		
Net income	\$ 1,934	\$ 2,351
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,655	3,552
Equity-based compensation	2,124	951
Provision for doubtful accounts	21	15
Amortization of deferred financing costs	100	233
Amortization of capitalized customer acquisition costs	88	—
Loss on disposal of assets	—	8
Increase (decrease) in non-cash contingent consideration expense from original estimate	154	(349)
Changes in operating assets:		
Accounts receivable	1,218	2,111
Prepaid expenses and other current assets	(847)	(628)
Other assets	(377)	(123)
Changes in operating liabilities:		
Accounts payable	960	(726)
Accrued expenses and other current liabilities	(2,703)	446
Deferred revenue	178	(877)
Other long-term liabilities	(21)	(22)
Contingent consideration paid in excess of original estimates	—	(870)
Net cash provided by operating activities	7,484	6,072
Cash flows from investing activities:		
Expenditures for property and equipment	(548)	(107)
Expenditures for capitalized software	(578)	(412)
Purchases of merchant portfolios and residual buyouts	(545)	(474)
Acquisitions of businesses, net of cash acquired	—	(21,000)
Acquisition of other intangibles	(111)	(33)
Net cash used in investing activities	(1,782)	(22,026)

See Notes to the Interim Condensed Consolidated Financial Statements



## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (CONTINUED)

(In thousands)

	Three months ended December 31,	
	2019	2018
Cash flows from financing activities:		
Proceeds from revolving credit facility	31,283	25,000
Payments of revolving credit facility	(38,390)	(6,750)
Payments of notes payable to banks	—	(1,250)
Cash paid for contingent consideration	—	(730)
Proceeds from stock option exercises	472	—
Net cash (used in) provided by financing activities	(6,635)	16,270
Net (decrease) increase in cash, cash equivalents, and restricted cash	(933)	316
Cash, cash equivalents, and restricted cash at beginning of period	3,200	1,237
Cash, cash equivalents, and restricted cash at end of period	\$ 2,267	\$ 1,553
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 1,971	\$ 730
Cash paid for income taxes	\$ 287	\$ 105

See Notes to the Interim Condensed Consolidated Financial Statements

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

**1. ORGANIZATION AND OPERATIONS**

i3 Verticals, Inc. (the “Company”) was formed as a Delaware corporation on January 17, 2018. The Company was formed for the purpose of completing an initial public offering (“IPO”) of its Class A common stock and other related transactions in order to carry on the business of i3 Verticals, LLC and its subsidiaries. i3 Verticals, LLC was founded in 2012 and delivers seamlessly integrated payment and software solutions to small- and medium-sized businesses (“SMBs”) and organizations in strategic vertical markets. The Company’s headquarters are located in Nashville, Tennessee, with operations throughout the United States. Unless the context otherwise requires, references to “we,” “us,” “our,” “i3 Verticals” and the “Company” refer to i3 Verticals, Inc. and its subsidiaries, including i3 Verticals, LLC.

**Initial Public Offering**

On June 25, 2018, the Company completed the IPO of 7,647,500 shares of its Class A common stock at a public offering price of \$13.00 per share. The Company received approximately \$92.5 million of net proceeds, after deducting underwriting discounts and commissions, which the Company used to purchase newly issued common units from i3 Verticals, LLC (the “Common Units”), and Common Units from a selling Common Unit holder, in each case at a price per Common Unit equal to the price per share paid by the underwriters for shares of the Company’s Class A common stock in the IPO.

**Reorganization Transactions**

In connection with the IPO, the Company completed the following transactions (the “Reorganization Transactions”):

- i3 Verticals, LLC amended and restated its existing limited liability company agreement to, among other things, (1) convert all existing Class A units, common units (including common units issued upon the exercise of existing warrants) and Class P units of ownership interest in i3 Verticals, LLC into either Class A voting common units of i3 Verticals, LLC (such holders of Class A voting common units referred to herein as the “Continuing Equity Owners”) or Class B non-voting common units of i3 Verticals, LLC (such holders of Class B non-voting common units referred to herein as the “Former Equity Owners”), and (2) appoint i3 Verticals, Inc. as the sole managing member of i3 Verticals, LLC upon its acquisition of Common Units in connection with the IPO;
- the Company amended and restated its certificate of incorporation to provide for, among other things, Class A common stock and Class B common stock;
- i3 Verticals, LLC and the Company consummated a merger among i3 Verticals, LLC, i3 Verticals, Inc. and a newly formed wholly-owned subsidiary of i3 Verticals, Inc. (“MergerSub”) whereby: (1) MergerSub merged with and into i3 Verticals, LLC, with i3 Verticals, LLC as the surviving entity; (2) Class A voting common units converted into newly issued Common Units in i3 Verticals, LLC together with an equal number of shares of Class B common stock of i3 Verticals, Inc., and (3) Class B non-voting common units converted into Class A common stock of i3 Verticals, Inc. based on a conversion ratio that provided an equitable adjustment to reflect the full value of the Class B non-voting common units; and
- the Company issued shares of its Class A common stock pursuant to a voluntary private conversion of certain subordinated notes (the “Junior Subordinated Notes”) by certain related and unrelated creditors of i3 Verticals, LLC.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

Following the completion of the IPO and Reorganization Transactions, the Company became a holding company and its principal asset is the Common Units in i3 Verticals, LLC that it owns. i3 Verticals, Inc. operates and controls all of i3 Verticals, LLC's operations and, through i3 Verticals, LLC and its subsidiaries, conducts i3 Verticals, LLC's business. i3 Verticals, Inc. has a minority economic interest in i3 Verticals, LLC.

**Public Offering**

On June 10, 2019, the Company completed a secondary public offering (the "June 2019 Secondary Public Offering") of 5,165,527 shares of its Class A common stock, at a public offering price of \$22.75 per share, which included a full exercise of the underwriters' option to purchase 673,764 additional shares of Class A Common Stock from the Company. The Company received approximately \$111,640 of net proceeds, after deducting underwriting discounts and commissions, but before offering expenses. The Company used the net proceeds to purchase (1) 1,000,000 Common Units directly from i3 Verticals, LLC, and (2) 4,165,527 Common Units (including 673,764 Common Units due to the exercise of the underwriters' option to purchase additional shares in full) and an equivalent number of Class B common stock (which shares were then canceled) from certain Continuing Equity Owners, in each case at a price per Common Unit equal to the price per share paid by the underwriters for shares of our Class A common stock in the offering. i3 Verticals, LLC received \$20,870 in net proceeds from the sale of Common Units to the Company, which it used to repay outstanding indebtedness.

- As of December 31, 2019, i3 Verticals, Inc. owned 52.9% of the economic interest in i3 Verticals, LLC.
- As of December 31, 2019, the Continuing Equity Owners owned Common Units in i3 Verticals, LLC representing approximately 47.1% of the economic interest in i3 Verticals, LLC, shares of Class A common stock in the Company representing approximately 0.8% of the economic interest and voting power in the Company, and shares of Class B common stock in i3 Verticals, Inc., representing approximately 47.1% of the voting power in the Company.
- The Continuing Equity Owners who own Common Units in i3 Verticals, LLC may redeem at each of their options (subject in certain circumstances to time-based vesting requirements) their Common Units for, at the election of i3 Verticals, LLC, cash or newly-issued shares of the Company's Class A common stock.
- Combining the Class A common stock and Class B common stock, the Continuing Equity Holders hold approximately 47.9% of the economic interest and voting power in i3 Verticals, Inc.

i3 Verticals, Inc. is the sole managing member of i3 Verticals, LLC and as a result, consolidates the financial results of i3 Verticals, LLC and reports a non-controlling interest representing the Common Units of i3 Verticals, LLC held by the Continuing Equity Owners.

As the Reorganization Transactions are considered transactions between entities under common control, the financial statements retroactively reflect the accounts of i3 Verticals, LLC for periods prior to the IPO and Reorganization Transactions.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the reporting and disclosure rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, such statements include all adjustments (consisting only of normal recurring items) which are considered necessary for fair presentation of the unaudited condensed consolidated financial statements of the Company and its subsidiaries as of December 31, 2019 and

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

for the three months ended December 31, 2019 and 2018. The results of operations for the three months ended December 31, 2019 and 2018 are not necessarily indicative of the operating results for the full year. It is recommended that these interim condensed consolidated financial statements be read in conjunction with the Company's consolidated financial statements and related footnotes for the years ended September 30, 2019 and 2018, included in the Company's Annual Report on Form 10-K for the year ended September 30, 2019.

**Principles of Consolidation**

These interim condensed consolidated financial statements include the accounts of the Company and its subsidiary companies. All significant intercompany accounts and transactions have been eliminated in consolidation.

**Restricted Cash**

Restricted cash represents funds held-on-deposit with processing banks pursuant to agreements to cover potential merchant losses. It is presented as long-term assets on the accompanying condensed consolidated balance sheets since the related agreements extend beyond the next twelve months. Following the adoption of Accounting Standards Update ("ASU") No. 2016-18, *Statement of Cash Flows: Restricted Cash* (Topic 230), the Company includes restricted cash along with the cash and cash equivalents balance for presentation in the condensed consolidated statements of cash flows.

**Inventories**

Inventories consist of point-of-sale equipment to be sold to customers and are stated at the lower of cost, determined on a weighted average basis, or net realizable value. Inventories were \$1,574 and \$1,294 at December 31, 2019 and September 30, 2019, respectively, and are included within prepaid expenses and other current assets on the accompanying condensed consolidated balance sheets.

**Acquisitions**

Business acquisitions have been recorded using the acquisition method of accounting in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, *Business Combinations* ("ASC 805"), and, accordingly, the purchase price has been allocated to the assets acquired and liabilities assumed based on their estimated fair value as of the date of acquisition. Where relevant, the fair value of contingent consideration included in an acquisition is calculated using a Monte Carlo simulation. The fair value of merchant relationships and non-compete assets acquired is identified using the Income Approach. The fair values of trade names and internally-developed software acquired are identified using the Relief from Royalty Method. The fair value of deferred revenue is identified using the Adjusted Fulfillment Cost Method. After the purchase price has been allocated, goodwill is recorded to the extent the total consideration paid for the acquisition, including the acquisition date fair value of contingent consideration, if any, exceeds the sum of the fair values of the separately identifiable acquired assets and assumed liabilities. Acquisition costs for business combinations are expensed when incurred and recorded in selling general and administrative expenses in the accompanying condensed consolidated statements of operations.

Acquisitions not meeting the accounting criteria to be accounted for as a business combination are accounted for as an asset acquisition. An asset acquisition is recorded at its purchase price, inclusive of acquisition costs, which is allocated among the acquired assets and assumed liabilities based upon their relative fair values at the date of acquisition.

The operating results of an acquisition are included in the Company's condensed consolidated statements of operations from the date of such acquisition. No acquisitions were completed during the three months ended December 31, 2019.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

**Revenue Recognition and Deferred Revenue**

For the three months ended December 31, 2019, revenue is recognized as each performance obligation is satisfied, in accordance with ASC 606, *Revenue from Contracts with Customers* ("ASC 606"). The Company accrues for rights of refund, processing errors or penalties, or other related allowances based on historical experience. The Company utilized the portfolio approach practical expedient within ASC 606-10-10-4 *Revenue from Contracts with Customers—Objectives* and the significant financing component practical expedient within ASC 606-10-32-18 *Revenue from Contracts with Customers—The Existence of a Significant Financing Component in the Contract* in performing the analysis. The Company adopted ASC 606 on October 1, 2019, using the modified retrospective method and applying the standard to all contracts not completed on the date of adoption. Results for the reporting period beginning October 1, 2019 are presented under ASC 606, while prior period amounts continue to be reported in accordance with the Company's historic accounting practices under previous guidance.

The majority of the Company's revenue for the three months ended December 31, 2019 and 2018 is derived from volume-based payment processing fees ("discount fees") and other related fixed transaction or service fees. The remainder is comprised of sales of software licensing subscriptions, ongoing support, and other POS-related solutions the Company provides to its clients directly and through its processing bank relationships.

