

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2021

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 001-38407

**RED VIOLET, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

82-2408531

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

2650 North Military Trail, Suite 300, Boca Raton, Florida 33431

(Address of Principal Executive Offices) (Zip Code)

(561) 757-4000

(Registrant's Telephone Number, Including Area Code)

None

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

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

Title of each class	Trading Symbol (s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	RDVT	The NASDAQ Stock Market LLC

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 type="checkbox"/>
Non-accelerated filer	<input checked="" 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 November 5, 2021, the registrant had 12,865,524 shares of common stock outstanding.

**RED VIOLET, INC.**  
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**PART I - FINANCIAL INFORMATION**

Unless otherwise indicated or required by the context, all references in this Quarterly Report on Form 10-Q to “we,” “us,” “our,” “red violet,” or the “Company,” refer to Red Violet, Inc. and its consolidated subsidiaries.

**Item 1. Financial Statements.**

**RED VIOLET, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands, except share data)  
(unaudited)

	September 30, 2021	December 31, 2020
<b>ASSETS:</b>		
Current assets:		
Cash and cash equivalents	\$ 13,397	\$ 12,957
Accounts receivable, net of allowance for doubtful accounts of \$17 and \$38 as of September 30, 2021 and December 31, 2020, respectively	4,040	3,201
Prepaid expenses and other current assets	650	581
<b>Total current assets</b>	<b>18,087</b>	<b>16,739</b>
Property and equipment, net	587	558
Intangible assets, net	27,979	27,170
Goodwill	5,227	5,227
Right-of-use assets	1,790	2,161
Other noncurrent assets	137	139
<b>Total assets</b>	<b>\$ 53,807</b>	<b>\$ 51,994</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>		
Current liabilities:		
Accounts payable	\$ 1,366	\$ 2,075
Accrued expenses and other current liabilities	746	1,458
Current portion of operating lease liabilities	600	552
Current portion of long-term loan	-	449
Deferred revenue	424	504
<b>Total current liabilities</b>	<b>3,136</b>	<b>5,038</b>
Noncurrent operating lease liabilities	1,452	1,908
Long-term loan	-	1,703
<b>Total liabilities</b>	<b>4,588</b>	<b>8,649</b>
Shareholders' equity:		
Preferred stock—\$0.001 par value, 10,000,000 shares authorized, and 0 shares issued and outstanding, as of September 30, 2021 and December 31, 2020	-	-
Common stock—\$0.001 par value, 200,000,000 shares authorized, 12,863,024 and 12,167,327 shares issued and outstanding, as of September 30, 2021 and December 31, 2020	13	13
Additional paid-in capital	69,440	66,005
Accumulated deficit	(20,234)	(22,673)
<b>Total shareholders' equity</b>	<b>49,219</b>	<b>43,345</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 53,807</b>	<b>\$ 51,994</b>

See notes to condensed consolidated financial statements

**RED VIOLET, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in thousands, except share data)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
<b>Revenue</b>	\$ 11,668	\$ 9,267	\$ 32,764	\$ 25,623
<b>Costs and expenses:</b>				
Cost of revenue (exclusive of depreciation and amortization)	2,787	2,703	8,268	8,582
Sales and marketing expenses	2,154	2,217	6,724	6,139
General and administrative expenses	4,127	4,147	13,567	12,844
Depreciation and amortization	1,345	1,118	3,933	3,020
<b>Total costs and expenses</b>	<u>10,413</u>	<u>10,185</u>	<u>32,492</u>	<u>30,585</u>
<b>Income (loss) from operations</b>	1,255	(918)	272	(4,962)
Interest income (expense), net	1	(7)	(8)	24
Gain on extinguishment of debt	-	-	2,175	-
<b>Income (loss) before income taxes</b>	<u>1,256</u>	<u>(925)</u>	<u>2,439</u>	<u>(4,938)</u>
Income taxes	-	-	-	-
<b>Net income (loss)</b>	<u>\$ 1,256</u>	<u>\$ (925)</u>	<u>\$ 2,439</u>	<u>\$ (4,938)</u>
<b>Earnings (loss) per share:</b>				
Basic	<u>\$ 0.10</u>	<u>\$ (0.08)</u>	<u>\$ 0.20</u>	<u>\$ (0.42)</u>
Diluted	<u>\$ 0.09</u>	<u>\$ (0.08)</u>	<u>\$ 0.19</u>	<u>\$ (0.42)</u>
<b>Weighted average number of shares outstanding:</b>				
Basic	<u>12,741,723</u>	<u>12,072,716</u>	<u>12,408,152</u>	<u>11,758,907</u>
Diluted	<u>13,645,208</u>	<u>12,072,716</u>	<u>13,140,854</u>	<u>11,758,907</u>

See notes to condensed consolidated financial statements

**RED VIOLET, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(Amounts in thousands, except share data)  
(unaudited)

	Common stock		Treasury stock		Additional paid-in capital	Accumulated deficit	Total
	Shares	Amount	Shares	Amount			
<b>Balance at June 30, 2020</b>	11,707,829	\$ 12	(103,147)	\$ (1,255)	\$ 64,806	\$ (19,873)	\$ 43,690
Vesting of restricted stock units	663,836	1	-	-	(1)	-	-
Increase in treasury stock resulting from shares withheld to cover statutory taxes	-	-	(121,608)	(1,828)	-	-	(1,828)
Share-based compensation	-	-	-	-	2,277	-	2,277
Net loss	-	-	-	-	-	(925)	(925)
<b>Balance at September 30, 2020</b>	<u>12,371,665</u>	<u>\$ 13</u>	<u>(224,755)</u>	<u>\$ (3,083)</u>	<u>\$ 67,082</u>	<u>\$ (20,798)</u>	<u>\$ 43,214</u>
<b>Balance at June 30, 2021</b>	12,248,794	\$ 13	-	\$ -	\$ 70,911	\$ (21,490)	\$ 49,434
Vesting of restricted stock units	742,101	-	-	-	-	-	-
Increase in treasury stock resulting from shares withheld to cover statutory taxes	-	-	(127,871)	(2,785)	-	-	(2,785)
Retirement of treasury stock	(127,871)	-	127,871	2,785	(2,785)	-	-
Share-based compensation	-	-	-	-	1,314	-	1,314
Net income	-	-	-	-	-	1,256	1,256
<b>Balance at September 30, 2021</b>	<u>12,863,024</u>	<u>\$ 13</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 69,440</u>	<u>\$ (20,234)</u>	<u>\$ 49,219</u>
	Common stock		Treasury stock		Additional paid-in capital	Accumulated deficit	Total
	Shares	Amount	Shares	Amount			
<b>Balance at December 31, 2019</b>	11,657,912	\$ 12	(103,147)	\$ (1,255)	\$ 59,187	\$ (15,860)	\$ 42,084
Vesting of restricted stock units	713,753	1	-	-	(1)	-	-
Increase in treasury stock resulting from shares withheld to cover statutory taxes	-	-	(121,608)	(1,828)	-	-	(1,828)
Share-based compensation	-	-	-	-	7,896	-	7,896
Net loss	-	-	-	-	-	(4,938)	(4,938)
<b>Balance at September 30, 2020</b>	<u>12,371,665</u>	<u>\$ 13</u>	<u>(224,755)</u>	<u>\$ (3,083)</u>	<u>\$ 67,082</u>	<u>\$ (20,798)</u>	<u>\$ 43,214</u>
<b>Balance at December 31, 2020</b>	12,167,327	\$ 13	-	\$ -	\$ 66,005	\$ (22,673)	\$ 43,345
Vesting of restricted stock units	823,568	-	-	-	-	-	-
Increase in treasury stock resulting from shares withheld to cover statutory taxes	-	-	(127,871)	(2,785)	-	-	(2,785)
Retirement of treasury stock	(127,871)	-	127,871	2,785	(2,785)	-	-
Share-based compensation	-	-	-	-	6,220	-	6,220
Net income	-	-	-	-	-	2,439	2,439
<b>Balance at September 30, 2021</b>	<u>12,863,024</u>	<u>\$ 13</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 69,440</u>	<u>\$ (20,234)</u>	<u>\$ 49,219</u>

