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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): August 9, 2021**

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**The RealReal, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38953**  
(Commission File Number)

**45-1234222**  
(IRS Employer  
Identification No.)

**55 Francisco Street Suite 600  
San Francisco, CA 94133**

**(855) 435-5893**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.00001 par value	REAL	The Nasdaq Global Select Market

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

Emerging growth company

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.

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**Item 2.02 Results of Operations and Financial Condition.**

On August 9, 2021, The RealReal, Inc. (“The RealReal”) issued a press release announcing its financial results for the quarter ended June 30, 2021. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 7.01 Regulation FD Disclosure**

On August 9, 2021, The RealReal posted a stockholder letter on its investor.therealreal.com website. A copy of the stockholder letter is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

The information in this current report on Form 8-K and the exhibits attached hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated August 9, 2021</a>
99.2	<a href="#">Stockholder Letter dated August 9, 2021</a>

**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.

The RealReal, Inc.

Date: August 9, 2021

By: \_\_\_\_\_ /s/ Matt Gustke  
**Matt Gustke**  
**Chief Financial Officer**

## THE REALREAL ANNOUNCES SECOND QUARTER 2021 RESULTS

Q2 GMV Increased 91% Y/Y to \$350 million

Q2 Total Revenue Increased 83% Y/Y to \$105 million

Q2 Gross Profit Per Order Improved \$9 Q/Q to \$94 Per Order

**SAN FRANCISCO, Aug. 9, 2021** — The RealReal (Nasdaq: REAL)—the world’s largest online marketplace for authenticated, resale luxury goods—today reported financial results for its second quarter ended June 30, 2021. The company reported another quarter of strong growth, driving its highest quarterly gross merchandise volume (GMV) to date in Q2, increasing 91% Y/Y and 53% compared to the same period in 2019. The RealReal also achieved its highest quarterly additions of both new and repeat consignors to its marketplace to date.

“We’re pleased to report another quarter of strong growth and believe the strength of the current trends in the business will continue for the balance of this year and into next year. In addition to our GMV growth and improved gross profit per order, the efficiency of our operations and marketing continue to improve — all key elements of our path to profitability,” said Julie Wainwright, founder and CEO of The RealReal.

In Q2, The RealReal executed a number of key initiatives to support efficient growth. The company resumed at-home concierge appointments, with overall units per appointment exceeding pre-COVID levels and resulting in at-home representing 38% of total units in June. The RealReal also drove increased supply through its expanding brick-and-mortar presence, with retail stores generating approximately 30% of new consignors in Q2. With the opening of neighborhood stores in Austin, Texas; Dallas; and Atlanta; followed by an additional opening in Marin County, Calif., at the start of Q3, the company now operates nine neighborhood stores and plans to open one or two more over the coming months.

“Our retail stores continue to perform very well, particularly in driving new consignor acquisition and supply. Following the expansion of our neighborhood store footprint, we plan to pause our retail rollout to optimize performance and gather data to inform our future rollout strategy,” continued Wainwright.

The RealReal also released the next generation of its authentication and pricing engines in Q2, part of its investment in technology to further differentiate its business, drive efficiencies in its operations and enable significant future scale. To accommodate future growth with improved unit economics, The RealReal opened its Arizona authentication center in Q2. The facility opened on time and under budget and started processing product in Phoenix in late June. The company plans to create more than 1,500 local, full-time green jobs in Arizona over the next five years, offering competitive pay, rewards and benefits.

### **Second Quarter Financial Highlights**

- GMV was \$350.0 million, an increase of 91% Y/Y and 53% compared to the same period in 2019.
- Total Revenue was \$104.9 million, an increase of 83% Y/Y and 46% compared to the same period in 2019.
- Net Loss was (\$70.7 million) and includes a charge of approximately \$11.0 million that was recorded as an accrued legal settlement.
- Adjusted EBITDA was (\$32.9) million or (31.4%) of total revenue. Adjusted EBITDA includes \$1.1 million of COVID-related expenses and \$0.8 million of duplicative occupancy expense associated with our Arizona authentication center move from California.
- GAAP basic and diluted net loss per share was (\$0.78).
- Non-GAAP basic and diluted net loss per share was (\$0.50).
- At the end of the second quarter, cash and cash equivalents totaled \$491.6 million.
- *GMV growth driven by strong supply growth and buyer engagement:*