Discount fees represent a percentage of the dollar amount of each credit or debit transaction processed or a specified per transaction amount, depending on the card type. The Company frequently enters into agreements with customers under which the customer engages the Company to provide both payment authorization services and transaction settlement services for all of the cardholder transactions of the customer, regardless of which issuing bank and card network to which the transaction relates. The Company's core performance obligations are to stand ready to provide continuous access to the Company's payment authorization services and transaction settlement services in order to be able to process as many transactions as its customers require on a daily basis over the contract term. These services are stand ready obligations, as the timing and quantity of transactions to be processed is not determinable. Under a stand-ready obligation, the Company's performance obligation is defined by each time increment rather than by the underlying activities satisfied over time based on days elapsed. Because the service of standing ready is substantially the same each day and has the same pattern of transfer to the customer, the Company has determined that its stand-ready performance obligation comprises a series of distinct days of service. Discount fees are recognized each day based on the volume or transaction count at the time the merchants' transactions are processed.

The Company follows the requirements of ASC 606-10-55 *Revenue from Contracts with Customers—Principal versus Agent Considerations*, which states that the determination of whether a company should recognize revenue based on the gross amount billed to a customer or the net amount retained is a matter of judgment that depends on the facts and circumstances of the arrangement. The determination of gross versus net recognition of revenue requires judgment that depends on whether the Company controls the good or service before it is transferred to the merchant or whether the Company is acting as an agent of a third party. The assessment is provided separately for each performance obligation identified. Under its agreements, the Company incurs interchange and network pass-through charges from the third-party card issuers and card networks, respectively, related to the provision of payment authorization services. The Company has determined that it is acting as an agent with respect to these payment authorization services, based on the following factors: (1) the Company has no discretion over which card issuing bank will be used to process a transaction and is unable to direct the activity of the merchant to another card issuing bank, and (2) interchange and card network rates are pre-established by the card issuers or card networks, and the Company has no latitude in determining these fees. Therefore, revenue allocated to the payment authorization performance obligation is presented net of interchange and card network fees paid to the card issuing banks and card networks, respectively, for the three months ended December 31, 2019, subsequent to the adoption of ASC 606.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

With regards to the Company's transaction settlement services, generally, where the Company has control over merchant pricing, merchant portability, credit risk and ultimate responsibility for the merchant relationship, revenues are reported at the time of sale equal to the full amount of the discount charged to the merchant, less interchange and network fees. Revenues generated from merchant portfolios where the Company does not have control over merchant pricing, liability for merchant losses or credit risk or rights of portability are reported net of interchange and network fees as well as third-party processing costs directly attributable to processing and bank sponsorship costs.

Revenues are also derived from a variety of fixed transaction or service fees, including authorization fees, convenience fees, statement fees, annual fees, gateway fees, which are charged for accessing our payment and software solutions, and fees for other miscellaneous services, such as handling chargebacks. Revenues derived from service fees are recognized at the time the services are performed and there are no further performance obligations. Revenues from the sale of equipment is recognized upon transfer of ownership and delivery to the customer, after which there are no further performance obligations.

Revenues from sales of the Company's software are recognized when the related performance obligations are satisfied. Sales of software licenses are categorized into one of two categories of intellectual property in accordance with ASC 606, functional or symbolic. The key distinction is whether the license represents a right to use (functional) or a right to access (symbolic) intellectual property. The Company generates sales of one-time software licenses, which is functional intellectual property. Revenue from functional intellectual property is recognized at a point in time, when delivered to the customer. The Company also offers access to its software under software-as-a-service ("SaaS") arrangements, which represent services arrangements. Revenue from SaaS arrangements is recognized over time, over the term of the agreement.

Arrangements may contain multiple performance obligations, such as payment authorization services, transaction settlement services, hardware, software products, maintenance, and professional installation and training services. Revenues are allocated to each performance obligation based on the standalone selling price of each good or service. The selling price for a deliverable is based on standalone selling price, if available, the adjusted market assessment approach, estimated cost plus margin approach, or residual approach. The Company establishes estimated selling price, based on the judgment of the Company's management, considering internal factors such as margin objectives, pricing practices and controls, customer segment pricing strategies and the product life cycle. In arrangements with multiple performance obligations, the Company determines allocation of the transaction price at inception of the arrangement and uses the standalone selling prices for the majority of our revenue recognition.

Revenues from sales of the Company's combined hardware and software element are recognized when each performance obligation has been satisfied which has been determined to be upon the delivery of the product. Revenues derived from service fees are recognized at the time the services are performed and there are no further performance obligations. The Company's professional services, including training, installation, and repair services are recognized as revenue as these services are performed.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

The table below presents a disaggregation of the Company's revenue from contracts with customers by product by segment. Refer to Note 11 for discussion of the Company's segments. The Company's products are defined as follows:

- Payments — Includes discount fees, gateway fees and other related fixed transaction or service fees.
- Other — Includes sales of software, sales of equipment, professional services and other revenues.

	As of and for the Three Months Ended December 31, 2019			
	Merchant Services	Proprietary Software and Payments	Other	Total
Payments revenue	\$ 22,453	\$ 6,326	\$ (408)	\$ 28,371
Other revenue	5,012	7,730	(2)	12,740
Total revenue	\$ 27,465	\$ 14,056	\$ (410)	\$ 41,111

	As of and for the Three Months Ended December 31, 2018			
	Merchant Services	Proprietary Software and Payments	Other	Total
Payments revenue	\$ 72,537	\$ 5,202	\$ —	\$ 77,739
Other revenue	5,165	1,964	—	7,129
Total revenue	\$ 77,702	\$ 7,166	\$ —	\$ 84,868

The table below presents a disaggregation of the Company's revenue from contracts with customers by timing of transfer of goods or services by segment. The Company's revenue included in each category are defined as follows:

- Revenue transferred over time — Includes discount fees, gateway fees, sales of SaaS and ongoing support contract revenue.
- Revenue transferred at a point in time — Includes fixed service fees, software licenses sold as functional intellectual property, professional services and other equipment.

	As of and for the Three Months Ended December 31, 2019			
	Merchant Services	Proprietary Software and Payments	Other	Total
Revenue transferred over time	\$ 18,130	\$ 9,949	\$ (408)	\$ 27,671
Revenue transferred at a point in time	9,335	4,107	(2)	13,440
Total revenue	\$ 27,465	\$ 14,056	\$ (410)	\$ 41,111

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As of and for the Three Months Ended December 31, 2018

	Merchant Services	Proprietary Software and Payments	Other	Total
Revenue transferred over time	\$ 68,948	\$ 5,992	\$ —	\$ 74,940
Revenue transferred at a point in time	8,754	1,174	—	9,928
Total revenue	<u>\$ 77,702</u>	<u>\$ 7,166</u>	<u>\$ —</u>	<u>\$ 84,868</u>

### Contract Liabilities

Deferred revenue represents amounts billed to customers by the Company for services contracts. Payment is typically collected at the start of the contract term. The initial prepaid contract agreement balance is deferred. The balance is then recognized as the services are provided over the contract term. Deferred revenue that is expected to be recognized as revenue within one year is recorded as short-term deferred revenue and the remaining portion is recorded as other long-term liabilities in the condensed consolidated balance sheets. The terms for most of our contracts with a deferred revenue component are between one and three years.

The following table presents the changes in deferred revenue as of and for the three months ended December 31, 2019:

Balance at September 30, 2019	\$ 10,237
Deferral of revenue	5,389
Recognition of unearned revenue	(5,211)
Balance at December 31, 2019	<u>\$ 10,415</u>

### Costs to Obtain and Fulfill a Contract

The Company capitalizes incremental costs to obtain new contracts and contract renewals and amortizes these costs on a straight-line basis as an expense over the benefit period, which is generally the contract term, unless a commensurate payment is not expected at renewal. As of December 31, 2019, the Company had \$2,668, of capitalized contract costs, which relates to commissions paid to obtain new sales, included within "Prepaid expenses and other current assets" and "Other assets" on the condensed consolidated balance sheets. The Company recorded commissions expense related to these costs for the three months ended December 31, 2019 of \$88.

The Company expenses sales commissions as incurred for the Company's sales commission plans that are paid on recurring monthly revenues, portfolios of existing customers, or have a substantive stay requirement prior to payment.

### Interchange and Network Fees and Other Cost of Services

Interchange and network fees consist primarily of fees that are directly related to discount fee revenue. These include interchange fees paid to issuers and assessment fees payable to card networks, which are a percentage of the processing volume the Company generates from Visa and Mastercard, as well as fees charged by card-issuing banks. As noted above, after adoption of ASC 606 on October 1, 2019, these fees are presented net in discount fee revenue because the Company is acting as an agent in the provision of payment authorization services.



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Other costs of services include third-party processing costs directly attributable to processing and bank sponsorship costs, which may not be based on a percentage of volume. These costs also include related costs such as residual payments to sales groups, which are based on a percentage of the net revenues generated from merchant referrals. In certain merchant processing bank relationships the Company is liable for chargebacks against a merchant equal to the volume of the transaction. Losses resulting from chargebacks against a merchant are included in other cost of services on the accompanying condensed consolidated statement of operations. The Company evaluates its risk for such transactions and estimates its potential loss from chargebacks based primarily on historical experience and other relevant factors. The reserve for merchant losses is included within accrued expenses and other current liabilities on the accompanying condensed consolidated balance sheets. The cost of equipment sold is also included in other cost of services. Other costs of services are recognized at the time the associated revenue is earned.

The Company accounts for all governmental taxes associated with revenue transactions on a net basis.

**Use of Estimates**

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates include, but are not limited to, the value of purchase consideration paid and identifiable assets acquired and assumed in acquisitions, goodwill and intangible asset impairment review, determination of performance obligations for revenue recognition, loss reserves, assumptions used in the calculation of equity-based compensation and in the calculation of income taxes, and certain tax assets and liabilities as well as the related valuation allowances. Actual results could differ from those estimates.

**Recent Accounting Pronouncements****Recently Adopted Accounting Pronouncements**

The FASB issued ASU No. 2018-07, Compensation—Stock Compensation: Improvements to Nonemployee Share-Based Payment Accounting (Topic 718) (“ASU 2018-07”) in June 2018 and ASU No. 2019-08, Compensation—Stock Compensation and Revenue from Contracts with Customers (Topic 606): Codification Improvements—Share-Based Consideration Payable to a Customer (“ASU 2019-08”) in November 2019. The amendments in ASU No. 2018-07 expand the scope of Topic 718, Compensation—Stock Compensation to include share-based payments issued to nonemployees for goods or services. The amendments in ASU 2019-08 require companies to measure and classify on the balance sheet share-based payments to customers by applying the guidance in Topic 718, Compensation—Stock Compensation. The amendments in this ASU No. 2018-07 are effective for public business entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. As a public business entity, the Company is an emerging growth company and has elected to use the extended transition period provided for such companies. As a result, the Company is not required to adopt this ASU No. 2018-07 until October 1, 2020. Early adoption is permitted, but no earlier than a company’s adoption date of ASU No. 2014-09 (defined below). The Company elected to early adopt ASU 2018-07 as of October 1, 2019. There was no impact on the Company’s condensed consolidated financial statements. For entities that have adopted ASU 2018-07, the amendments in this ASU No. 2019-08 are effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. As a result, the Company is not required to adopt this ASU No. 2018-07 until October 1, 2020. Early adoption is permitted, but no earlier than a company’s adoption date of ASU No. 2018-07. The Company elected to early adopt ASU 2019-08 as of October 1, 2019. There was no impact on the Company’s condensed consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606) (“ASU 2014-09”). The FASB issued updates and clarifications to ASU 2014-09, including ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Gross versus Net) issued in March 2016, ASU 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing issued in April 2016 and ASU 2016-12, Revenue from Contracts with

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Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients issued in May 2016. ASU 2014-09 supersedes the revenue recognition requirements in ASC 605. The new standard provides a five-step analysis of transactions to determine when and how revenue is recognized, based upon the core principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new standard also requires additional disclosures regarding the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new standard, as amended, became effective for the Company on October 1, 2019. The amendment allows companies to use either a full retrospective or a modified retrospective approach, through a cumulative adjustment, to adopt this ASU No. 2014-09.