See notes to condensed consolidated financial statements

**RED VIOLET, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in thousands)  
(unaudited)

	Nine Months Ended September 30,	
	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 2,439	\$ (4,938)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	3,933	3,020
Share-based compensation expense	5,197	6,416
Write-off of long-lived assets	24	117
Provision for bad debts	67	360
Noncash lease expenses	371	341
Interest expense	11	7
Gain on extinguishment of debt	(2,175)	-
Changes in assets and liabilities:		
Accounts receivable	(906)	263
Prepaid expenses and other current assets	(69)	106
Other noncurrent assets	2	109
Accounts payable	(709)	61
Accrued expenses and other current liabilities	(700)	(803)
Deferred revenue	(80)	52
Operating lease liabilities	(408)	(362)
Net cash provided by operating activities	<u>6,997</u>	<u>4,749</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	(223)	(98)
Capitalized costs included in intangible assets	(3,549)	(4,310)
Net cash used in investing activities	<u>(3,772)</u>	<u>(4,408)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from long-term loan	-	2,152
Taxes paid related to net share settlement of vesting of restricted stock units	(2,785)	(1,828)
Net cash (used in) provided by financing activities	<u>(2,785)</u>	<u>324</u>
<b>Net increase in cash and cash equivalents</b>	<b>\$ 440</b>	<b>\$ 665</b>
Cash and cash equivalents at beginning of period	12,957	11,776
<b>Cash and cash equivalents at end of period</b>	<b>\$ 13,397</b>	<b>\$ 12,441</b>
<b>SUPPLEMENTAL DISCLOSURE INFORMATION</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Share-based compensation capitalized in intangible assets	\$ 1,023	\$ 1,480
Retirement of treasury stock	\$ 2,785	\$ -

See notes to condensed consolidated financial statements

**RED VIOLET, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Amounts in thousands, except share data)  
(unaudited)

**1. Summary of significant accounting policies**

**(a) Basis of preparation**

The accompanying unaudited condensed consolidated financial statements of Red Violet, Inc., a Delaware corporation, and its consolidated subsidiaries (collectively, “red violet” or the “Company”), have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) regarding interim financial reporting. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations.

The accompanying unaudited condensed consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, results of operations, and cash flows for the interim periods, but are not necessarily indicative of the results of operations to be anticipated for any future interim periods or for the full year ending December 31, 2021.

The information included in this quarterly report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 (“Form 10-K”).

The condensed consolidated balance sheet as of December 31, 2020 included herein was derived from the audited financial statements as of that date included in the Form 10-K, but does not include all disclosures required by GAAP.

The Company has only one operating segment, as defined by Accounting Standards Codification (“ASC”) 280, “*Segment Reporting*.”

Principles of consolidation

The condensed consolidated financial statements include the financial statements of the Company and its subsidiaries. All significant transactions among the Company and its subsidiaries have been eliminated upon consolidation.

**(b) Recently issued accounting standards**

As an emerging growth company, the Company has left open the opportunity to take advantage of the extended transition period provided to emerging growth companies in Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), however, it is the Company’s present intention to adopt any applicable new accounting standards timely.

**2. Earnings (loss) per share**

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the periods. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock and is calculated using the treasury stock method for unvested shares. Common equivalent shares are excluded from the calculation in the loss periods as their effects would be anti-dilutive.

(In thousands, except share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
<b>Numerator:</b>				
Net income (loss)	\$ 1,256	\$ (925)	\$ 2,439	\$ (4,938)
<b>Denominator:</b>				
<b>Weighted average shares outstanding:</b>				
Basic	12,741,723	12,072,716	12,408,152	11,758,907
Diluted <sup>(1)</sup>	13,645,208	12,072,716	13,140,854	11,758,907
<b>Earnings (loss) per share:</b>				
Basic	\$ 0.10	\$ (0.08)	\$ 0.20	\$ (0.42)
Diluted	\$ 0.09	\$ (0.08)	\$ 0.19	\$ (0.42)

(1) A total of 1,529,657 unvested restricted stock units (“RSUs”) have been excluded from the diluted loss per share for the three and nine months ended September 30, 2020, as the impact is anti-dilutive.

### 3. Intangible assets, net

Intangible assets other than goodwill consist of the following:

(In thousands)	Amortization Period	September 30, 2021			December 31, 2020		
		Gross Amount	Accumulated Amortization	Net	Gross Amount	Accumulated Amortization	Net
Software developed for internal use	5-10 years	\$ 41,373	\$ (13,394)	\$ 27,979	\$ 36,804	\$ (9,634)	\$ 27,170

The gross amount associated with software developed for internal use represents capitalized costs of internally-developed software, including eligible salaries and staff benefits, share-based compensation, travel expenses incurred by relevant employees, and other relevant costs.

Amortization expenses of \$1,288 and \$1,063 for the three months ended September 30, 2021 and 2020, respectively, and \$3,763 and \$2,847 for the nine months ended September 30, 2021 and 2020, respectively, were included in depreciation and amortization expense. As of September 30, 2021, intangible assets of \$3,202, included in the gross amounts of software developed for internal use, have not started amortization, as they are not ready for their intended use.

The Company capitalized costs of software developed for internal use of \$1,457 and \$1,646 during the three months ended September 30, 2021 and 2020, respectively, and \$4,572 and \$5,790 during the nine months ended September 30, 2021 and 2020, respectively.

As of September 30, 2021, estimated amortization expense related to the Company's intangible assets for the remainder of 2021 through 2026 and thereafter are as follows:

(In thousands)	
Year	September 30, 2021
Remainder of 2021	\$ 1,355
2022	5,898
2023	5,978
2024	5,351
2025	4,160
2026 and thereafter	5,237
Total	\$ 27,979

### 4. Goodwill

Goodwill represents the cost in excess of the fair value of the net assets acquired in a business combination. As of September 30, 2021 and December 31, 2020, the balance of goodwill of \$5,227 was as a result of the acquisition of Interactive Data, LLC, a wholly-owned subsidiary of red violet, effective on October 2, 2014.

In accordance with ASC 350, "Intangibles - Goodwill and Other," goodwill is tested at least annually for impairment, or when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable, by assessing qualitative factors or performing a quantitative analysis in determining whether it is more likely than not that its fair value exceeds the carrying value. The measurement date of the Company's annual goodwill impairment test is October 1.

For the periods ended September 30, 2021 and 2020, no goodwill impairment charges were recorded.

### 5. Revenue recognition

The Company recognized revenue in accordance with ASC 606, "Revenue from Contracts with Customers" ("Topic 606"). Under this standard, revenue is recognized when control of goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company's performance obligation is to provide on demand information and identity intelligence solutions to its customers by leveraging its proprietary technology and applying machine learning and advanced analytics to its massive data repository. The pricing for the customer contracts is based on usage, a monthly fee, or a combination of both.

Available within Topic 606, the Company has applied the portfolio approach practical expedient in accounting for customer revenue as one collective group, rather than individual contracts. Based on the Company's historical knowledge of the contracts contained in this portfolio and the similar nature and characteristics of the customers, the Company has concluded the financial statement effects are not materially different than if accounting for revenue on a contract by contract basis.



Revenue is recognized over a period of time since the performance obligation is delivered in a series. The Company's customers simultaneously receive and consume the benefits provided by the Company's performance as and when provided. Furthermore, the Company has elected the "right to invoice" practical expedient, available within Topic 606, as its measure of progress, since it has a right to payment from a customer in an amount that corresponds directly with the value of its performance completed-to-date. The Company's revenue arrangements do not contain significant financing components.

For the three months ended September 30, 2021 and 2020, 80% and 68% of total revenue was attributable to customers with pricing contracts, respectively, versus 20% and 32% attributable to transactional customers, respectively. For the nine months ended September 30, 2021 and 2020, 80% and 71% of total revenue was attributable to customers with pricing contracts, respectively, versus 20% and 29% attributable to transactional customers, respectively. Pricing contracts are generally annual contracts or longer, with auto renewal.

If a customer pays consideration before the Company transfers services to the customer, those amounts are classified as deferred revenue. As of September 30, 2021 and December 31, 2020, the balance of deferred revenue was \$424 and \$504, respectively, all of which is expected to be realized in the next 12 months. In relation to the deferred revenue balance as of December 31, 2020, \$99 and \$417 was recognized into revenue during the three and nine months ended September 30, 2021, respectively.