- Trailing 12 months (TTM) active buyers reached 730K, an increase of 19% Y/Y and 48% compared to the same period in 2019.
- TTM GMV per active buyer increased 3% Y/Y to approximately \$1,675 and is approaching pre-COVID levels.
- Orders reached 673K, an increase of 53% Y/Y and 33% compared to the same period in 2019.
- AOV was \$520, an increase of 25% Y/Y and 15% compared to the same period in 2019. The primary driver of the higher AOV was a 17% Y/Y increase in average selling price (ASP). ASP benefited from strength in the watch and fine jewelry categories and strong demand in high-value handbags. Units per transaction (UPT) increased 7% Y/Y and exited the quarter above pre-COVID levels.
- GMV from repeat buyers was 84.5% compared to 82.3% in the second quarter of 2020.
- *Revenue growth driven by GMV growth, with all-time high AOV offset by lower take rate:*
  - Consignment and Service Revenue was \$82.4 million, an increase of 76% Y/Y and 38% compared to the same period of 2019.
  - Direct Revenue was \$22.5 million, an increase of 113% Y/Y and 85% compared to the same period in 2019.
  - Consignment Take Rate decreased 150bps Y/Y to 34.5%, reflecting strong performance on a relative basis from structurally lower-take-rate categories.
- *Gross Profit per Order increases 11% Q/Q from a 42% Q/Q reduction in buyer incentives and high AOV:*
  - Gross Profit was \$63.4 million, an increase of 78% Y/Y and 38% compared to the same period of 2019.
  - Gross Profit per Order improved \$9 Q/Q to \$94 per order.
- *Reducing fashion's impact:*
  - Since The RealReal's inception in 2011 through June 30, 2021, consignment with The RealReal saved 20,200 metric tons of carbon and 976 million liters of water.

### **Webcast and Conference Call**

The RealReal will post a stockholder letter on its investor relations website at [investor.therealreal.com/financial-information/quarterly-results](https://investor.therealreal.com/financial-information/quarterly-results) in lieu of a live presentation and host a conference call at 2:00 p.m. Pacific Time (5:00 p.m. Eastern Time) to answer questions regarding its first quarter financial results, the stockholder letter and the supporting slides. Investors and analysts can access the call by dialing (866) 996-5385 in the U.S. or (270) 215-9574 internationally. The passcode for the call is 4829565. The call will also be available via live webcast at [investor.therealreal.com](https://investor.therealreal.com) along with the stockholder letter and the supporting slides.

An archive of the webcast conference call will be available shortly after the call ends at [investor.therealreal.com](https://investor.therealreal.com).

### **About The RealReal, Inc.**

The RealReal is the world's largest online marketplace for authenticated, resale luxury goods, with more than 23 million members. With a rigorous authentication process overseen by experts, The RealReal provides a safe and reliable platform for consumers to buy and sell their luxury items. We have hundreds of in-house gemologists, horologists and brand authenticators who inspect thousands of items each day. As a sustainable company, we give new life to pieces by thousands of brands across numerous categories—including women's and men's fashion, fine jewelry and watches, art and home—in support of the circular economy. We make selling effortless with free virtual appointments, in-home pickup, drop-off and direct shipping. We do all of the work for consignors, including authenticating, using AI and machine learning to determine optimal pricing, photographing and listing their items, as well as handling shipping and customer service. At our 17 retail locations, including our 13 shoppable stores, customers can sell, meet with our experts and receive free valuations.

### **Investor Relations Contact:**

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**Forward Looking Statements**

This press release contains forward-looking statements relating to, among other things, the future performance of The RealReal that are based on the company's current expectations, forecasts and assumptions and involve risks and uncertainties. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "intend," "potential," "continue," "ongoing" or the negative of these terms or other comparable terminology. These statements include, but are not limited to, statements about future operating results, including the amounts of our operating expense and capital expenditure investments or reductions and our strategies, plans, commitments, objectives and goals, in particular in the context of the impacts of the COVID-19 pandemic and the recent social unrest. Actual results could differ materially from those predicted or implied and reported results should not be considered as an indication of future performance. Other factors that could cause or contribute to such differences include, but are not limited to, the impact of the COVID-19 pandemic and the recent social unrest on our operations and our business environment, any failure to generate a supply of consigned goods, pricing pressure on the consignment market resulting from discounting in the market for new goods, failure to efficiently and effectively operate our merchandising and fulfillment operations and other reasons.