The new standard changed the timing of certain revenue and expenses to be recognized under various arrangement types. More judgment and estimates are required when applying the requirements of the new standard than were required under prior GAAP, such as estimating the amount of variable consideration to include in transaction price and estimating expected periods of benefit for certain costs. Through management's review of individual contracts and historical revenue recognition patterns in comparison to the provisions under ASU 2014-09, the Company determined the timing of revenue to be recognized under ASU 2014-09 for each of the Company's revenue categories, including discount fees, software licensing subscriptions, ongoing support, and other POS-related solutions, is similar to the timing of revenue recognized under the historical guidance under ASC 605. The Company will evaluate, on an ongoing basis, costs to obtain contracts with customers, as well as certain implementation and set-up costs, and, in some cases, may be required to amortize these costs over longer periods than they were historically amortized. Finally, the new standard required additional disclosures regarding revenues and related capitalized contract costs, if any.

The Company adopted the new revenue standard using a modified retrospective basis on October 1, 2019. The Company has recorded a \$705 cumulative increase to accumulated earnings and a \$640 cumulative increase to non-controlling interest as a result of the adoption, due to capitalized costs to obtain contracts with customers being amortized over the expected life of the customer rather than the life of the specific contract.

The Company determined that the most significant ongoing impact of adopting the new revenue standard was driven by changes in principal versus agent considerations, with the majority of the change overall in total net revenue attributable to reflecting the Company's payment authorization services net of related interchange and network fees prospectively. The Company's interchange and network fees of \$55,829 were classified in "Operating Expenses" on the Condensed Consolidated Statement of Operations for the three months ended December 31, 2018. The Company's interchange and network fees of \$69,102 were included as a reduction to revenue on the Condensed Consolidated Statement of Operations for the three months ended December 31, 2019. Under the modified retrospective basis, the Company has not restated its comparative unaudited condensed consolidated financial statements for these effects. The adoption of the new revenue standard did not have a material impact on net income. The following table presents the material impacts of adopting ASC 606 on the Company's unaudited condensed consolidated statement of operations for the three months ended December 31, 2019:

	Three months ended December 31, 2019		
	As reported	Adjustment	Presentation without adoption of ASC 606
Revenue	\$ 41,111	\$ 69,102	\$ 110,213
Operating expenses			
Interchange and network fees	\$ —	\$ 69,102	\$ 69,102

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The following table presents the impacts of adoption of ASC 606 on the Company's unaudited condensed consolidated balance sheet as of December 31, 2019:

	As of December 31, 2019		
	As reported	Adjustment	Presentation without adoption of ASC 606
<b>Assets</b>			
Current assets			
Prepaid expenses and other current assets	\$ 5,003	\$ 157	\$ 5,160
Deferred tax asset	\$ 30,137	\$ 11	\$ 30,148
Other assets	\$ 4,172	\$ (1,560)	\$ 2,612
<b>Liabilities and equity</b>			
Stockholders' equity			
Accumulated deficit	\$ (1,753)	\$ (731)	\$ (2,484)
Non-controlling interest	\$ 65,091	\$ (661)	\$ 64,430

The adoption of ASC 606 did not have a material impact on the Company's unaudited condensed consolidated statement of cash flows for the three months ended December 31, 2019. The Company has expanded its unaudited condensed consolidated financial statement disclosures as required by this new standard. See above for additional disclosures provided as a result of the adoption of ASC 606.

**Recently Issued Accounting Pronouncements Not Yet Adopted**

In August 2018, the FASB issued ASU No. 2018-13, Fair Value Measurement: Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement (Topic 820). The amendments in ASU No. 2018-13 provide clarification and modify the disclosure requirements on fair value measurement in Topic 820, Fair Value Measurement. The amendments in this ASU No. 2018-13 are effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. As a result, the Company will not be required to adopt this ASU No. 2018-13 until October 1, 2021. The Company is currently evaluating the impact of the adoption of this principle on the Company's condensed consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments—Credit Losses (Topic 326). The amendments in ASU No. 2016-13 require the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. The amendments in this ASU No. 2016-13 are effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. As a public business entity, the Company is an emerging growth company and has elected to use the extended transition period provided for such companies. As a result, the Company will not be required to adopt this ASU No. 2016-13 until October 1, 2023. The Company is currently evaluating the impact of the adoption of this principle on the Company's condensed consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02"). This ASU No. 2016-02 amends the existing guidance by recognizing all leases, including operating leases, with a term longer than twelve months on the balance sheet and disclosing key information about the lease arrangements. The effective date of this update is for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. As a public business entity, the Company is an emerging growth company and has elected to use the extended transition period provided for such companies. As a result, the Company will not be required to adopt this ASU No. 2016-02 until October 1, 2021. The update requires modified retrospective transition, with the option to initially apply the new standard at the adoption date and recognize a cumulative-effect adjustment and elect various practical expedients. In July 2018, the FASB issued

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ASU 2018-10, Codification Improvements to Topic 842, Leases, which narrows aspects of the guidance issued in the amendments in ASU 2016-02, and ASU 2018-11, Leases—Targeted Improvements (Topic 842), by allowing lessees and lessors to recognize and measure existing leases at the beginning of the period of adoption without modifying the comparative period financial statements (which therefore will remain under prior GAAP, Topic 840, Leases). In December 2018, the FASB issued ASU 2018-20, Narrow-Scope Improvements for Lessors, which clarifies or simplifies certain narrows aspects of the guidance issued in the amendments in ASU 2016-02 for lessors. Since the Company has not yet adopted ASU 2016-02, the effective date and transition requirements will be the same as the effective date and transition requirements in ASU 2016-02. In March 2019, the FASB issued ASU 2019-01, Codification Improvements, which clarifies certain aspects of the guidance issued in the amendments in ASU 2016-02. The amendments in this ASU No. 2016-02 are effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of the adoption of these principles on the Company's condensed consolidated financial statements.

### 3. ACQUISITIONS

During the three months ended December 31, 2019, the Company acquired the following intangible assets:

#### Residual Buyouts

From time to time, the Company acquires future commission streams from sales agents in exchange for an upfront cash payment. This results in an increase in overall gross processing volume to the Company. The residual buyouts are treated as asset acquisitions, resulting in recording a residual buyout intangible asset at cost on the date of acquisition. These assets are amortized using a method of amortization that reflects the pattern in which the economic benefits of the intangible asset are expected to be utilized over their estimated useful lives.

During the three months ended December 31, 2019, the Company purchased \$545 in residual buyouts using a combination of cash on hand and borrowings on the Company's revolving line of credit. The acquired residual buyout intangible assets have an estimated amortization period of eight years.

### 4. GOODWILL AND INTANGIBLE ASSETS

Changes in the carrying amount of goodwill are as follows:

	Merchant Services	Proprietary Software and Payments	Other	Total
Balance at September 30, 2019 (net of accumulated impairment losses of \$11,458, \$0 and \$0, respectively)	\$ 108,472	\$ 59,812	\$ —	\$ 168,284
Goodwill attributable to acquisition preliminary purchase price adjustments during the three months ended December 31, 2019	(1,574)	(297)	—	(1,871)
Balance at December 31, 2019	\$ 106,898	\$ 59,515	\$ —	\$ 166,413

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Intangible assets consisted of the following as of December 31, 2019:

	Cost	Accumulated Amortization	Carrying Value	Amortization Life and Method
<b>Finite-lived intangible assets:</b>				
Merchant relationships	\$ 142,671	\$ (46,087)	\$ 96,584	12 to 20 years – accelerated or straight-line
Non-compete agreements	1,720	(669)	1,051	2 to 5 years – straight-line
Website and brand development costs	188	(28)	160	3 to 4 years – straight-line
Trade names	4,292	(1,548)	2,744	3 to 7 years – straight-line
Residual buyouts	5,064	(1,358)	3,706	2 to 8 years – straight-line
Referral and exclusivity agreements	900	(307)	593	5 to 10 years – straight-line
<b>Total finite-lived intangible assets</b>	<b>154,835</b>	<b>(49,997)</b>	<b>104,838</b>	
<b>Indefinite-lived intangible assets:</b>				
Trademarks	36	—	36	
<b>Total identifiable intangible assets</b>	<b>\$ 154,871</b>	<b>\$ (49,997)</b>	<b>\$ 104,874</b>	

Amortization expense for intangible assets amounted to \$3,194 and \$2,802 during the three months ended December 31, 2019 and 2018, respectively.

Based on net carrying amounts at December 31, 2019, the Company's estimate of future amortization expense for intangible assets are presented in the table below for fiscal years ending September 30:

2020 (nine months remaining)	\$ 8,973
2021	10,642
2022	9,497
2023	8,451
2024	7,841
Thereafter	59,434
	<b>\$ 104,838</b>

## 5. LONG-TERM DEBT, NET

A summary of long-term debt, net as of December 31, 2019 and September 30, 2019 is as follows:

	Maturity	December 31, 2019	September 30, 2019
Revolving lines of credit to banks under the Senior Secured Credit Facility	May 9, 2024	\$ 134,037	\$ 141,144
Debt issuance costs, net		(1,746)	(1,846)
<b>Total long-term debt, net of issuance costs</b>		<b>\$ 132,291</b>	<b>\$ 139,298</b>

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
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On May 9, 2019, the Company replaced its existing 2017 Senior Secured Credit Facility (defined below) with a new credit agreement (the "Senior Secured Credit Facility"). The Company concluded that the replacement of the 2017 Senior Secured Credit Facility should be accounted for as a debt modification based on the guidance in ASC 470-50. In connection with the replacement of the 2017 Senior Secured Credit Facility, the Company recorded a debt extinguishment charge of \$152 for the write-off of deferred financing costs, which was recorded in interest expense in the condensed consolidated statements of operations. The Senior Secured Credit Facility consists of a \$300,000 revolving credit facility, together with an option to increase the revolving credit facility and/or obtain incremental term loans in an additional principal amount of up to \$50,000 in the aggregate (subject to the receipt of additional commitments for any such incremental loan amounts). The Senior Secured Credit Facility accrues interest at LIBOR (based upon an interest period of one, two, three or six months or, under some circumstances, up to twelve months) plus an applicable margin of 2.25% to 3.25% (3.25% as of December 31, 2019), or the base rate (defined as the highest of (x) the Bank of America prime rate, (y) the federal funds rate plus 0.50% and (z) LIBOR plus 1.00%), plus an applicable margin of 0.25% to 1.25% (1.25% as of December 31, 2019), in each case depending upon the consolidated total leverage ratio, as defined in the agreement. Interest is payable at the end of the selected interest period, but no less frequently than quarterly. Additionally, the Senior Secured Credit Facility requires the Company to pay unused commitment fees of 0.15% to 0.30% (0.30% as of December 31, 2019) on any undrawn amounts under the revolving credit facility and letter of credit fees of up to 3.25% on the maximum amount available to be drawn under each letter of credit issued under the agreement. The maturity date of the Senior Secured Credit Facility is May 9, 2024. As of December 31, 2019, there was \$165,963 available for borrowing under the revolving credit facility.

The Senior Secured Credit Facility is secured by substantially all assets of the Company. The lenders under the Senior Secured Credit Facility hold senior rights to collateral and principal repayment over all other creditors.