As of September 30, 2021, \$3,630 of revenue is expected to be recognized in the future for outstanding performance obligations, primarily related to pricing contracts that have a term of more than 12 months. \$739 of revenue will be recognized in the remainder of 2021, \$1,725 in 2022, \$670 in 2023, and \$496 in 2024. The actual timing of recognition may vary due to factors outside of the Company's control. The Company excludes variable consideration related entirely to wholly unsatisfied performance obligations and contracts and recognizes such variable consideration based upon the right to invoice the customer.

Sales commissions are incurred and recorded on an ongoing basis over the term of the customer relationship. These costs are recorded in sales and marketing expenses.

In addition, the Company elected the practical expedient to not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which the Company recognizes revenue at the amount to which it has the right to invoice for services performed.

## **6. Income taxes**

The Company is subject to federal and state income taxes in the United States. The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items arising in that quarter. In each quarter, the Company updates its estimate of the annual effective tax rate, and if its estimated annual tax rate changes, the Company makes a cumulative adjustment in that quarter.

For the three and nine months ended September 30, 2021 and 2020, the Company's effective income tax rate was 0%, differing from the statutory federal income tax rate of 21%, and the difference is primarily the result of the full valuation allowance applied against the Company's deferred tax assets.

The Company assesses its income tax positions and records tax benefits for all years subject to examination based upon its evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where it is more-likely-than-not that a tax benefit will be sustained, the Company has recorded the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more-likely-than-not that a tax benefit will be sustained, no tax benefit has been recognized in the Company's financial statements.

The Company continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings. All of the Company's income tax filings since 2017 remain open for tax examinations.

The Company does not have any unrecognized tax benefits as of September 30, 2021 and December 31, 2020.

## **7. Share-based compensation**

On March 22, 2018, the board of directors of the Company and Cogint, Inc. ("cogint") (now known as Fluent, Inc.), in its capacity as sole stockholder of the Company prior to the Company's spin-off from cogint on March 26, 2018, approved the Red Violet, Inc. 2018 Stock Incentive Plan (the "2018 Plan"), which became effective immediately prior to the spin-off. A total of 3,000,000 shares of common stock were authorized to be issued under the 2018 Plan. On June 3, 2020, the Company's stockholders approved an amendment to the 2018 Plan to increase the number of shares of common stock authorized for issuance under the 2018 Plan from 3,000,000 shares to 4,500,000 shares.

The primary purpose of the 2018 Plan is to attract, retain, reward and motivate certain individuals by providing them with an opportunity to acquire or increase a proprietary interest in the Company and to incentivize them to expend maximum effort for the growth and success of the Company, so as to strengthen the mutuality of the interests between such individuals and the stockholders of the Company.

As of September 30, 2021, there were 973,212 shares of common stock available for future issuance under the 2018 Plan, as amended.

To date, all stock incentives issued under the 2018 Plan have been in the form of RSUs. RSUs granted under the 2018 Plan vest and settle upon the satisfaction of a time-based condition or with both time- and performance-based conditions. The time-based condition for these awards is generally satisfied over three or four years with annual vesting. Details of unvested RSU activity during the nine months ended September 30, 2021 were as follows:

	Number of units	Weighted average grant-date fair value
Unvested as of December 31, 2020	1,764,450	\$ 11.43
Granted <sup>(1)</sup>	334,600	\$ 26.58
Vested and delivered <sup>(2)</sup>	(695,697)	\$ 8.42
Withheld as treasury stock <sup>(3)</sup>	(127,871)	\$ 7.74
Vested not delivered	(8,417)	\$ 11.25
Forfeited	(37,399)	\$ 17.25
Unvested as of September 30, 2021	<u>1,229,666</u>	<u>\$ 17.46</u>

- (1) On July 30, 2021, the Company granted 120,000 RSUs (included in “Granted” above), subject to performance-based requirements, to one non-executive employee, at a grant date fair value of \$24.14 per share. Such RSU grants shall not vest unless and until the Company has achieved certain revenue for a portion of its business prior to the achievement date deadline for each performance milestone (collectively, the “Performance Milestones”). No amortization of share-based compensation expense has been recognized in relation to such RSUs with Performance Milestones, because, as of September 30, 2021, the Company determined that it is not probable that the Performance Milestones will be met.
- (2) During the period from August 29, 2019 to September 8, 2020, the Company granted an aggregate of 277,500 RSUs to its employees. Such RSU grants shall not vest unless and until the Company has, for any fiscal quarter in which the RSUs are outstanding, (i) gross revenue determined in accordance with the Company’s reviewed or audited financial statements in excess of \$10.0 million for such fiscal quarter, (ii) positive adjusted EBITDA of at least \$1.5 million, as determined based on amounts derived from the Company’s reviewed or audited financial statements for such fiscal quarter, and (iii) the recipient continues to provide services to the Company either as an employee, director or consultant on the last day of the quarter that the performance criteria are met. Provided the performance criteria are met, the RSUs will vest in accordance with the time-based requirements contained in the award agreement over three or four years. In the event of a change of control, all RSUs which have not vested on the date of such change of control shall immediately vest even if the performance criteria have not been met. As of the respective grant dates, the Company determined that it was probable that the performance criteria would be met and therefore, began to record the related amortization expense on the grant dates. The Company determined that the performance criteria were met as of March 31, 2021.
- (3) In July 2021, 127,871 shares of common stock were withheld to pay withholding taxes upon such vesting, which were reflected in treasury stock at cost of \$2,785. In September 2021, 127,871 shares of treasury stock were retired.

As of September 30, 2021, unrecognized share-based compensation expense associated with the granted RSUs amounted to \$10,886, which is expected to be recognized over a remaining weighted average period of 2.5 years.

Share-based compensation was allocated to the following accounts in the condensed consolidated financial statements for the three and nine months ended September 30, 2021 and 2020:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Sales and marketing expenses	\$ 103	\$ 151	\$ 417	\$ 460
General and administrative expenses	883	1,702	4,780	5,956
Share-based compensation expense	986	1,853	5,197	6,416
Capitalized in intangible assets	328	424	1,023	1,480
Total	<u>\$ 1,314</u>	<u>\$ 2,277</u>	<u>\$ 6,220</u>	<u>\$ 7,896</u>

## 8. Related party transactions

### Services Agreement

On August 7, 2018, the Company entered into a services agreement with Mr. Michael Brauser (the "Consultant"), a greater than 10% stockholder, pursuant to which, the Consultant would be providing recommendations on organizational and capital structure, future financing needs and future acquisitions or strategic transactions ("Services Agreement"), for a term of one year, automatically renewing for additional one-year periods unless either party provided written notice to the other of its intent not to renew not fewer than 30 days prior to the expiration of the then-current term. Under the Services Agreement, the Consultant received cash compensation of \$30 per month and was entitled to participate in the Company's incentive compensation plan.

On February 16, 2021, the Company entered into a Separation Agreement (the "Separation Agreement") with the Consultant. Pursuant to the Separation Agreement, the parties agreed that the Services Agreement which expired on August 6, 2021 ("Expiration Date"), would not be renewed, but would continue in force and effect until the Expiration Date and that the Consultant would not take any actions on behalf of the Company, including pursuant to the Services Agreement, unless specifically requested in writing by the Company. Pursuant to the Separation Agreement, the Consultant also agreed (i) to certain non-solicitation obligations contained therein, (ii) that he and his affiliates would not disparage or assist or cooperate with any person or entity seeking to publicly disparage or economically harm the Company, and (iii) that the Consultant and his affiliates would not initiate any lawsuit, claim, or proceeding with respect to any claims against the Company, except (with designated exceptions) for any legal proceeding initiated solely to remedy a breach of or to enforce the Separation Agreement.

With respect to each annual or special meeting of the Company's stockholders until the Expiration Date of the Separation Agreement, the Consultant agreed to vote the shares of the Company's common stock or any other securities entitled to vote then held by him or his affiliates in accordance with the board of directors' recommendations on director proposals, provided there is a change in no more than 25% of the current directors (not including changes resulting from a director's death or resignation), and the ratification of the appointment of the Company's independent registered public accounting firm.