More information about factors that could affect the company's operating results is included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's most recent Annual Report on Form 10-K for the year ended December 31, 2020, a copy of which may be obtained by visiting the company's Investor Relations website at <https://investor.therealreal.com> or the SEC's website at [www.sec.gov](http://www.sec.gov). Undue reliance should not be placed on the forward-looking statements in this press release, which are based on information available to the company on the date hereof. The company assumes no obligation to update such statements.

**Non-GAAP Financial Measures**

To supplement our unaudited and condensed financial statements presented in accordance with generally accepted accounting principles ("GAAP"), this earnings release and the accompanying tables and the related earnings conference call contain certain non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA as a percentage of total net revenue ("Adjusted EBITDA Margin"), free cash flow, non-GAAP net loss attributable to common stockholders, non-GAAP net loss per share attributable to common stockholders, basic and diluted, and Contribution Profit. We have provided a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures in this earnings release.

We do not, nor do we suggest that investors should, consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Investors should also note that non-GAAP financial measures we use may not be the same non-GAAP financial measures, and may not be calculated in the same manner, as that of other companies, including other companies in our industry.

**Adjusted EBITDA** is a key performance measure that our management uses to assess our operating performance. Because Adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure as an overall assessment of our performance, to evaluate the effectiveness of our business strategies and for business planning purposes. Adjusted EBITDA may not be comparable to similarly titled metrics of other companies.

We calculate **Adjusted EBITDA** as net loss before interest income, interest expense, other (income) expense net, provision (benefit) for income taxes, depreciation and amortization, further adjusted to exclude stock-based compensation, employer payroll tax on employee stock transactions, and certain one-time expenses. The employer payroll tax expense related to employee stock transactions are tied to the vesting or exercise of underlying equity awards and the price of our common stock at the time of vesting, which may vary from period to period independent of the operating performance of our business. Adjusted EBITDA has certain limitations as the measure excludes the impact of certain expenses that are included in our statements of operations that are necessary to run our business and should not be considered as an alternative to net loss or any other measure of financial performance calculated and presented in accordance with GAAP.

In particular, the exclusion of certain expenses in calculating Adjusted EBITDA and Adjusted EBITDA Margin facilitates operating performance comparisons on a period-to-period basis and, in the case of exclusion of the impact of stock-based compensation and the related employer payroll tax on employee stock transactions, excludes an item that we do not consider to be indicative of our core operating performance. Investors should, however, understand that stock-based compensation and the related employer payroll tax will be a significant recurring expense in our business and an important part of the compensation provided to our employees. Accordingly, we believe that Adjusted EBITDA and Adjusted EBITDA Margin provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

**Free cash flow** is a non-GAAP financial measure that is calculated as net cash (used in) provided by operating activities less net cash used to purchase property and equipment and capitalized proprietary software development costs. We believe free cash flow is an important indicator of our business performance, as it measures the amount of cash we generate. Accordingly, we believe that free cash flow provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management.

**Non-GAAP net loss per share attributable to common stockholders, basic and diluted** is a non-GAAP financial measure that is calculated as GAAP net loss plus stock-based compensation expense, provision (benefit) for income taxes, and non-recurring items divided by weighted average shares outstanding. We believe that adding back stock-based compensation expense and related payroll tax, provision (benefit) for income taxes, and non-recurring items as adjustments to our GAAP net loss, before calculating per share amounts for all periods presented provides a more meaningful comparison between our operating results from period to period.