The provisions of the Senior Secured Credit Facility place certain restrictions and limitations upon the Company. These include, among others, restrictions on liens, investments, indebtedness, fundamental changes and dispositions; maintenance of certain financial ratios; and certain non-financial covenants pertaining to the activities of the Company during the period covered. The Company was in compliance with such covenants as of December 31, 2019. In addition, the Senior Secured Credit Facility restricts the Company's ability to make dividends or other distributions to the holders of the Company's equity. The Company is permitted to (i) make cash distributions to the holders of the Company's equity in order to pay taxes incurred by owners of equity in i3 Verticals, LLC, by reason of such ownership, (ii) move intercompany cash between subsidiaries that are joined to the Senior Secured Credit Facility, (iii) repurchase equity from employees, directors, officers or consultants in an aggregate amount not to exceed \$3,000 per year, (iv) make certain payments in connection with the Tax Receivable Agreement, and (v) make other dividends or distributions in an aggregate amount not to exceed 5% of the net cash proceeds received from any additional common equity issuance. The Company is also permitted to make non-cash dividends in the form of additional equity issuances. Each subsidiary may make ratable distributions to persons that own equity interests in such subsidiary. All other forms of dividends or distributions are prohibited under the Senior Secured Credit Facility.

**2017 Senior Secured Credit Facility**

On October 30, 2017, the Company replaced its then-existing credit facility with the 2017 Senior Secured Credit Facility (the "2017 Senior Secured Credit Facility"). The 2017 Senior Secured Credit Facility consisted of term loans in the original principal amount of \$40,000 and a \$110,000 revolving line of credit. The 2017 Senior Secured Credit Facility accrued interest, payable monthly, at the prime rate plus a margin of 0.50% to 2.00% or at the 30-day LIBOR rate plus a margin of 2.75% to 4.00%, in each case depending on the ratio of consolidated debt-to-EBITDA, as defined in the agreement. Additionally, the 2017 Senior Secured Credit Facility required the Company to pay unused commitment fees of up to 0.15% to 0.30% on any undrawn amounts under the revolving line of credit. The maturity date of the 2017 Senior Secured Credit Facility was October 30, 2022. Principal payments of \$1,250 were due on the last day of each calendar quarter until the maturity date, when all outstanding principal and accrued and unpaid interest were due.

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The 2017 Senior Secured Credit Facility was secured by substantially all assets of the Company. The lenders under the 2017 Senior Secured Credit Facility held senior rights to collateral and principal repayment over all other creditors.

As previously mentioned, on May 9, 2019, the Company replaced its existing 2017 Senior Secured Credit Facility with the Senior Secured Credit Facility.

**Debt issuance costs**

The Company incurred no debt issuance costs during the three months ended December 31, 2019 or 2018. The Company's debt issuance costs are being amortized over the related term of the debt using the straight-line method, which is not materially different than the effective interest rate method, and are presented net against long-term debt in the condensed consolidated balance sheets. The amortization of deferred debt issuance costs is included in interest expense and amounted to approximately \$100 and \$233 during the three months ended December 31, 2019 and 2018, respectively.

**6. INCOME TAXES**

i3 Verticals, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from i3 Verticals, LLC based on i3 Verticals, Inc.'s economic interest in i3 Verticals, LLC. i3 Verticals, LLC's members, including the Company, are liable for federal, state and local income taxes based on their share of i3 Verticals, LLC's pass-through taxable income. i3 Verticals, LLC is not a taxable entity for federal income tax purposes but is subject to and reports entity level tax in both Tennessee and Texas. In addition, certain subsidiaries of i3 Verticals, LLC are corporations that are subject to state and federal income taxes.

The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter, the Company updates its estimate of the annual effective tax rate, and if the Company's estimated tax rate changes, it makes a cumulative adjustment in that period. The Company's provision for income taxes was \$149 and \$265 for the three months ended December 31, 2019 and 2018, respectively.

On December 22, 2017, the Tax Cuts and Jobs Act was enacted into law. The legislation contains several key tax provisions, including the reduction of the federal corporate income tax rate to 21% effective January 1, 2018, as well as a variety of other changes, including limitation of the tax deductibility of interest expense, acceleration of expensing of certain business assets and reductions in the amount of executive pay that could qualify as a tax deduction. The SEC staff issued Staff Accounting Bulletin No. 118, which allowed us to record provisional amounts during a measurement period not to extend beyond one year after the enactment date. As of December 22, 2018, the Company has completed its accounting for all of the enactment-date income tax effects of the Tax Cuts and Jobs Act. The Company made no material adjustments to the provisional amounts recorded.

**Tax Receivable Agreement**

On June 25, 2018, the Company entered into a Tax Receivable Agreement with i3 Verticals, LLC and each of the Continuing Equity Owners (the "Tax Receivable Agreement") that provides for the payment by the Company to the Continuing Equity Owners of 85% of the amount of certain tax benefits, if any, that it actually realizes, or in some circumstances, is deemed to realize in its tax reporting, as a result of (i) future redemptions funded by the Company or exchanges, or deemed exchanges in certain circumstances, of Common Units of i3 Verticals, LLC for Class A common stock of i3 Verticals, Inc. or cash, and (ii) certain additional tax benefits attributable to payments made under the Tax Receivable Agreement. These tax benefit payments are not conditioned upon one or more of the Continuing Equity Owners maintaining a continued ownership interest in i3 Verticals, LLC. If a Continuing Equity Owner transfers Common Units but does not assign to the transferee of such units its rights under the Tax Receivable Agreement, such Continuing Equity Owner generally will continue to be entitled to receive payments under the Tax Receivable Agreement arising in respect of a subsequent exchange of such Common Units. In

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general, the Continuing Equity Owners' rights under the Tax Receivable Agreement may not be assigned, sold, pledged or otherwise alienated to any person, other than certain permitted transferees, without (a) the Company's prior written consent, which should not be unreasonably withheld, conditioned or delayed, and (b) such persons becoming a party to the Tax Receivable Agreement and agreeing to succeed to the applicable Continuing Equity Owner's interest therein. The Company expects to benefit from the remaining 15% of the tax benefits, if any, that the Company may realize.

There were no redemptions of common units in Verticals, LLC during the three months ended December 31, 2019. As a result of previous exchanges, the Company recognized deferred tax asset and corresponding Tax Receivable Agreement liability balances to \$26,736 and \$23,229, respectively, as of December 31, 2019.

Payments to the Continuing Equity Owners related to exchanges through December 31, 2019 will range from \$0 to \$2,103 per year and are expected to be paid over the next 24 years. The amounts recorded as of December 31, 2019, approximate the current estimate of expected tax savings and are subject to change after the filing of the Company's U.S. federal and state income tax returns. Future payments under the Tax Receivable Agreement with respect to subsequent exchanges would be in addition to these amounts.

## 7. FAIR VALUE MEASUREMENTS

The Company applies the provisions of ASC 820, *Fair Value Measurement*, which defines fair value, establishes a framework for its measurement and expands disclosures about fair value measurements. Fair value is the price that would be received to sell an asset or the price paid to transfer a liability as of the measurement date. A three-tier, fair-value reporting hierarchy exists for disclosure of fair value measurements based on the observability of the inputs to the valuation of financial assets and liabilities. The three levels are:

Level 1 — Quoted prices for identical instruments in active markets.

Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 — Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable in active exchange markets.

The carrying value of the Company's financial instruments, including cash and cash equivalents, restricted cash, settlement assets and obligations, accounts receivable, other assets, accounts payable, and accrued expenses, approximated their fair values as of December 31, 2019 and 2018, because of the relatively short maturity dates on these instruments. The carrying amount of debt approximates fair value as of December 31, 2019 and 2018, because interest rates on these instruments approximate market interest rates.



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The Company has no Level 1 or Level 2 financial instruments. The following tables present the changes in the Company's Level 3 financial instruments that are measured at fair value on a recurring basis.

	<b>Accrued Contingent Consideration</b>
Balance at September 30, 2019	\$ 18,226
Contingent consideration accrued at time of business combination	—
Change in fair value of contingent consideration included in Operating expenses	154
Contingent consideration paid	—
Balance at December 31, 2019	\$ 18,380

	<b>Accrued Contingent Consideration</b>
Balance at September 30, 2018	\$ 5,999
Contingent consideration accrued at time of business combination	4,000
Change in fair value of contingent consideration included in Operating expenses	(349)
Contingent consideration paid	(1,600)
Balance at December 31, 2018	\$ 8,050

Approximately \$12,134 and \$10,223 of contingent consideration was recorded in accrued expenses and other current liabilities as of December 31, 2019 and September 30, 2019, respectively. Approximately \$6,246 and \$8,003 of contingent consideration was recorded in other long-term liabilities as of December 31, 2019 and September 30, 2019, respectively.

## 8. EQUITY-BASED COMPENSATION

A summary of equity-based compensation expense recognized during the three months ended December 31, 2019 and 2018 is as follows:

	<b>Three months ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
Stock options	\$ 2,124	\$ 951

Amounts are included in general and administrative expense on the condensed consolidated statements of operations. Income tax benefits of \$148 were recognized during the three months ended December 31, 2019. No income tax benefits were recognized related to equity-based compensation during the three months ended December 31, 2018.

### Stock Options

In May 2018, the Company adopted the 2018 Equity Incentive Plan (the "2018 Plan") under which the Company may grant up to 3,500,000 stock options and other equity-based awards to employees, directors and officers. The number of shares of Class A common stock available for issuance under the 2018 Plan includes an annual increase on the first day of each year, beginning with the 2019 calendar year, equal to 4.0% of the outstanding shares of all classes of the Company's common stock as of the last day of the immediately preceding calendar year, unless the Company's board of directors determines prior to the last trading day of December of

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

the immediately preceding calendar year that the increase shall be less than 4.0%. As of December 31, 2019, there were 165,088 equity awards available for grant under the 2018 Plan.

In connection with the IPO, the Company granted 2,045,000 stock options to its directors and certain employees. The stock options were granted with an exercise price of \$13.00 per share and vest ratably over a three-year period.

The fair value of the stock option awards during the three months ended December 31, 2019 and from June 20, 2018 through September 30, 2019 was determined on the grant date using the Black-Scholes valuation model based on the following weighted-average assumptions:

	December 31, 2019	September 30, 2019
Expected volatility <sup>(1)</sup>	25.2 %	26.7 %
Expected dividend yield <sup>(2)</sup>	— %	— %
Expected term <sup>(3)</sup>	6 years	6 years
Risk-free interest rate <sup>(4)</sup>	1.7 %	2.5 %

- Expected volatility is based on the historical volatility of a selected peer group over a period equivalent to the expected term.
- The Company has assumed a dividend yield of zero as management has no plans to declare dividends in the foreseeable future.
- Expected term represents the estimated period of time until an award is exercised and was determined using the simplified method.
- The risk-free rate is an interpolation of yields on U.S. Treasury securities with maturities equivalent to the expected term.

A summary of stock option activity for the three months ended December 31, 2019 is as follows:

	Stock Options	Weighted Average Exercise Price
Outstanding at beginning of period	4,240,695	\$ 18.33
Granted	159,000	23.92
Exercised	(103,964)	15.17
Forfeited	(30,665)	21.62
Outstanding at end of period	4,265,066	\$ 18.60

The weighted-average grant date fair value of stock options granted during the three months ended December 31, 2019 was \$6.74. As of December 31, 2019, there were 4,265,066 stock options outstanding, of which 758,950 were exercisable. As of December 31, 2019, total unrecognized compensation expense related to unvested stock options, including an estimate for pre-vesting forfeitures, was \$16,500, which is expected to be recognized over a weighted-average period of 2.1 years. The Company's policy is to account for forfeitures of stock-based compensation awards as they occur. The total fair value of stock options that vested during the three months ended December 31, 2019 was \$1,751.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

**9. COMMITMENTS AND CONTINGENCIES****Leases**

The Company utilizes office space and equipment under operating leases. Rent expense under these leases amounted to \$741 and \$493 during the three months ended December 31, 2019 and 2018, respectively.