The Company agreed (i) that the remaining unvested 166,666 RSUs previously granted to Consultant in accordance with the 2018 RSU agreement would continue to vest on July 1, 2021, in accordance with and subject to all other provisions and conditions of such grant, (ii) to amend the 2020 RSU agreement, previously granting Consultant 30,000 RSUs such that the 30,000 RSUs would continue to vest 33-1/3% on November 1, 2021, 66-2/3% on November 1, 2022, and 100% on November 1, 2023, without certain Company performance criteria, subject to all other provisions and conditions of such grant, (iii) to include shares of the Company's common stock held by the Consultant or his affiliates in any registration statement the Company files for the benefit of selling stockholders at any time when the Consultant or his affiliates beneficially own 10% or more of the Company's common stock, and (iv) to not initiate any lawsuit, claim, or proceeding with respect to any claims against the Consultant and his affiliates, except (with designated exceptions) for any legal proceeding initiated solely to remedy a breach of or to enforce the Separation Agreement. As a result of the modification to the 2020 RSU agreement, beginning February 16, 2021, the Company recognized an aggregate of \$723 in share-based compensation expense over the remaining service period which ended on the Expiration Date.

The Company recognized consulting service fees relating to the Services Agreement of a total of \$36 and \$90 during the three months ended September 30, 2021 and 2020, respectively, and \$216 and \$270 during the nine months ended September 30, 2021 and 2020, respectively. In addition, amortization of share-based compensation expense of \$160 and \$343 for the three months ended September 30, 2021 and 2020, respectively, and \$1,432 and \$1,022 for the nine months ended September 30, 2021 and 2020, respectively, was recognized in relation to the RSUs previously granted to the Consultant.

## 9. Long-term loan

On May 5, 2020, the Company received funding under a promissory note dated May 5, 2020 evidencing an unsecured non-recourse loan in the principal amount of \$2,152 under the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") (the "Loan"). The Loan to the Company was made through Legacy Bank of Florida (the "Lender").

As of December 31, 2020, long-term loan consists of the following:

(In thousands)	December 31, 2020
Principal amount	\$ 2,152
Included in consolidated balance sheet:	
Current portion of long-term loan	\$ 449
Long-term loan (non-current)	1,703
	<u>\$ 2,152</u>

The Loan had a two-year term and a contractual maturity of May 5, 2022. The interest rate on the Loan is 1.0% per annum.

On June 16, 2021, the Company received a notice from the Lender that the full principal amount of the Loan of \$2,152 and the accrued interest of \$23 had been fully forgiven, and the U.S. Small Business Administration remitted the forgiveness payment to the Lender, resulting in a gain on extinguishment of debt of \$2,175 during the nine months ended September 30, 2021.

## 10. Leases

The Company leases its corporate headquarters of 21,020 rentable square feet in accordance with a non-cancelable 89-month operating lease agreement as amended and effective in January 2017, with an option to extend for an additional 60 months. The Company also leases an additional office space of 6,003 rentable square feet in accordance with a non-cancellable 90-month operating lease agreement entered into in April 2017, with an option to extend for an additional 60 months. The extension option is not included in the determination of the lease term as it is not reasonably certain to be exercised.

For the three and nine months ended September 30, 2021 and 2020, a summary of the Company's lease information is shown below:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
<b>Lease cost:</b>				
Operating lease costs	\$ 168	\$ 168	\$ 504	\$ 504
<b>Other information:</b>				
Cash paid for operating leases	\$ 180	\$ 175	\$ 540	\$ 527

As of September 30, 2021, the weighted average remaining operating lease term was 3.1 years.

As of September 30, 2021, scheduled future maturities and present value of the operating lease liabilities are as follows:

(In thousands)	September 30, 2021
Year	
Remainder of 2021	\$ 183
2022	743
2023	765
2024	542
2025	77
Total maturities	\$ 2,310
Present value included in consolidated balance sheet:	
Current portion of operating lease liabilities	\$ 600
Noncurrent operating lease liabilities	1,452
Total operating lease liabilities	\$ 2,052
Difference between the maturities and the present value of operating lease liabilities	\$ 258

## 11. Commitments and contingencies

### (a) Capital commitment

The Company incurred data costs of \$2,107 and \$2,093 for the three months ended September 30, 2021 and 2020, respectively, and \$6,337 and \$6,396 for the nine months ended September 30, 2021 and 2020, respectively, under certain data licensing agreements. As of September 30, 2021, material capital commitments under certain data licensing agreements were \$34,082, shown as follows:

(In thousands)	September 30, 2021
Year	
Remainder of 2021	\$ 2,053
2022	7,536
2023	6,952
2024	6,842
2025	6,936
2026 and thereafter	3,763
Total	\$ 34,082

### **(b) Contingencies**

The Company establishes accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and it discloses the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for its financial statements to not be misleading. To estimate whether a loss contingency should be accrued by a charge to income, the Company evaluates, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of the loss. The Company does not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated.

The Company may be involved in litigation from time to time in the ordinary course of business. The Company does not believe that the ultimate resolution of any such matters will have a material adverse effect on its business, financial condition, results of operations or cash flows. However, the results of such matters cannot be predicted with certainty and the Company cannot assure you that the ultimate resolution of any legal or administrative proceeding or dispute will not have a material adverse effect on its business, financial condition, results of operations and cash flows.

### **(c) Covid-19 update**

In December 2019, a novel strain of coronavirus, known as Covid-19, was reported in Wuhan, China and has since extensively impacted the global health and economic environment. In March 2020, the World Health Organization characterized Covid-19 as a pandemic. The Company has taken numerous steps, and will continue to take further actions as appropriate, to minimize the impact of the Covid-19 pandemic on the Company's business, results of operations and financial performance. In accordance with best practices and guidance from the Centers for Disease Control and Prevention, the Company has implemented certain protective safeguards to protect the well-being of its employees, customers, and the communities in which it operates. The Company will continue to assess the need and timing of these protective measures. Starting in the second quarter of 2020, the Company implemented cost containment strategies across all areas of the organization, including continued curtailment of Company travel and partnering with suppliers, landlords and vendors for price concessions and payment deferrals during this interim period. As a result of preventative and protective actions taken by federal, state and local governments, including the implementation of stay-at-home orders and social distancing policies that resulted in significantly reduced commercial activity, and certain temporary government-imposed moratoria on collection customers' activities, the Company experienced reduced transaction volume in the second and third quarters of 2020. Transaction volume returned to pre-Covid levels by the end of the third quarter of 2020, except for collection customer volume. Collection customer transaction volume returned to pre-Covid levels during the second quarter of 2021, with the exception of the Company's idiVERIFIED service, which is an ancillary collections market offering that is purely transactional and of a lower margin profile. idiVERIFIED service revenue was down \$800 for the three months ended September 30, 2021, compared to the three months ended March 31, 2020. The Company expects its idiVERIFIED service volume to return to pre-Covid levels in the first half of 2022. Beginning the second quarter of 2020, the Company took a proactive customer-centric approach working with customers who were impacted by Covid-19. Customers who had minimum contractual commitments and requested concessions because they were temporarily unable to meet their minimum contractual commitments as a result of Covid-19 were granted reductions, or eliminations where applicable, of minimums on a month-to-month basis. The end date of the customer's agreement was extended by one month for each month of the temporary concession. During the three months ended September 30, 2021 and 2020, we provided concessions to a total of 7 and 22 customers, representing a \$24 and \$94 reduction in minimum committed spend, respectively. During the nine months ended September 30, 2021 and 2020, we provided concessions to a total of 15 and 164 customers, representing a \$50 and \$436 reduction in minimum committed spend, respectively. The Company continues to work with customers who have been impacted by Covid-19 and considers potential concessions on a case-by-case basis. The Company continues to take precautionary measures intended to minimize the risk of the Covid-19 pandemic to its employees, its customers, and the communities in which it operates. These measures may result in inefficiencies, delays and additional costs to the Company's business. The Covid-19 pandemic and its impact on the Company and the economy has significantly limited the Company's ability to forecast its future operating results, including its ability to predict revenue and expense levels, and plan for and model future operating results. The Company will continue to evaluate the nature and extent of the impact of the Covid-19 pandemic to its business.

To further support the Company's liquidity, beginning April 1, 2020, the Company elected, under Section 2302 of the CARES Act, to defer payment of the employer portion of Social Security payroll tax. Under the CARES Act, employers could forgo timely payment of the employer portion of Social Security taxes that would otherwise be due from March 27, 2020 through December 31, 2020, without penalty or interest charges. Employers must pay 50% of the deferred amount by December 31, 2021, and the remainder by December 31, 2022. On May 5, 2020, the Company received the Loan under the CARES Act, which was fully forgiven in June 2021, as discussed in Note 10 above. The Company will continue to assess the CARES Act and other applicable government legislation aimed at assisting businesses during the Covid-19 pandemic. Given the dynamic nature of this health emergency, the full impact of the Covid-19 pandemic on the Company's ongoing business, results of operations and overall financial performance cannot be reasonably estimated at this time.