A summary of approximate future minimum payments under these leases as of December 31, 2019 is as follows:

Years ending September 30:	
2020 (nine months remaining)	\$ 1,912
2021	2,251
2022	1,987
2023	1,829
2024	1,315
Thereafter	1,104
<b>Total</b>	<b>\$ 10,398</b>

**Minimum Processing Commitments**

The Company has non-exclusive agreements with several processors to provide it services related to transaction processing and transmittal, transaction authorization and data capture, and access to various reporting tools. Certain of these agreements require the Company to submit a minimum monthly number of transactions for processing. If the Company submits a number of transactions that is lower than the minimum, it is required to pay to the processor the fees it would have received if it had submitted the required minimum number of transactions. As of December 31, 2019, such minimum fee commitments were as follows:

Years ending September 30:	
2020 (nine months remaining)	\$ 2,609
2021	1,457
2022	2,046
2023	2,646
2024	243
Thereafter	—
<b>Total</b>	<b>\$ 9,001</b>

**Litigation**

With respect to all legal, regulatory and governmental proceedings, and in accordance with ASC 450-20, *Contingencies—Loss Contingencies*, the Company considers the likelihood of a negative outcome. If the Company determines the likelihood of a negative outcome with respect to any such matter is probable and the amount of the loss can be reasonably estimated, the Company records an accrual for the estimated amount of loss for the expected outcome of the matter. If the likelihood of a negative outcome with respect to material matters is reasonably possible and the Company is able to determine an estimate of the amount of possible loss or a range of loss, whether in excess of a related accrued liability or where there is no accrued liability, the Company discloses the estimate of the amount of possible loss or range of loss. However, the Company in some instances may be unable to estimate an amount of possible loss or range of loss based on the significant uncertainties involved in, or the preliminary nature of, the matter, and in these instances the Company will disclose the nature of the contingency and describe why the Company is unable to determine an estimate of possible loss or range of loss.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

In addition, the Company is involved in ordinary course legal proceedings, which include all claims, lawsuits, investigations and proceedings, including unasserted claims, which are probable of being asserted, arising in the ordinary course of business. The Company has considered all such ordinary course legal proceedings in formulating its disclosures and assessments. After taking into consideration the evaluation of such legal matters by the Company's legal counsel, the Company's management believes at this time such matters will not have a material impact on the Company's consolidated balance sheet, results of operations or cash flows.

**Other**

The Company's subsidiary CP-PS, LLC has certain indemnification obligations in favor of FDS Holdings, Inc. related to the acquisition of certain assets of Merchant Processing Solutions, LLC in February 2014. The Company has incurred expenses related to these indemnification obligations in prior periods and may have additional expenses in the future. However, after taking into consideration the evaluation of such matters by the Company's legal counsel, the Company's management believes at this time that the anticipated outcome of any existing or potential indemnification liabilities related to this matter will not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

**10. RELATED PARTY TRANSACTIONS**

In April 2016, the Company entered into a purchase agreement to purchase certain assets of Axia, LLC. On April 29, 2016, the Company entered into a Processing Services Agreement (the "Axia Tech Agreement") with Axia Technologies, LLC ("Axia Tech"), an entity controlled by the previous owner of Axia, LLC. Under the Axia Tech Agreement, the Company agreed to provide processing services for certain merchants as designated by Axia Tech from time to time. In accordance with ASC 606-10-55, revenue from the processing services is recognized net of interchange, residual expense and other fees. The Company earned net revenues related to the Axia Tech Agreement of \$22 and \$18 during the three months ended December 31, 2019 and 2018, respectively. i3 Verticals, LLC, Greg Daily, the Company's CEO and Clay Whitson, the Company's CFO, own 2.0%, 10.5% and 0.4%, respectively, of the outstanding equity of Axia Tech.

In connection with the Company's IPO, the Company and i3 Verticals, LLC entered into a Tax Receivable Agreement with the Continuing Equity Owners that provides for the payment by the Company to the Continuing Equity Owners of 85% of the amount of certain tax benefits, if any, that it actually realizes, or in some circumstances, is deemed to realize in its tax reporting, as a result of (i) future redemptions funded by the Company or exchanges, or deemed exchanges in certain circumstances, of Common Units of i3 Verticals, LLC for Class A common stock of i3 Verticals, Inc. or cash, and (ii) certain additional tax benefits attributable to payments made under the Tax Receivable Agreement. See Note 6 for further information. As of December 31, 2019, the total amount due under the Tax Receivable Agreement was \$23,229.

**11. SEGMENTS**

The Company determines its operating segments based on ASC 280, *Segment Reporting*, how the chief operating decision making group monitors and manages the performance of the business and the level at which financial information is reviewed. The Company's operating segments are strategic business units that offer different products and services.

The Company's core business is delivering seamlessly integrated payment and software solutions to SMBs and organizations in strategic vertical markets. This is accomplished through the Merchant Services and Proprietary Software and Payments segments.

The Merchant Services segment provides comprehensive payment solutions to businesses and organizations. The Merchant Services segment includes third-party integrated payment solutions as well as traditional payment services across the Company's strategic vertical markets.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
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The Proprietary Software and Payments segment delivers embedded payment solutions to the Company's clients through company-owned software. Payments are delivered through both the payment facilitator model and the traditional merchant processing model. The Company's Proprietary Software and Payments clients are primarily in the education, property management and public sector markets.

The Other category includes corporate overhead expenses when presenting reportable segment information.

The Company primarily uses processing margin to measure operating performance. The following is a summary of reportable segment operating performance for the three months ended December 31, 2019 and 2018.

	As of and for the Three Months Ended December 31, 2019			
	Merchant Services	Proprietary Software and Payments	Other	Total
Revenue	\$ 27,465	\$ 14,056	\$ (410)	\$ 41,111
Operating expenses				
Other costs of services	12,113	1,215	(410)	12,918
Selling general and administrative	6,322	7,936	5,029	19,287
Depreciation and amortization	2,947	1,539	169	4,655
Change in fair value of contingent consideration	(1,206)	1,360	—	154
Income (loss) from operations	\$ 7,289	\$ 2,006	\$ (5,198)	\$ 4,097
Processing margin <sup>(1)</sup>	\$ 20,896	\$ 13,009	\$ (408)	\$ 33,497
Total assets	\$ 202,580	\$ 110,570	\$ 34,036	\$ 347,186
Goodwill	\$ 106,898	\$ 59,515	\$ —	\$ 166,413

1. Processing margin is equal to revenue less interchange and network fees, less other costs of services. \$5,544, \$168 and \$(408) of residual expense, a component of other costs of services, are added back to the Merchant Services segment, Proprietary Software and Payments segment, and Other category, respectively.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

As of and for the Three Months Ended December 31, 2018

	Merchant Services	Proprietary Software and Payments	Other	Total
Revenue	\$ 77,702	\$ 7,166	\$ —	\$ 84,868
Operating expenses				
Interchange and network fees	54,364	1,465	—	55,829
Other costs of services	9,396	394	—	9,790
Selling general and administrative	6,091	2,987	3,438	12,516
Depreciation and amortization	2,782	661	109	3,552
Change in fair value of contingent consideration	(319)	(30)	—	(349)
Income (loss) from operations	\$ 5,388	\$ 1,689	\$ (3,547)	\$ 3,530
Processing margin <sup>(1)</sup>	\$ 17,627	\$ 5,461	\$ —	\$ 23,088
Total assets	\$ 141,136	\$ 51,976	\$ 4,080	\$ 197,192
Goodwill	\$ 69,666	\$ 28,820	\$ —	\$ 98,486

1. Processing margin is equal to revenue less interchange and network fees, less other costs of services. \$3,685, \$154 and \$0 of residual expense, a component of other costs of services, are added back to the Merchant Services segment, Proprietary Software and Payments segment, and Other category, respectively.

## 12. NON-CONTROLLING INTEREST

i3 Verticals, Inc. is the sole managing member of i3 Verticals, LLC, and as a result, consolidates the financial results of i3 Verticals, LLC and reports a non-controlling interest representing the Common Units of i3 Verticals, LLC held by the Continuing Equity Owners. Changes in i3 Verticals, Inc.'s ownership interest in i3 Verticals, LLC while i3 Verticals, Inc. retains its controlling interest in i3 Verticals, LLC will be accounted for as equity transactions. As such, future redemptions or direct exchanges of Common Units of i3 Verticals, LLC by the Continuing Equity Owners will result in a change in ownership and reduce or increase the amount recorded as non-controlling interest and increase or decrease additional paid-in capital when i3 Verticals, LLC has positive or negative net assets, respectively.

As of December 31, 2019, i3 Verticals, Inc. owned 14,497,777 of i3 Verticals, LLC's Common Units, representing a 52.9% economic ownership interest in i3 Verticals, LLC.

## 13. EARNINGS PER SHARE

Basic earnings per share of Class A common stock is computed by dividing net income available to i3 Verticals, Inc. by the weighted-average number of shares of Class A common stock outstanding during the period. Diluted earnings per share of Class A common stock is computed by dividing net income available to i3 Verticals, Inc. by the weighted-average number of shares of Class A common stock outstanding adjusted to give effect to potentially dilutive securities.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

The following table sets forth reconciliations of the numerators and denominators used to compute basic and diluted earnings per share of Class A common stock for the three months ended December 31, 2019:

	Three months ended December 31, 2019	Three months ended December 31, 2018
<b>Basic net income per share:</b>		
<i>Numerator</i>		
Net income	\$ 1,934	\$ 2,351
Less: Net income attributable to non-controlling interests	2,083	2,173
Net (loss) income attributable to Class A common stockholders	\$ (149)	\$ 178
<i>Denominator</i>		
Weighted average shares of Class A common stock outstanding <sup>(1)</sup>	14,233,785	8,812,630
Basic net (loss) income per share <sup>(2)</sup>	\$ (0.01)	\$ 0.02
<b>Dilutive net income per share<sup>(2)</sup>:</b>		
<i>Numerator</i>		
Net income attributable to Class A common stockholders - diluted <sup>(3)</sup>		\$ 178
<i>Denominator</i>		
Weighted average shares of Class A common stock outstanding <sup>(1)</sup>		8,812,630
Weighted average effect of dilutive securities <sup>(3)</sup>		1,090,538
Weighted average shares of Class A common stock outstanding - diluted		9,903,168
Diluted net income per share		\$ 0.02

1. Excludes 232,828 restricted Class A common stock units.

2. For the three months ended December 31, 2019, all potentially dilutive securities were anti-dilutive, so diluted net loss per share was equivalent to basic net loss per share. The following securities were excluded from the weighted average effect of dilutive securities in the computation of diluted earnings per share of Class A common stock:

- a. 12,921,637 shares of weighted average Class B common stock for the three months ended December 31, 2019, along with the reallocation of net income assuming conversion of these shares, were excluded because the effect would have been anti-dilutive,
- b. 689,500 stock options for the three months ended December 31, 2019, were excluded because the exercise price of these stock options exceeded the average market price of our Class A common stock during the period ("out-of-the-money") and the effect of including them would have been anti-dilutive, and
- c. 976,594 shares for the three months ended December 31, 2019, resulting from estimated stock option exercises as calculated by the treasury stock method, and 232,828 restricted Class A common units for the three months ended December 31, 2019, were excluded because the effect of including them would have been anti-dilutive.

3. For the three months ended December 31, 2018, the following securities were excluded from the weighted average effect of dilutive securities in the computation of diluted earnings per share of Class A common stock:

- a. 17,213,806 shares of weighted average Class B common stock for the three months ended December 31, 2018, along with the reallocation of net income assuming conversion of these shares, were excluded because the effect would have been anti-dilutive, and
- b. 754,750 stock options for the three months ended December 31, 2019 and 2018, respectively, were excluded because the exercise price of these stock options exceeded the average market price of our Class A common stock during the period ("out-of-the-money") and the effect of including them would have been anti-dilutive.