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

*You should read the following discussion and analysis in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q ("Form 10-Q"). This Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), about our expectations, beliefs, or intentions regarding our business, financial condition, results of operations, strategies, or prospects. You can identify forward-looking statements by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends, or results as of the date they are made. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause our actual results to differ materially from any future results expressed or implied by the forward-looking statements. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements, including the impact of the coronavirus ("Covid-19") pandemic on our operating results. These factors include those contained in this Quarterly Report on Form 10-Q, as well as the disclosures made in the Company's Annual Report on Form 10-K for the year ended December 31, 2020 filed on March 10, 2021 ("Form 10-K"), and other filings we make with the Securities and Exchange Commission. We do not undertake any obligation to update forward-looking statements, except as required by law. We intend that all forward-looking statements be subject to the safe harbor provisions of PSLRA. These forward-looking statements are only predictions and reflect our views as of the date they are made with respect to future events and financial performance. To the extent that our business is negatively impacted due to a variety of factors, including the impact of Covid-19 on our operating results, we may implement longer-term cost reduction efforts in order to mitigate such impacts.*

*References in this discussion and analysis to "we," "us," "our," "red violet," or the "Company," refer to Red Violet, Inc. and its consolidated subsidiaries.*

### Overview

Red Violet, Inc. ("we," "us," "our," "red violet," or the "Company"), a Delaware corporation, is dedicated to making the world a safer place and reducing the cost of doing business. We build proprietary technologies and apply analytical capabilities to deliver identity intelligence. Our technology powers critical solutions, which empower organizations to operate with confidence. Our solutions enable the real-time identification and location of people, businesses, assets and their interrelationships. These solutions are used for purposes including risk mitigation, due diligence, fraud detection and prevention, regulatory compliance, and customer acquisition. Our intelligent platform, CORE™, is purpose-built for the enterprise, yet flexible enough for organizations of all sizes, bringing clarity to massive datasets by transforming data into intelligence. We drive workflow efficiency and enable organizations to make better data-driven decisions.

Organizations are challenged by the structure, volume and disparity of data. Our platform and applications transform the way our customers interact with information, presenting connections and relevance of information otherwise unattainable, which drives actionable insights and better outcomes. Leveraging cloud-native proprietary technology and applying machine learning and advanced analytical capabilities, CORE provides essential solutions to public and private sector organizations through intuitive, easy-to-use analytical interfaces. With massive data assets consisting of public record, proprietary and publicly-available data, our differentiated information and innovative platform and solutions deliver identity intelligence – entities, relationships, affiliations, interactions, and events. Our solutions are used today to enable frictionless commerce, to ensure safety, and to reduce fraud and the concomitant expense borne by society.

While our platform powers many diverse solutions for our customers, we presently market our solutions primarily through two brands, idiCORE™, our flagship product, and FOREWARN®. idiCORE is a next-generation, investigative solution used to address a variety of organizational challenges including due diligence, risk mitigation, identity authentication and regulatory compliance, by financial services companies, insurance companies, healthcare companies, law enforcement and government, collections, law firms, retail, telecommunication companies, corporate security and investigative firms. FOREWARN is an app-based solution currently tailored for the real estate industry, providing instant knowledge prior to face-to-face engagement with a consumer, helping professionals identify and mitigate risk. As of September 30, 2021 and 2020, idiCORE had 6,314 and 5,758 billable customers and FOREWARN had 74,377 and 44,927 users, respectively. The Company defines a billable customer of idiCORE as a single entity that generated revenue during the last three months of the period. Billable customers are typically corporate organizations. In most cases, corporate organizations will have multiple users and/or departments purchasing our solutions, however, the Company counts the entire organization as a discrete customer. The Company defines a user of FOREWARN as a unique person that has a subscription to use the FOREWARN service as of the last day of the period. A unique person can only have one user account.

We generate substantially all of our revenue from licensing our solutions. Customers access our solutions through a hosted environment using an online interface, batch processing, API and custom integrations. We recognize revenue from licensing fees (a) on a transactional basis determined by the customer's usage, (b) via a monthly fee or (c) from a combination of both. Revenue pursuant to pricing contracts containing a monthly fee is recognized ratably over the contract period. Pricing contracts are generally annual contracts or longer, with auto renewal. Revenue from pricing contracts represented 80% of total revenue for the three and nine months ended September 30, 2021, as compared to 68% and 71% for the three and nine months ended September 30, 2020, respectively.

We endeavor to understand our customers' needs at the moment of first engagement. We continuously engage with our customers and evaluate their usage of our solutions throughout their life cycle, to maximize utilization of our solutions and, hence, their productivity. Our go-to-market strategy leverages (a) an inside sales team that cultivates relationships, and ultimately closes business, with their end-user markets, (b) a strategic sales team that provides a more personal, face-to-face approach for major accounts within certain industries, and (c) distributors, resellers, and strategic partners that have a significant foothold in many of the industries that we have not historically served, as well as to further penetrate those industries that we do serve. We employ a "land and expand" approach. Our sales model generally begins with a free trial followed by an initial purchase on a transactional basis or minimum-committed monthly spend. As organizations derive benefits from our solutions, we are able to expand within organizations as additional use cases are presented across departments, divisions and geographic locations and customers become increasingly reliant on our solutions in their daily workflow.

In order for us to continue to develop new products, grow our existing business and expand into additional markets, we must generate and sustain sufficient operating profits and cash flow in future periods. This will require us to generate additional sales from current products and new products currently under development. We continue to build out our sales organization to drive current products and to introduce new products into the marketplace.

In December 2019, a novel strain of coronavirus, known as Covid-19, was reported in Wuhan, China and has since extensively impacted the global health and economic environment. In March 2020, the World Health Organization characterized Covid-19 as a pandemic. We have taken numerous steps, and will continue to take further actions as appropriate, to minimize the impact of the Covid-19 pandemic on our business, results of operations and financial performance. In accordance with best practices and guidance from the Centers for Disease Control and Prevention, we have implemented certain protective safeguards to protect the well-being of our employees, our customers, and the communities in which we operate. We will continue to assess the need and timing of these protective measures. Starting in the second quarter of 2020, we implemented cost containment strategies across all areas of the organization, including continued curtailment of Company travel and partnering with suppliers, landlords and vendors for price concessions and payment deferrals during this interim period. As a result of preventative and protective actions taken by federal, state and local governments, including the implementation of stay-at-home orders and social distancing policies that resulted in significantly reduced commercial activity, and certain temporary government-imposed moratoria on collection customers' activities, we experienced reduced transaction volume in the second and third quarters of 2020. Transaction volume returned to pre-Covid levels by the end of the third quarter of 2020, except for collection customer volume. Collection customer transaction volume returned to pre-Covid levels during the second quarter of 2021, with the exception of our idiVERIFIED service, which is an ancillary collections market offering that is purely transactional and of a lower margin profile. idiVERIFIED service revenue was down \$0.8 million for the three months ended September 30, 2021, compared to the three months ended March 31, 2020. We expect idiVERIFIED service volume to return to pre-Covid levels in the first half of 2022. Beginning the second quarter of 2020, we took a proactive customer-centric approach working with customers who were impacted by Covid-19. Customers who had minimum contractual commitments and requested concessions because they were temporarily unable to meet their minimum contractual commitments as a result of Covid-19 were granted reductions, or eliminations where applicable, of minimums on a month-to-month basis. The end date of the customer's agreement was extended by one month for each month of the temporary concession. During the three months ended September 30, 2021 and 2020, we provided concessions to a total of 7 and 22 customers, representing a \$24 thousand and \$94 thousand reduction in minimum committed spend, respectively. During the nine months ended September 30, 2021 and 2020, we provided concessions to a total of 15 and 164 customers, representing a \$50 thousand and \$436 thousand reduction in minimum committed spend, respectively. We continue to work with customers who have been impacted by Covid-19 and consider potential concessions on a case-by-case basis. We continue to take precautionary measures intended to minimize the risk of the Covid-19 pandemic to our employees, our customers, and the communities in which we operate. These measures may result in inefficiencies, delays and additional costs to our business. The Covid-19 pandemic and its impact on us and the economy has significantly limited our ability to forecast our future operating results, including our ability to predict revenue and expense levels, and plan for and model future operating results. We will continue to evaluate the nature and extent of the impact of the Covid-19 pandemic to our business.

To further support our liquidity, beginning April 1, 2020, we elected, under Section 2302 of the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”), to defer payment of the employer portion of Social Security payroll tax. Under the CARES Act, employers could forgo timely payment of the employer portion of Social Security taxes that would otherwise be due from March 27, 2020 through December 31, 2020, without penalty or interest charges. Employers must pay 50% of the deferred amount by December 31, 2021, and the remainder by December 31, 2022. On May 5, 2020, we received funding under a promissory note dated May 5, 2020 evidencing an unsecured non-recourse loan in the principal amount of \$2.2 million under the CARES Act (the “Loan”), which was fully forgiven by Legacy Bank of Florida (the “Lender”) and the U.S. Small Business Administration in June 2021, resulting in a gain on extinguishment of debt of \$2.2 million during the nine months ended September 30, 2021. We will continue to assess the CARES Act and other applicable government legislation aimed at assisting businesses during the Covid-19 pandemic. Given the dynamic nature of this health emergency, the full impact of the Covid-19 pandemic on our ongoing business, results of operations and overall financial performance cannot be reasonably estimated at this time.

### **Critical Accounting Policies and Estimates**

Management’s discussion and analysis of financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“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, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to the allowance for doubtful accounts, useful lives of intangible assets, recoverability of the carrying amounts of goodwill and intangible assets, share-based compensation and income tax provision. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

For additional information, please refer to our Form 10-K. There have been no material changes to Critical Accounting Policies and Estimates disclosed in our Form 10-K.

#### *Recently issued accounting standards*

See Note 1(b), “*Recently issued accounting standards*,” in “Notes to Condensed Consolidated Financial Statements.”

### **Third Quarter Financial Results**

For the three months ended September 30, 2021 as compared to the three months ended September 30, 2020:

- Total revenue increased 26% to \$11.7 million. Platform revenue increased 26% to \$11.3 million. Services revenue increased 24% to \$0.4 million.
- Net income was \$1.3 million compared to a loss of \$0.9 million.
- Adjusted EBITDA increased 73% to \$3.6 million.
- Gross profit increased 38% to \$7.6 million. Gross margin increased to 65% from 59%.
- Adjusted gross profit increased 35% to \$8.9 million. Adjusted gross margin increased to 76% from 71%.
- Generated \$3.5 million in cash from operating activities in the third quarter.
- Cash and cash equivalents were \$13.4 million as of September 30, 2021.

### **Third Quarter and Recent Business Highlights**

- Achieved first quarter ever of GAAP profitability without a one-time gain, generating \$1.3 million of net income, or \$0.09 diluted earnings per share.
- Launched our “Innovations in Identity” Advisory Board, comprised of industry luminaries and accomplished executives to provide strategic guidance in support of our expansion in current and new markets.
- Added over 170 new customers to idiCORE™ during the third quarter, ending the quarter with 6,314 customers.
- Added over 6,700 users to FOREWARN® during the third quarter, ending the quarter with 74,377 users. Over 165 REALTOR® Associations throughout the U.S. are now contracted to use FOREWARN.
- Continued addition of thought leadership, including key strategic hires to lead expansion within the public sector and financial services.



Platform revenue consists of both contractual and transactional revenue generated from our technology platform, CORE. It includes all revenue generated through our idiCORE and FOREWARN solutions. The cost of platform revenue, which consists primarily of data acquisition costs, remains relatively fixed irrespective of revenue generation. Services revenue consists of revenue generated from our idiVERIFIED service, which is an ancillary collections market offering that is purely transactional and of a lower margin profile. The cost of services revenue, which consists primarily of third-party servicer costs, is variable.

### Use and Reconciliation of Non-GAAP Financial Measures

Management evaluates the financial performance of our business on a variety of key indicators, including non-GAAP metrics of adjusted EBITDA, adjusted EBITDA margin, adjusted gross profit and adjusted gross margin. Adjusted EBITDA is a financial measure equal to net income (loss), the most directly comparable financial measure based on GAAP, excluding interest (income) expense, net, depreciation and amortization, share-based compensation expense, gain on extinguishment of debt, litigation costs, and write-off of long-lived assets and others, as noted in the tables below. We define adjusted EBITDA margin as adjusted EBITDA as a percentage of revenue. We define adjusted gross profit as revenue less cost of revenue (exclusive of depreciation and amortization), and adjusted gross margin as adjusted gross profit as a percentage of revenue.

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
<b>Net income (loss)</b>	\$ 1,256	\$ (925)	\$ 2,439	\$ (4,938)
Interest (income) expense, net	(1)	7	8	(24)
Depreciation and amortization	1,345	1,118	3,933	3,020
Share-based compensation expense	986	1,853	5,197	6,416
Gain on extinguishment of debt	-	-	(2,175)	-
Litigation costs	-	-	126	-
Write-off of long-lived assets and others	34	35	95	252
<b>Adjusted EBITDA</b>	<u>\$ 3,620</u>	<u>\$ 2,088</u>	<u>\$ 9,623</u>	<u>\$ 4,726</u>
Revenue	\$ 11,668	\$ 9,267	\$ 32,764	\$ 25,623
<b>Net income (loss) margin</b>	<u>11 %</u>	<u>(10%)</u>	<u>7 %</u>	<u>(19%)</u>
<b>Adjusted EBITDA margin</b>	<u>31 %</u>	<u>23 %</u>	<u>29 %</u>	<u>18 %</u>

The following is a reconciliation of gross profit, the most directly comparable GAAP financial measure, to adjusted gross profit:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue	\$ 11,668	\$ 9,267	\$ 32,764	\$ 25,623
Cost of revenue (exclusive of depreciation and amortization)	(2,787)	(2,703)	(8,268)	(8,582)
Depreciation and amortization of intangible assets	(1,288)	(1,063)	(3,763)	(2,847)
<b>Gross profit</b>	7,593	5,501	20,733	14,194
Depreciation and amortization of intangible assets	1,288	1,063	3,763	2,847
<b>Adjusted gross profit</b>	<u>\$ 8,881</u>	<u>\$ 6,564</u>	<u>\$ 24,496</u>	<u>\$ 17,041</u>
<b>Gross margin</b>	<u>65 %</u>	<u>59 %</u>	<u>63 %</u>	<u>55 %</u>
<b>Adjusted gross margin</b>	<u>76 %</u>	<u>71 %</u>	<u>75 %</u>	<u>67 %</u>

In order to assist readers of our condensed consolidated financial statements in understanding the operating results that management uses to evaluate the business and for financial planning purposes, we present non-GAAP measures of adjusted EBITDA, adjusted EBITDA margin, adjusted gross profit and adjusted gross margin as supplemental measures of our operating performance. We believe they provide useful information to our investors as they eliminate the impact of certain items that we do not consider indicative of our cash operations and ongoing operating performance. In addition, we use them as an integral part of our internal reporting to measure the performance and operating strength of our business.

We believe adjusted EBITDA, adjusted EBITDA margin, adjusted gross profit and adjusted gross margin are relevant and provide useful information frequently used by securities analysts, investors and other interested parties in their evaluation of the operating performance of companies similar to ours and are indicators of the operational strength of our business. We believe adjusted EBITDA eliminates the uneven effect of considerable amounts of non-cash depreciation and amortization, share-based compensation expense and the impact of other non-recurring items, providing useful comparisons versus prior periods or forecasts. Adjusted EBITDA margin is calculated as adjusted EBITDA as a percentage of revenue. Our adjusted gross profit is a measure used by management in evaluating the business' current operating performance by excluding the impact of prior historical costs of assets that are expensed systematically and allocated over the estimated useful lives of the assets, which may not be indicative of the current operating activity. Our adjusted gross profit is calculated by using revenue, less cost of revenue (exclusive of depreciation and amortization). We believe adjusted gross profit provides useful information to our investors by eliminating the impact of non-cash depreciation and amortization, and specifically the amortization of software developed for internal use, providing a baseline of our core operating results that allow for analyzing trends in our underlying business consistently over multiple periods. Adjusted gross margin is calculated as adjusted gross profit as a percentage of revenue.