Shares of the Company's Class B common stock do not participate in the earnings or losses of the Company and are therefore not participating securities. As such, separate presentation of basic and diluted earnings per share of Class B common stock under the two-class method has not been presented.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**  
**(in thousands, except unit, share and per share amounts)**

**14. SIGNIFICANT NON-CASH TRANSACTIONS**

The Company engaged in the following significant non-cash investing and financing activities during the three months ended December 31, 2019 and 2018:

	Three months ended December 31,	
	2019	2018
Acquisition date fair value of contingent consideration in connection with business combinations	\$ —	\$ 4,000
Required distributions to non-controlling interest holders for tax obligations	\$ —	\$ 934



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

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q, as well as our audited consolidated financial statements and related notes as disclosed in our Annual Report on Form 10-K for the year ended September 30, 2019 ("Form 10-K"), filed with the SEC on November 22, 2019. The terms "i3 Verticals," "we," "us" and "our" and similar references refer (1) before the completion of our IPO or the reorganization transactions entered into in connection therewith (the "Reorganization Transactions"), which are described in the notes to the condensed consolidated financial statements, to i3 Verticals, LLC and, where appropriate, its subsidiaries, and (2) after the Reorganization Transactions to i3 Verticals, Inc. and, where appropriate, its subsidiaries.

### Note Regarding Forward-looking Statements

This Quarterly Report on Form 10-Q includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, "forward-looking statements" within the meaning of the federal securities laws. All statements other than statements of historical facts contained in this report may be forward-looking statements. These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "pro forma," "continues," "anticipates," "expects," "seeks," "projects," "intends," "plans," "may," "will," "would" or "should" or, in each case, their negative or other variations or comparable terminology.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. These factors include, but are not limited to, the following:

- our ability to generate revenues sufficient to maintain profitability and positive cash flow;
- competition in our industry and our ability to compete effectively;
- our dependence on non-exclusive distribution partners to market our products and services;
- our ability to keep pace with rapid developments and changes in our industry and provide new products and services;
- liability and reputation damage from unauthorized disclosure, destruction or modification of data or disruption of our services;
- technical, operational and regulatory risks related to our information technology systems and third-party providers' systems;
- reliance on third parties for significant services;
- exposure to economic conditions and political risks affecting consumer and commercial spending, including the use of credit cards;
- our ability to increase our existing vertical markets, expand into new vertical markets and execute our growth strategy;
- our ability to successfully identify acquisition targets and thereafter to complete and effectively integrate those acquisitions into our services;
- potential degradation of the quality of our products, services and support;
- our ability to retain clients, many of which are SMBs, which can be difficult and costly to retain;
- our ability to successfully manage our intellectual property;
- our ability to attract, recruit, retain and develop key personnel and qualified employees;
- risks related to laws, regulations and industry standards;
- our indebtedness and potential increases in our indebtedness;
- operating and financial restrictions imposed by our Senior Secured Credit Facility (as defined below); and
- the risk factors included in our Form 10-K and included in Part II, Item 1A of this Quarterly Report on Form 10-Q, if any.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q.

*Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and industry developments may differ materially from statements made in or suggested by the forward-looking statements contained in this Quarterly Report on Form 10-Q. The matters summarized in "Risk Factors" in our Form 10-K and in subsequent filings could cause our actual results to differ significantly from those contained in our forward-looking statements. In addition, even if our results of operations, financial condition and liquidity, and industry developments are consistent with the forward-looking statements contained in this filing, those results or developments may not be indicative of results or developments in subsequent periods.*

*In light of these risks and uncertainties, we caution you not to place undue reliance on these forward-looking statements. Any forward-looking statement that we make in this filing speaks only as of the date of such statement, and we undertake no obligation to update any forward-looking statement or to publicly announce the results of any revision to any of those statements to reflect future events or developments, except as required by applicable law. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.*

## **Executive Overview**

Recognizing the convergence of software and payments, i3 Verticals was founded in 2012 with the purpose of delivering seamlessly integrated payment and software solutions to SMBs and organizations in strategic vertical markets. Since commencing operations, we have built a broad suite of payment and software solutions that address the specific needs of SMBs and other organizations in our strategic vertical markets, and we believe our suite of solutions differentiates us from our competition. Our primary strategic vertical markets include education, non-profit, public sector, property management and healthcare.

## **Public Offerings**

On June 25, 2018, we completed the initial public offering ("IPO") of 7,647,500 shares of our Class A common stock at a public offering price of \$13.00 per share. We received approximately \$92.5 million of net proceeds, after deducting underwriting discounts and commissions, which we used to purchase 7,264,083 newly issued common units from i3 Verticals, LLC ("Common Units") for approximately \$87.8 million, and 383,417 Common Units from a selling Common Unit holder for approximately \$4.6 million, in each case at a price per Common Unit equal to the price per share paid by the underwriters for shares of our Class A common stock in the IPO.

On June 10, 2019, we completed a secondary public offering (the "June 2019 Secondary Public Offering") of 5,165,527 shares of our Class A common stock, at a public offering price of \$22.75 per share, which included a full exercise of the underwriters' option to purchase 673,764 additional shares of Class A Common Stock from us. We received approximately \$111.6 million of net proceeds, after deducting underwriting discounts and commissions, but before offering expenses. We used the net proceeds to purchase (1) 1,000,000 Common Units directly from i3 Verticals, LLC, and (2) 4,165,527 Common Units (including 673,764 Common Units due to the exercise of the underwriters' option to purchase additional shares in full) and an equivalent number of Class B common stock (which shares were then canceled) from certain holders, other than i3 Verticals, Inc., of Common Units in i3 Verticals, LLC ("Continuing Equity Owners"), in each case at a price per Common Unit equal to the price per share paid by the underwriters for shares of our Class A common stock in the offering. i3 Verticals, LLC received \$20.9 million in net proceeds from the sale of Common Units to the Company, which it used to repay outstanding indebtedness. In connection with this offering, we recognized an additional deferred tax asset of \$26.2 million related to the Tax Receivable Agreement and a corresponding liability of \$22.2 million.

## Acquisitions

### *Acquisitions during the quarter ended December 31, 2018*

During the three months ended December 31, 2018, the Company completed the acquisitions of two unrelated businesses. The acquisitions expanded our software offerings in the public sector vertical market and provided technology that enhances our Burton Platform. Total net purchase consideration was \$25.0 million, which included \$21.0 million of cash consideration funded with proceeds from our revolving line of credit and \$4.0 million of contingent consideration.

## Our Revenue and Expenses

### *Revenues*

We generate revenue primarily from volume-based payment processing fees (“discount fees”), and to a lesser extent, software licensing subscriptions, ongoing support and other POS-related solutions that we provide to our clients directly and through our distribution partners. Volume-based fees represent a percentage of the dollar amount of each credit or debit transaction processed. Revenues are also derived from a variety of fixed transaction or service fees, including authorization fees, convenience fees, statement fees, annual fees and fees for other miscellaneous services, such as handling chargebacks.

### *Expenses*

*Interchange and network fees.* Interchange and network fees consist primarily of pass-through fees that make up a portion of discount fee revenue. These include assessment fees payable to card associations, which are a percentage of the processing volume we generate from Visa and Mastercard. Upon our adoption of ASC 606 on October 1, 2019, these fees are presented net of revenue.

*Other costs of services.* Other costs of services include costs directly attributable to processing and bank sponsorship costs. These also include related costs such as residual payments to our distribution partners, which are based on a percentage of the net revenues (revenue less interchange and network fees) generated from client referrals. Losses resulting from excessive chargebacks against a client are included in other cost of services. The cost of equipment sold is also included in cost of services. Interchange and other costs of services are recognized at the time the client’s transactions are processed.

*Selling, general and administrative.* Selling, general and administrative expenses include salaries and other employment costs, professional services, rent and utilities and other operating costs.

*Depreciation and amortization.* Depreciation expense consists of depreciation on our investments in property, equipment and computer hardware and software. Depreciation expense is recognized on a straight-line basis over the estimated useful life of the asset. Amortization expense for acquired intangible assets and internally developed software is recognized using a proportional cash flow method. Amortization expense for internally developed software is recognized over the estimated useful life of the asset. The useful lives of contract-based intangible assets are equal to the terms of the agreement.

*Interest expense, net.* Our interest expense consists of interest on our outstanding indebtedness under our Senior Secured Credit Facility and amortization of debt issuance costs.

## How We Assess Our Business

### *Merchant Services*

Our Merchant Services segment provides comprehensive payment solutions to businesses and organizations. Our Merchant Services segment provides third-party integrated payment solutions as well as traditional payment services across our strategic vertical markets.

### ***Proprietary Software and Payments***

Our Proprietary Software and Payments segment delivers embedded payment solutions to our clients through company-owned software. Payments are delivered through both the payment facilitator model and the traditional merchant processing model. Our Proprietary Software and Payments clients are primarily in the education, property management and public sector markets.

### ***Other***

Our Other category includes corporate overhead expenses, when presenting reportable segment information.

For additional information on our segments, see Note 11 to our condensed consolidated financial statements.

### ***Key Operating Metrics***

We evaluate our performance through key operating metrics, including:

- the dollar volume of payments our clients process through us (“payment volume”);
- the portion of our payment volume that is produced by integrated transactions; and
- period-to-period payment volume attrition.

Our payment volume for the three months ended December 31, 2019 and 2018 was \$3.8 billion and \$2.9 billion, respectively, representing a period-to-period growth rate of 30.4%. We focus on volume, because it is a reflection of the scale and economic activity of our client base and because a significant part of our revenue is derived as a percentage of our clients’ dollar volume receipts. Payment volume reflects the addition of new clients and same store payment volume growth of existing clients, partially offset by client attrition during the period.

Integrated payments represent payment transactions that are generated in situations where payment technology is embedded within our own proprietary software, a client’s software or critical business process. We evaluate the portion of our payment volume that is produced by integrated transactions because we believe the convergence of software and payments is a significant trend impacting our industry. We believe integrated payments create stronger client relationships with higher payment volume retention and growth. Integrated payments grew to 55% of our payment volume for the three months ended December 31, 2019 from 46% for the three months ended December 31, 2018.

We measure period-to-period payment volume attrition as the change in card-based payment volume for all clients that were processing with us for the same period in the prior year. We exclude from our calculations payment volume from new clients added during the period. We experience attrition in payment volume as a result of several factors, including business closures, transfers of clients’ accounts to our competitors and account closures that we initiate due to heightened credit risks. During the three months ended December 31, 2019, we experienced approximately 1% net volume attrition per month.

## Results of Operations

### Three Months Ended December 31, 2019 Compared to Three Months Ended December 31, 2018

The following table presents our historical results of operations for the periods indicated:

<i>(in thousands)</i>	Three months ended December 31,		Change	
	2019	2018	Amount	%
Revenue	\$ 41,111	\$ 84,868	\$ (43,757)	(51.6) %
Operating expenses				
Interchange and network fees	—	55,829	(55,829)	(100.0) %
Other costs of services	12,918	9,790	3,128	32.0 %
Selling general and administrative	19,287	12,516	6,771	54.1 %
Depreciation and amortization	4,655	3,552	1,103	31.1 %
Change in fair value of contingent consideration	154	(349)	503	(144.1) %
Total operating expenses	37,014	81,338	(44,324)	(54.5) %
Income from operations	4,097	3,530	567	16.1 %
Interest expense, net	2,014	914	1,100	120.4 %
Income before income taxes	2,083	2,616	(533)	n/m
Provision for income taxes	149	265	(116)	(43.8) %
Net income	1,934	2,351	(417)	n/m
Net income attributable to non-controlling interest	2,083	2,173	(90)	n/m
Net (loss) income attributable to i3 Verticals, Inc.	\$ (149)	\$ 178	\$ (327)	n/m

n/m = not meaningful

### Revenue

Revenue decreased \$43.8 million, or 51.6%, to \$41.1 million for the three months ended December 31, 2019 from \$84.9 million for the three months ended December 31, 2018. This decrease was driven by the adoption of ASC 606 effective October 1, 2019, which resulted in our revenues being presented net of interchange and network fees prospectively. This change in presentation affected our reported revenues and operating expenses for three months ended December 31, 2019 by the same amount and had no effect on our income from operations.