Adjusted EBITDA, adjusted EBITDA margin, adjusted gross profit and adjusted gross margin are not intended to be performance measures that should be regarded as an alternative to, or more meaningful than, financial measures presented in accordance with GAAP. The way we measure adjusted EBITDA, adjusted EBITDA margin, adjusted gross profit and adjusted gross margin may not be comparable to similarly titled measures presented by other companies, and may not be identical to corresponding measures used in our various agreements.

## Results of Operations

*Three months ended September 30, 2021 compared to three months ended September 30, 2020*

**Revenue.** Revenue increased \$2.4 million or 26% to \$11.7 million for the three months ended September 30, 2021 from \$9.3 million for the three months ended September 30, 2020. Base revenue from existing customers increased \$3.4 million or 58%, and revenue from new customers increased \$0.2 million or 21%, which was partially offset by a decrease in growth revenue from existing customers of \$1.1 million or 42%. Our idiCORE billable customer base grew from 5,758 customers as of September 30, 2020 to 6,314 customers as of September 30, 2021, and our FOREWARN user base grew from 44,927 users to 74,377 users during that same period. Revenue from new customers represents the total monthly revenue generated from new customers in a given period. A customer is defined as a new customer during the first six months of revenue generation. Base revenue from existing customers represents the total monthly revenue generated from existing customers in a given period that does not exceed the customers' trailing six-month average revenue. A customer is defined as an existing customer six months after their initial month of revenue. Growth revenue from existing customers represents the total monthly revenue generated from existing customers in a given period in excess of the customers' trailing six-month average revenue.

**Cost of revenue (exclusive of depreciation and amortization).** Cost of revenue increased \$0.1 million or 3% to \$2.8 million for the three months ended September 30, 2021 from \$2.7 million for the three months ended September 30, 2020. Our cost of revenue primarily includes data acquisition costs. Data acquisition costs consist primarily of the costs to acquire data either on a transactional basis or through flat-fee data licensing agreements, including unlimited usage agreements. We continue to enhance the breadth and depth of our data through the addition and expansion of relationships with key data suppliers, including our largest data supplier, which accounted for approximately 49% of our total data acquisition costs for the three months ended September 30, 2021 compared to approximately 48% for the three months ended September 30, 2020. Other cost of revenue items include expenses related to third-party infrastructure fees.

As the construct of our data costs is primarily a flat-fee, unlimited usage model, the cost of revenue as a percentage of revenue decreased to 24% for the three months ended September 30, 2021 from 29% for the three months ended September 30, 2020. We expect that cost of revenue as a percentage of revenue will continue to decrease over the coming years as our revenue increases. Historically, at scale, the industry business model's cost of revenue will trend between 15% and 30% as a percentage of revenue.

**Sales and marketing expenses.** Sales and marketing expenses remained consistent at \$2.2 million for the three months ended September 30, 2021 and 2020. Sales and marketing expenses consist of salaries and benefits, advertising and marketing, travel expenses, and share-based compensation expense, incurred by our sales team, and provision for bad debts.

**General and administrative expenses.** General and administrative expenses remained consistent at \$4.1 million for the three months ended September 30, 2021 and 2020. For the three months ended September 30, 2021 and 2020, our general and administrative expenses consisted primarily of employee salaries and benefits of \$2.0 million and \$1.2 million, share-based compensation expense of \$0.9 million and \$1.7 million, and professional fees of \$0.7 million and \$0.8 million, respectively.

**Depreciation and amortization.** Depreciation and amortization expenses increased \$0.2 million or 20% to \$1.3 million for the three months ended September 30, 2021 from \$1.1 million for the three months ended September 30, 2020. The increase in depreciation and amortization for the three months ended September 30, 2021 resulted primarily from the amortization of software developed for internal use that became ready for its intended use after September 30, 2020.

**Income (loss) before income taxes.** Income before income taxes was \$1.3 million for the three months ended September 30, 2021 compared to a loss of \$0.9 million for the three months ended September 30, 2020. The significant improvement in income before income taxes from a loss was primarily attributable to the increase in revenue, decrease in our cost of revenue as a percentage of revenue, which was partially offset by the increase in depreciation and amortization of \$0.2 million.

**Income taxes.** Income tax expense of \$0 was recognized for the three months ended September 30, 2021 and 2020. A full valuation allowance on the deferred tax assets was recognized as of September 30, 2021 and 2020. See Note 6, "Income Taxes," included in "Notes to Condensed Consolidated Financial Statements," for details.

**Net income (loss).** Net income was \$1.3 million for the three months ended September 30, 2021 compared to a loss of \$0.9 million for the three months ended September 30, 2020, as a result of the foregoing.

*Nine months ended September 30, 2021 compared to nine months ended September 30, 2020*

**Revenue.** Revenue increased \$7.2 million or 28% to \$32.8 million for the nine months ended September 30, 2021 from \$25.6 million for the nine months ended September 30, 2020. This increase was driven by strong growth in usage from existing customers, with base revenue from existing customers increasing \$7.4 million or 42%. This growth was partially offset by a decrease in revenue from new customers of \$0.3 million or 9%. As a result of certain Covid-19 related government mandated collections moratoria remaining in place during the period, our idiVERIFIED service, which is an ancillary collections market offering that is purely transactional and of a lower margin profile, was down \$0.6 million for the nine months ended September 30, 2021. We expect our idiVERIFIED service volume to return to pre-Covid levels in the first half of 2022. Our idiCORE billable customer base grew from 5,758 customers as of September 30, 2020 to 6,314 customers as of September 30, 2021, and our FOREWARN user base grew from 44,927 users to 74,377 users during that same period. Revenue from new customers represents the total monthly revenue generated from new customers in a given period. A customer is defined as a new customer during the first six months of revenue generation. Base revenue from existing customers represents the total monthly revenue generated from existing customers in a given period that does not exceed the customers' trailing six-month average revenue. A customer is defined as an existing customer six months after their initial month of revenue.

**Cost of revenue (exclusive of depreciation and amortization).** Cost of revenue decreased \$0.3 million or 4% to \$8.3 million for the nine months ended September 30, 2021 from \$8.6 million for the nine months ended September 30, 2020. Our cost of revenue primarily includes data acquisition costs. Data acquisition costs consist primarily of the costs to acquire data either on a transactional basis or through flat-fee data licensing agreements, including unlimited usage agreements. The decrease in cost of revenue was primarily attributable to the decrease in transactional based data acquisition costs associated with the reduction in our idiVERIFIED services revenue. We continue to enhance the breadth and depth of our data through the addition and expansion of relationships with key data suppliers, including our largest data supplier, which accounted for approximately 49% of our total data acquisition costs for the nine months ended September 30, 2021 compared to approximately 45% for the nine months ended September 30, 2020. Other cost of revenue items include expenses related to third-party infrastructure fees.

As the construct of our data costs is primarily a flat-fee, unlimited usage model, the cost of revenue as a percentage of revenue decreased to 25% for the nine months ended September 30, 2021 from 33% for the nine months ended September 30, 2020. We expect that cost of revenue as a percentage of revenue will continue to decrease over the coming years as our revenue increases. Historically, at scale, the industry business model's cost of revenue will trend between 15% and 30% as a percentage of revenue.

**Sales and marketing expenses.** Sales and marketing expenses increased \$0.6 million or 10% to \$6.7 million for the nine months ended September 30, 2021 from \$6.1 million for the nine months ended September 30, 2020. Sales and marketing expenses consist of salaries and benefits, advertising and marketing, travel expenses, and share-based compensation expense, incurred by our sales team, and provision for bad debts. The increase during the nine months ended September 30, 2021 was primarily attributable to an aggregate of \$0.8 million increase in salaries and benefits and sales commissions from increased revenue, which was partially offset by the decrease in provision for bad debts of \$0.3 million.

**General and administrative expenses.** General and administrative expenses increased \$0.8 million or 6% to \$13.6 million for the nine months ended September 30, 2021 from \$12.8 million for the nine months ended September 30, 2020. For the nine months ended September 30, 2021 and 2020, our general and administrative expenses consisted primarily of employee salaries and benefits of \$5.0 million and \$3.4 million, share-based compensation expense of \$4.8 million and \$6.0 million, and professional fees of \$2.2 million and \$1.9 million, respectively.

**Depreciation and amortization.** Depreciation and amortization expenses increased \$0.9 million or 30% to \$3.9 million for the nine months ended September 30, 2021 from \$3.0 million for the nine months ended September 30, 2020. The increase in depreciation and amortization for the nine months ended September 30, 2021 resulted primarily from the amortization of software developed for internal use that became ready for its intended use after September 30, 2020.

**Gain on extinguishment of debt.** On May 5, 2020, we received the Loan in the principal amount of \$2.2 million under the CARES Act. On June 16, 2021, we received a notice from the Lender that the full principal amount of the Loan and its accrued interest had been fully forgiven, resulting in a gain on extinguishment of debt of \$2.2 million during the nine months ended September 30, 2021.

**Income (loss) before income taxes.** Income before income taxes was \$2.4 million, inclusive of a one-time gain of \$2.2 million on the extinguishment of debt from the forgiveness of the Loan, for the nine months ended September 30, 2021 compared to a loss of \$4.9 million for the nine months ended September 30, 2020. The significant improvement in income before income taxes (exclusive of the one-time gain on extinguishment of debt) from a loss was primarily attributable to the increase in revenue, decrease in our cost of revenue as a percentage of revenue, and decrease in share-based compensation expense, which was partially offset by the increase in employee salaries and benefits and sales commissions of \$2.4 million, and depreciation and amortization of \$0.9 million.

**Income taxes.** Income tax expense of \$0 was recognized for the nine months ended September 30, 2021 and 2020. A full valuation allowance on the deferred tax assets was recognized as of September 30, 2021 and 2020. See Note 6, "Income Taxes," included in "Notes to Condensed Consolidated Financial Statements," for details.

**Net income (loss).** Net income was \$2.4 million, inclusive of a one-time gain of \$2.2 million on the extinguishment of debt from the forgiveness of the Loan, for the nine months ended September 30, 2021 compared to a loss of \$4.9 million for the nine months ended September 30, 2020, as a result of the foregoing.

#### **Effect of Inflation**

The rates of inflation experienced in recent years have had no material impact on our financial statements. We attempt to recover increased costs by increasing prices for our services, to the extent permitted by contracts and competition.

#### **Liquidity and Capital Resources**

**Cash flows provided by operating activities.** For the nine months ended September 30, 2021, net cash provided by operating activities was \$7.0 million, primarily the result of the net income of \$2.4 million, adjusted for certain non-cash items (consisting of share-based compensation expense, depreciation and amortization, write-off of long-lived assets, provision for bad debts, noncash lease expenses, and gain on extinguishment of debt) totaling \$7.4 million, and the cash used as a result of changes in assets and liabilities of \$2.9 million, primarily the result of the increase in accounts receivable, and the decrease in accounts payable, accrued expenses and other current liabilities, and operating lease liabilities. For the nine months ended September 30, 2020, net cash provided by operating activities was \$4.7 million, primarily the result of the net loss of \$4.9 million, adjusted for certain non-cash items, as mentioned above, totaling \$10.3 million, and the cash used as a result of changes in assets and liabilities of \$0.6 million, primarily the result of the decrease in accrued expenses and other current liabilities, and operating lease liabilities.

**Cash flows used in investing activities.** For the nine months ended September 30, 2021 and 2020, net cash used in investing activities was \$3.8 million and \$4.4 million, respectively, primarily as a result of capitalized costs included in intangible assets.

**Cash flows (used in) provided by financing activities.** For the nine months ended September 30, 2021, net cash used in financing activities was \$2.8 million, which was related to the taxes paid for the net share settlement of vesting of restricted stock units ("RSUs"). For the nine months ended September 30, 2020, net cash provided by financing activities was \$0.3 million. On May 5, 2020, we received the Loan in the principal amount of \$2.2 million under the CARES Act. On June 16, 2021, we received a notice from the Lender that the full principal amount of the Loan and its accrued interest had been fully forgiven, resulting in a gain on extinguishment of debt of \$2.2 million during the nine months ended September 30, 2021. In addition, we paid taxes of \$1.8 million related to the net share settlement of vesting of RSUs during the nine months ended September 30, 2020.

As of September 30, 2021, we had material commitments under certain data licensing agreements of \$34.1 million. We anticipate funding our operations using available cash and cash flow generated from operations within the next twelve months.

We reported net income of \$1.3 million and net loss of \$0.9 million for the three months ended September 30, 2021 and 2020, respectively, and net income of \$2.4 million and net loss of \$4.9 million for the nine months ended September 30, 2021 and 2020, respectively. As of September 30, 2021, we had a total shareholders' equity balance of \$49.2 million.

As of September 30, 2021, we had cash and cash equivalents of approximately \$13.4 million. Based on projections of growth in revenue and operating results in the next twelve months, and the available cash and cash equivalents held by us, we believe that we will have sufficient cash resources to finance our operations and expected capital expenditures for the next twelve months.

We further believe that our financial resources will allow us to manage the impact of Covid-19 on the Company's business operations for the foreseeable future. However, subject to revenue growth, our ability to generate positive cash flow, and the potential impact of Covid-19, we may have to raise capital through the issuance of additional equity and/or debt, which, if we are able to obtain, could have the effect of diluting stockholders. Any equity or debt financings, if available at all, may be on terms which are not favorable to us.

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

As of September 30, 2021, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K.

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

As a smaller reporting company as defined in Rule 12b-2 of the Exchange Act, we are not required to include information required by this item.

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

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

Our management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of September 30, 2021. We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

Based on the evaluation of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act), the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2021.

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

There were no changes in the Company's internal control over financial reporting identified in connection with management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the fiscal quarter ended September 30, 2021 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

##### **Limitations on Effectiveness of Controls and Procedures and Internal Control over Financial Reporting**

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

## **PART II - OTHER INFORMATION**

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

The Company is not currently a party to any legal proceeding, investigation or claim which, in the opinion of the management, is likely to have a material adverse effect on the business, financial condition, results of operations or cash flows. Legal fees associated with any legal proceedings, are expensed as incurred. We review legal proceedings and claims on an ongoing basis and follow appropriate accounting guidance, including ASC 450, when making accrual and disclosure decisions. We establish accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and we disclose the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements to not be misleading. To estimate whether a loss contingency should be accrued by a charge to income, we evaluate, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of the loss. We do not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated.

We may be involved in litigation from time to time in the ordinary course of business. We do not believe that the ultimate resolution of any such matters will have a material adverse effect on our business, financial condition, results of operations or cash flows. However, the results of such matters cannot be predicted with certainty and we cannot assure you that the ultimate resolution of any legal or administrative proceeding or dispute will not have a material adverse effect on our business, financial condition, results of operations and cash flows.

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

There have been no material changes to the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2020 filed with the SEC on March 10, 2021.

### **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. Exhibits.**

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
31.1	<a href="#">Certification of Chief Executive Officer filed pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>					X
31.2	<a href="#">Certification of Chief Financial Officer filed pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>					X
32.1*	<a href="#">Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>					X
32.2*	<a href="#">Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>					X
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document.					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.					X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).					X

\* This certification is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.

**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.

November 9, 2021

**Red Violet, Inc.**

By: /s/ Daniel MacLachlan  
Daniel MacLachlan  
Chief Financial Officer  
(Principal Financial and Accounting Officer)



## CERTIFICATIONS

I, Derek Dubner, certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q of Red Violet, 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(s) 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(s) 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.

November 9, 2021

By: /s/ Derek Dubner  
Derek Dubner  
Chief Executive Officer  
(Principal Executive Officer)

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## CERTIFICATIONS

I, Daniel MacLachlan, certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q of Red Violet, 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(s) 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(s) 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.

November 9, 2021

By: /s/ Daniel MacLachlan

Daniel MacLachlan  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT  
TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Red Violet, Inc. for the quarter ended September 30, 2021 (the "Report"), the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge and belief, that:

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

November 9, 2021

By: /s/ Derek Dubner

Derek Dubner

Chief Executive Officer

(Principal Executive Officer)

The certification set forth above is being furnished as an Exhibit solely pursuant to Section 906 of the Sarbanes—Oxley Act of 2002 and is not being filed as part of the Report or as a separate disclosure document of Red Violet, Inc. or the certifying officers.

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**CERTIFICATION PURSUANT  
TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Red Violet, Inc. for the quarter ended September 30, 2021 (the "Report"), the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge and belief, that:

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

November 9, 2021

By: /s/ Daniel MacLachlan  
Daniel MacLachlan  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

The certification set forth above is being furnished as an Exhibit solely pursuant to Section 906 of the Sarbanes—Oxley Act of 2002 and is not being filed as part of the Report or as a separate disclosure document of Red Violet, Inc. or the certifying officers.

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