Revenue without the effect of the adoption of ASC 606 increased \$25.3 million, or 29.9%, to \$110.2 million for the three months ended December 31, 2019 from \$84.9 million for the three months ended December 31, 2018. This increase was principally driven by acquisitions completed during the 2019 fiscal year. These acquisitions contributed an incremental \$16.1 million, net of inter-segment eliminations, to our revenue for the three months ended December 31, 2019. The remaining \$9.2 million of increased revenue was due primarily to an increase in payment volume.

Without the effect of the adoption of ASC 606, revenue related to a subset of merchant contracts purchased in 2014 and 2017 (“Purchased Portfolios”), which have a higher rate of revenue attrition and payment volume attrition than the rest of our business, decreased \$1.2 million, or 31.1%, to \$2.6 million for the three months ended December 31, 2019 from \$3.8 million for the three months ended December 31, 2018. Excluding revenues from the Purchased Portfolios, revenue grew \$26.5 million, or 32.8%, to \$107.6 million for the three months ended December 31, 2019 from \$81.0 million for the three months ended December 31, 2018.

Without the effect of the adoption of ASC 606, revenue within Merchant Services increased \$16.3 million, or 21.0%, to \$94.0 million for the three months ended December 31, 2019 from \$77.7 million for the three months ended December 31, 2018. This increase was principally driven by an increase in payments revenue of \$16.5 million, partially offset by a decrease in other revenue of \$0.2 million for the three months ended December 31, 2019. The increase in payments revenue was primarily due to an increase in payment volume.

Without the effect of the adoption of ASC 606, revenue within Proprietary Software and Payments increased \$9.4 million, or 131.7%, to \$16.6 million for the three months ended December 31, 2019 from \$7.2 million for the three months ended December 31, 2018. This increase was principally driven by an increase in other revenue of \$5.8 million for the three months ended December 31, 2019, driven by software and related services. In addition, payments revenue increased \$3.7 million for the three months ended December 31, 2019, driven by payment volume.

Payment volume increased \$0.9 billion, or 30.4%, to \$3.8 billion for the three months ended December 31, 2019 from \$2.9 billion for the three months ended December 31, 2018.

### ***Interchange and Network Fees***

Interchange and network fees without the effect of the adoption of ASC 606 decreased \$55.8 million, or 100.0%, to \$0.0 million for the three months ended December 31, 2019 from \$55.8 million for the three months ended December 31, 2018. This decrease was driven by the adoption of ASC 606 effective October 1, 2019, which resulted in our revenues being presented net of interchange and network fees prospectively. This change in presentation affected our reported revenues and operating expenses for three months ended December 31, 2019 by the same amount and had no effect on our income from operations.

Interchange and network fees without the effect of the adoption of ASC 606 increased \$13.3 million, or 23.8%, to \$69.1 million for the three months ended December 31, 2019 from \$55.8 million for the three months ended December 31, 2018. Acquisitions completed during the 2019 fiscal year contributed an incremental \$5.8 million to our interchange and network fees for the three months ended December 31, 2019. The remaining \$7.5 million of increased interchange and network fees was due primarily to an increase in payment volume.

Without the effect of the adoption of ASC 606, interchange and network fees related to the Purchased Portfolios decreased \$0.5 million, or 27.3%, to \$1.3 million for the three months ended December 31, 2019 from \$1.8 million for the three months ended December 31, 2018. Excluding interchange and network fees from these Purchased Portfolios, interchange and network fees grew \$13.8 million, or 25.5%, to \$67.8 million for the three months ended December 31, 2019 from \$54.0 million for the three months ended December 31, 2018.

Without the effect of the adoption of ASC 606, interchange and network fees within Merchant Services increased \$12.2 million, or 22.4%, to \$66.6 million for the three months ended December 31, 2019 from \$54.4 million for the three months ended December 31, 2018. Without the effect of the adoption of ASC 606, interchange and network fees within Proprietary Software and Payments increased \$1.1 million, or 74.0%, to \$2.5 million for the three months ended December 31, 2019 from \$1.5 million for the three months ended December 31, 2018.

### ***Other Costs of Services***

Other costs of services increased \$3.1 million, or 32.0%, to \$12.9 million for the three months ended December 31, 2019 from \$9.8 million for the three months ended December 31, 2018. This increase was driven by acquisitions completed during the 2020 and 2019 fiscal years. These acquisitions contributed an incremental \$2.5 million to our other costs of services for the three months ended December 31, 2019.

Other costs of services within Merchant Services increased \$2.7 million, or 28.9%, to \$12.1 million for the three months ended December 31, 2019 from \$9.4 million for the three months ended December 31, 2018.

Other costs of services within Proprietary Software and Payments was unchanged at \$1.2 million for the three months ended December 31, 2019 and 2018.

#### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses increased \$6.8 million, or 54.1%, to \$19.3 million for the three months ended December 31, 2019 from \$12.5 million for the three months ended December 31, 2018. This increase was primarily driven by an increase in employment costs of \$5.2 million due to an increase in stock compensation expense and an increase in headcount resulting from acquisitions. Increases in software and technological services, rent and advertising comprised the remainder of the increase.

#### ***Depreciation and Amortization***

Depreciation and amortization increased \$1.1 million, or 31.1%, to \$4.7 million for the three months ended December 31, 2019 from \$3.6 million for the three months ended December 31, 2018. Amortization expense increased \$0.9 million to \$4.2 million for the three months ended December 31, 2019 from \$3.3 million for the three months ended December 31, 2018 primarily due to acquisitions completed during the three months ended December 31, 2019. Depreciation expense increased \$0.2 million to \$0.5 million for the three months ended December 31, 2019 from \$0.3 million for the three months ended December 31, 2018.

#### ***Change in Fair Value of Contingent Consideration***

Change in fair value of contingent consideration to be paid in connection with acquisitions was a charge of \$0.2 million for the three months ended December 31, 2019 primarily due to the performance of some of our acquisitions exceeding our expectations. The change in fair value of contingent consideration for the three months ended December 31, 2018 was a benefit of \$0.3 million.

#### ***Interest Expense, net***

Interest expense, net, increased \$1.1 million, or 120.4%, to \$2.0 million for the three months ended December 31, 2019 from \$0.9 million for the three months ended December 31, 2018. The increase reflects a higher average outstanding debt balance for the three months ended December 31, 2019 as compared to the three months ended December 31, 2018.

#### ***Provision for Income Taxes***

The provision for income taxes decreased to \$0.1 million for the three months ended December 31, 2019 from \$0.3 million for the three months ended December 31, 2018. Our effective tax rate was 7% for the three months ended December 31, 2019. Our effective tax rate differs from the federal statutory rate of 21% primarily due to the tax structure of the Company. The income of minority owned i3 Verticals, LLC is not taxed and the separate loss of the Company has minimal tax effect due to the allocations from i3 Verticals, LLC.

#### **Seasonality**

We have experienced in the past, and may continue to experience, seasonal fluctuations in our revenues as a result of consumer and business spending patterns. Revenues during the first quarter of the calendar year, which is our second fiscal quarter, tend to decrease in comparison to the remaining three quarters of the calendar year on a same store basis. This decrease is due to the relatively higher number and amount of electronic payment transactions related to seasonal retail events, such as holiday and vacation spending in their second, third and fourth quarters of the calendar year. The number of business days in a month or quarter also may affect seasonal fluctuations. Revenue in our education vertical fluctuates with the school calendar. Revenue for our education customers is strongest in August, September, October, January and February, at the start of each semester, and generally weakens throughout the semester, with little revenue in the summer months of June and July. Operating expenses show less seasonal fluctuation, with the result that net income is subject to the same seasonal factors as our revenues. The growth in our business may have partially overshadowed seasonal trends to date, and seasonal impacts on our business may be more pronounced in the future.

## Liquidity and Capital Resources

We have historically financed our operations and working capital through net cash from operating activities. As of December 31, 2019, we had \$0.3 million of cash and cash equivalents and available borrowing capacity of \$166.0 million under our Senior Secured Credit Facility. We usually minimize cash balances by making payments on our revolving line of credit to minimize borrowings and interest expense.

Our primary cash needs are to fund working capital requirements, invest in our technology infrastructure, fund acquisitions and related contingent consideration, make scheduled principal and interest payments on our outstanding indebtedness and pay tax distributions to members. We consistently have positive cash flow provided by operations and expect that our cash flow from operations, current cash and cash equivalents and available borrowing capacity under the Senior Secured Credit Facility will be sufficient to fund our operations and planned capital expenditures and to service our debt obligations for at least the next twelve months. Our growth strategy includes acquisitions. We expect to fund acquisitions through a combination of net cash from operating activities, borrowings under our Senior Secured Credit Facility and through the issuance of equity and debt securities. As a holding company, we depend on distributions or loans from i3 Verticals, LLC to access funds earned by our operations. The covenants contained in the Senior Secured Credit Facility may restrict i3 Verticals, LLC's ability to provide funds to i3 Verticals, Inc.

### Cash Flows

The following table presents a summary of cash flows from operating, investing and financing activities for the following comparative periods.

#### Three Months Ended December 31, 2019 and 2018

	Three months ended December 31,	
	2019	2018
	(in thousands)	
Net cash provided by operating activities	\$ 7,484	\$ 6,072
Net cash used in investing activities	\$ (1,782)	\$ (22,026)
Net cash (used in) provided by financing activities	\$ (6,635)	\$ 16,270

### Cash Flow from Operating Activities

Net cash provided by operating activities increased \$1.4 million to \$7.5 million for the three months ended December 31, 2019 from \$6.1 million for the three months ended December 31, 2018. The increase in net cash provided by operating activities was partially offset by a decrease in net income of \$0.4 million. The increase in net cash provided by operating activities was driven by increases in equity-based compensation of \$1.2 million, depreciation and amortization expense of \$1.1 million and an increase in increases in non-cash contingent consideration from original estimates of \$0.5 million. The increase in net cash provided by operating activities was partially offset by a decrease in operating assets and liabilities of \$0.9 million. The decrease in operating assets and liabilities was primarily driven by a \$3.1 million decrease in accrued liabilities and a \$0.9 million increase in accounts receivable, partially offset by a \$1.7 million increase in accounts payable, a \$1.1 million increase in deferred revenue and a \$0.9 million decrease in contingent consideration paid in excess of original estimates for the three months ended December 31, 2019 compared to the three months ended December 31, 2018.

### Cash Flow from Investing Activities

Net cash used in investing activities decreased \$20.2 million to \$1.8 million for the three months ended December 31, 2019 from \$22.0 million for the three months ended December 31, 2018. The largest driver of cash used in investing activities for the three months ended December 31, 2018 was cash used in acquisitions, net of cash acquired. For the three months ended December 31, 2018, we used \$21.0 million of cash for acquisitions, net of cash acquired.



### **Cash Flow from Financing Activities**

Net cash (used in) provided by financing activities decreased \$22.9 million to \$6.6 million net cash used in financing activities for the three months ended December 31, 2019 from \$16.3 million net cash provided by financing activities for the three months ended December 31, 2018. The decrease in net cash (used in) provided by financing activities was primarily the result of an increase in payments of the revolving credit facility of \$31.6 million, partially offset by an increase in proceeds from the revolving credit facility of \$6.3 million and a decrease in payments of notes payable to banks of \$1.3 million for the three months ended December 31, 2019 compared to the three months ended December 31, 2018.

### **Senior Secured Credit Facility**

On October 30, 2017, we entered into a new credit facility (the "2017 Senior Secured Credit Facility"). Bank of America Corporation served as administrative agent with Bank of America Corporation, Wells Fargo & Co. and Fifth Third Bank served as joint lead arrangers and joint bookrunners. The 2017 Senior Secured Credit Facility consisted of \$40.0 million in term loans and a \$110.0 million revolving line of credit. For a summary of the Senior Secured Credit Facility, please refer to Note 5 to the accompanying condensed consolidated financial statements and to "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources" of our Form 10-K.

On May 9, 2019, we replaced our existing 2017 Senior Secured Credit Facility with a new credit agreement (the "Senior Secured Credit Facility"). The Senior Secured Credit Facility consists of a \$300.0 million revolving credit facility, together with an option to increase the revolving credit facility and/or obtain incremental term loans in an additional principal amount of up to \$50.0 million in the aggregate (subject to the receipt of additional commitments for any such incremental loan amounts). The Senior Secured Credit Facility accrues interest at LIBOR (based upon an interest period of one, two, three or six months or, under some circumstances, up to twelve months) plus an applicable margin of 2.25% to 3.25% (3.25% as of December 31, 2019), or the base rate (defined as the highest of (x) the Bank of America prime rate, (y) the federal funds rate plus 0.50% and (z) LIBOR plus 1.00%), plus an applicable margin of 0.25% to 1.25% (1.25% as of December 31, 2019), in each case depending upon the consolidated total leverage ratio, as defined in the agreement. Interest is payable at the end of the selected interest period, but no less frequently than quarterly. Additionally, the Senior Secured Credit Facility requires us to pay unused commitment fees of 0.15% to 0.30% (0.30% as of December 31, 2019) on any undrawn amounts under the revolving credit facility and letter of credit fees of up to 3.25% on the maximum amount available to be drawn under each letter of credit issued under the agreement. The maturity date of the Senior Secured Credit Facility is May 9, 2024. As of December 31, 2019, there was \$166.0 million available for borrowing under the revolving credit facility.

The Senior Secured Credit Facility is secured by substantially all of our assets. The lenders under the Senior Secured Credit Facility hold senior rights to collateral and principal repayment over all other creditors.

The provisions of the Senior Secured Credit Facility place certain restrictions and limitations upon us. These include, among others, restrictions on liens, investments, indebtedness, fundamental changes and dispositions; maintenance of certain financial ratios; and certain non-financial covenants pertaining to our activities during the period covered.

### **Secondary Offering**

On June 10, 2019, we completed the June 2019 Secondary Public Offering of 5,165,527 shares of our Class A common stock, at a public offering price of \$22.75 per share, which included a full exercise of the underwriters' option to purchase 673,764 additional shares of Class A Common Stock from us. We received approximately \$111.6 million of net proceeds, after deducting underwriting discounts and commissions, but before offering expenses. We used the net proceeds to purchase (1) 1,000,000 Common Units directly from i3 Verticals, LLC, and (2) 4,165,527 Common Units (including 673,764 Common Units due to the exercise of the underwriters' option to purchase additional shares in full) and an equivalent number of Class B common stock (which shares were then canceled) from certain Continuing Equity Owners, in each case at a price per Common Unit equal to the price per share paid by the underwriters for shares of our Class A common stock in the offering. i3 Verticals, LLC received \$20.9 million in net proceeds from the sale of Common Units to the Company, which it used to repay outstanding indebtedness. In connection with this offering, we recognized an additional deferred tax asset of \$26.2 million related to the Tax Receivable Agreement and a corresponding liability of \$22.2 million.

## Contractual Obligations

The following table summarizes our contractual obligations and commitments as of December 31, 2019 related to leases and borrowings:

Contractual Obligations (in thousands)	Payments Due by Period				
	Total	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Processing minimums <sup>(1)</sup>	\$ 9,001	\$ 2,974	\$ 3,800	\$ 2,227	\$ —
Facility leases	10,398	2,519	4,090	2,942	847
Senior Secured Credit Facility and related interest <sup>(2)</sup>	174,531	8,540	17,080	148,911	—
Contingent consideration <sup>(3)</sup>	18,380	12,134	6,246	—	—
<b>Total</b>	<b>\$ 212,310</b>	<b>\$ 26,167</b>	<b>\$ 31,216</b>	<b>\$ 154,080</b>	<b>\$ 847</b>

1. We have non-exclusive agreements with several processors to provide us services related to transaction processing and transmittal, transaction authorization and data capture, and access to various reporting tools. Certain of these agreements require us to submit a minimum monthly number of transactions for processing. If we submit a number of transactions that is lower than the minimum, we are required to pay to the processor the fees it would have received if we had submitted the required minimum number of transactions.
2. We estimated interest payments through the maturity of our Senior Secured Credit Facility by applying the interest rate of 5.22% in effect on our term loan as of December 31, 2019, plus an unused fee rate of 0.15%.
3. In connection with certain of our acquisitions, we may be obligated to pay the seller of the acquired entity certain amounts of contingent consideration as set forth in the relevant purchasing documents, whereby additional consideration may be due upon the achievement of certain specified financial performance targets. i3 Verticals, Inc. accounts for the fair values of such contingent payments in accordance with the Level 3 financial instrument fair value hierarchy at the close of each subsequent reporting period. The acquisition-date fair value of contingent consideration is valued using a Monte Carlo simulation. i3 Verticals, Inc. subsequently reassesses such fair value based on probability estimates with respect to the acquired entity's likelihood of achieving the respective financial performance targets.

Potential payments under the Tax Receivable Agreement are not reflected in this table. See “—Tax Receivable Agreement” below.

## Tax Receivable Agreement

We are a party to a Tax Receivable Agreement with i3 Verticals, LLC and each of the Continuing Equity Owners, as described in Note 6 of our condensed consolidated financial statements. As a result of the Tax Receivable Agreement, we have been required to establish a liability in our condensed consolidated financial statements. That liability, which will increase upon the redemptions or exchanges of Common Units for our Class A common stock, generally represents 85% of the estimated future tax benefits, if any, relating to the increase in tax basis associated with the Common Units we received as a result of the Reorganization Transactions and other redemptions or exchanges by holders of Common Units. If this election is made, the accelerated payment will be based on the present value of 100% of the estimated future tax benefits and, as a result, the associated liability reported on our condensed consolidated financial statements may be increased. We expect that the payments required under the Tax Receivable Agreement will be substantial. The actual increase in tax basis, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, including the timing of redemptions or exchanges by the holders of Common Units, the price of our Class A common stock at the time of the redemption or exchange, whether such redemptions or exchanges are taxable, the amount and timing of the taxable income we generate in the future and the tax rate then applicable as well as the portion of our payments under the Tax Receivable Agreement constituting imputed interest. We intend to fund the payment of the amounts due under the Tax Receivable Agreement out of the cash savings that we actually realize in respect of the attributes to which Tax Receivable Agreement relates.

As of December 31, 2019, the total amount due under the Tax Receivable Agreement was \$23.2 million, and payments to the Continuing Equity Owners related to exchanges through December 31, 2019 will range from \$0 to \$2.1 million per year and are expected to be paid over the next 24 years. The amounts recorded as of December 31, 2019, approximate the current estimate of expected tax savings and are subject to change after the filing of the Company's U.S. federal and state income tax returns. Future payments under the Tax Receivable Agreement with respect to subsequent exchanges would be in addition to these amounts.

### **Critical Accounting Policies**

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, goodwill and intangible assets, contingent consideration, and equity-based compensation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are those that we consider the most critical to understanding our financial condition and results of operations.

As of December 31, 2019, there have been no significant changes to our critical accounting estimates disclosed in the Form 10-K filed with the SEC on November 22, 2019, except as described in Note 2 to our condensed consolidated financial statements.

### **Recently Issued Accounting Pronouncements**

As of December 31, 2019, there have been no significant changes to our recently issued accounting pronouncements disclosed in the Form 10-K filed with the SEC on November 22, 2019, except as described in Note 2 to our interim condensed consolidated financial statements.

### **Off-Balance Sheet Arrangements**

As of December 31, 2019, we did not have any off-balance sheet financing arrangements.

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

### ***Interest Rate Risk***

As of December 31, 2019, the Senior Secured Credit Facility consists of a \$300.0 million revolving credit facility, together with an option to increase the revolving credit facility and/or obtain incremental term loans in an additional principal amount of up to \$50.0 million in the aggregate (subject to the receipt of additional commitments for any such incremental loan amounts). The Senior Secured Credit Facility accrues interest at LIBOR (based upon an interest period of one, two, three or six months or, under some circumstances, up to twelve months) plus an applicable margin of 2.25% to 3.25% (3.25% as of December 31, 2019), or the base rate (defined as the highest of (x) the Bank of America prime rate, (y) the federal funds rate plus 0.50% and (z) LIBOR plus 1.00%), plus an applicable margin of 0.25% to 1.25% (1.25% as of December 31, 2019), in each case depending upon the consolidated total leverage ratio, as defined in the agreement. Interest is payable at the end of the selected interest period, but no less frequently than quarterly. Additionally, the Senior Secured Credit Facility requires us to pay unused commitment fees of 0.15% to 0.30% (0.30% as of December 31, 2019) on any undrawn amounts under the revolving credit facility and letter of credit fees of up to 3.25% on the maximum amount available to be drawn under each letter of credit issued under the agreement. The maturity date of the Senior Secured Credit Facility is May 9, 2024. As of December 31, 2019, there was \$166.0 million available for borrowing under the revolving credit facility.

As of December 31, 2019, we had borrowings outstanding of \$134.0 million under the Senior Secured Credit Facility. A 1.0% increase or decrease in the interest rate applicable to such borrowing (which is the LIBOR rate) would have a \$1.3 million impact on the results of the business.

#### ***Foreign Currency Exchange Rate Risk***

Invoices for our services are denominated in U.S. dollars. We do not expect our future operating results to be significantly affected by foreign currency transaction risk.

### **Item 4. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer and Chief Financial Officer, with the participation of other members of management, have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e)) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this report. Based on such evaluations, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective (at the reasonable assurance level) to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act has been recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and to ensure that the information required to be included in this report was accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

#### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2019 that materially affected, or which are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

The information required with respect to this item can be found in Note 9 to the accompanying unaudited condensed consolidated financial statements contained in this report and is incorporated by reference into this Part II, Item 1.

### **Item 1A. Risk Factors**

There have been no material changes to the risk factors disclosed under the heading "Risk Factors" in our Form 10-K for the fiscal year ended September 30, 2019, filed with the SEC on November 22, 2019.

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

None.

### **Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

## Item 6. Exhibit Index

<b>Exhibit Number</b>	<b>Exhibit Description</b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Amended and Restated Certificate of Incorporation of i3 Verticals, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 25, 2018). (File No. 001-38532).</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Amended and Restated Bylaws of i3 Verticals, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on June 25, 2018) (File No. 001-38532).</u></a>
<a href="#"><u>31.1*</u></a>	<a href="#"><u>Certification of Chief Executive Officer pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended.</u></a>
<a href="#"><u>31.2*</u></a>	<a href="#"><u>Certification of Chief Financial Officer pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended.</u></a>
<a href="#"><u>32.1**</u></a>	<a href="#"><u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
<a href="#"><u>32.2**</u></a>	<a href="#"><u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

\* 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.

i3 Verticals, Inc.

By:           /s/ Clay Whitson            
Clay Whitson  
Chief Financial Officer

Date: February 10, 2020

**Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Gregory S. Daily, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of i3 Verticals, 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: February 10, 2020

By: /s/ Gregory S. Daily  
Gregory S. Daily  
Chief Executive Officer (Principal Executive Officer)

**Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Clay Whitson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of i3 Verticals, 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: February 10, 2020

By: /s/ Clay Whitson  
Clay Whitson  
Chief Financial Officer (Principal Financial Officer)

**Certification of Principal Executive Officer  
Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of i3 Verticals, Inc. (the “Company”) on Form 10-Q for the quarter ended December 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, 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: February 10, 2020

By: /s/ Gregory S. Daily  
Gregory S. Daily  
Chief Executive Officer (Principal Executive Officer)

**Certification of Principal Financial Officer  
Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of i3 Verticals, Inc. (the “Company”) on Form 10-Q for the quarter ended December 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, 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: February 10, 2020

By: /s/ Clay Whitson  
Clay Whitson  
Chief Financial Officer (Principal Financial Officer)