**THE REALREAL, INC.**  
**Statements of Operations**  
(In thousands, except share and per share data)  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Revenue:</b>				
Consignment and service revenue	\$ 82,452	\$ 46,768	\$ 157,534	\$ 111,854
Direct revenue	22,460	10,523	46,195	23,466
Total revenue	104,912	57,291	203,729	135,320
<b>Cost of revenue:</b>				
Cost of consignment and service revenue	21,524	12,860	41,638	30,949
Cost of direct revenue	19,975	8,760	40,340	19,714
Total cost of revenue	41,499	21,620	81,978	50,663
Gross profit	63,413	35,671	121,751	84,657
<b>Operating expenses:</b>				
Marketing	13,109	9,639	28,670	22,561
Operations and technology	59,837	36,543	111,771	77,280
Selling, general and administrative	44,264	32,559	87,592	66,553
Legal settlement	11,000	—	11,288	1,110
Total operating expenses (1)	128,210	78,741	239,321	167,504
Loss from operations	(64,797)	(43,070)	(117,570)	(82,847)
Interest income	107	616	194	1,902
Interest expense	(6,006)	(384)	(9,302)	(404)
Other income (expense), net	—	(97)	17	(89)
Loss before provision for income taxes	(70,696)	(42,935)	(126,661)	(81,438)
Provision (benefit) for income taxes	27	55	55	55
Net loss attributable to common stockholders	\$ (70,723)	\$ (42,990)	\$ (126,716)	\$ (81,493)
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.78)	\$ (0.49)	\$ (1.40)	\$ (0.94)
Weighted average shares used to compute net loss per share attributable to common stockholders, basic and diluted	91,062,220	87,064,384	90,555,963	86,826,590
<b>(1) Includes stock-based compensation as follows:</b>				
Marketing	\$ 560	\$ 335	\$ 1,296	\$ 523
Operating and technology	5,550	2,852	10,246	4,330
Selling, general and administrative	6,703	2,942	12,190	4,686
Total	\$ 12,813	\$ 6,129	\$ 23,732	\$ 9,539



**THE REALREAL, INC.**  
**Condensed Balance Sheets**  
(In thousands, except share and per share data)  
(Unaudited)

	June 30, 2021	December 31, 2020
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 491,648	\$ 350,846
Short-term investments	—	4,017
Accounts receivable, net	5,808	7,213
Inventory	59,078	42,321
Prepaid expenses and other current assets	17,634	17,072
Total current assets	574,168	421,469
Property and equipment, net	78,157	63,454
Operating lease right-of-use assets	141,360	118,136
Other assets	2,816	2,050
Total assets	\$ 796,501	\$ 605,109
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities		
Accounts payable	\$ 13,533	\$ 14,346
Accrued consignor payable	55,035	57,053
Operating lease liabilities, current portion	15,610	14,999
Other accrued and current liabilities	76,669	61,862
Total current liabilities	160,847	148,260
Operating lease liabilities, net of current portion	139,419	115,084
Convertible senior notes, net	340,194	149,188
Other noncurrent liabilities	1,762	1,284
Total liabilities	642,222	413,816
Stockholders' equity:		
Common stock, \$0.00001 par value; 500,000,000 shares authorized as of June 30, 2021 and December 31, 2020; 91,459,505 and 89,301,664 shares issued and outstanding as of June 30, 2021 and December 31, 2020, respectively	1	1
Additional paid-in capital	813,015	723,302
Accumulated other comprehensive income	—	11
Accumulated deficit	(658,737)	(532,021)
Total stockholders' equity	154,279	191,293
Total liabilities and stockholders' equity	\$ 796,501	\$ 605,109

**THE REALREAL, INC.**  
**Condensed Statements of Cash Flows**  
(In thousands)  
(Unaudited)

	<b>Six Months Ended June 30,</b>	
	<b>2021</b>	<b>2020</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (126,716)	\$ (81,493)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization	11,806	8,756
Stock-based compensation expense	23,732	9,539
Reduction of operating lease right-of-use assets	9,788	8,059
Bad debt expense	482	474
Accrued interest on convertible notes	894	—
Accretion of debt discounts and issuance costs	5,803	169
Other adjustments	46	(224)
Changes in operating assets and liabilities:		
Accounts receivable, net	923	993
Inventory	(16,757)	3,203
Prepaid expenses and other current assets	(633)	(1,321)
Other assets	(766)	(394)
Operating lease liability	(8,066)	(4,842)
Accounts payable	(1,873)	(5,529)
Accrued consignor payable	(2,018)	(17,937)
Other accrued and current liabilities	14,621	(5,624)
Other noncurrent liabilities	418	(410)
Net cash used in operating activities	(88,316)	(86,581)
<b>Cash flow from investing activities:</b>		
Purchases of short-term investments	—	(73,280)
Proceeds from maturities of short-term investments	4,000	176,802
Capitalized proprietary software development costs	(4,821)	(3,779)
Purchases of property and equipment	(20,642)	(10,861)
Net cash (used in) provided by investing activities	(21,463)	88,882
<b>Cash flow from financing activities:</b>		
Proceeds from issuance of 2025 convertible senior notes, net of issuance costs	—	166,314
Purchase of capped calls in conjunction with the issuance of the 2025 convertible senior notes	—	(22,546)
Proceeds from issuance of 2028 convertible senior notes, net of issuance costs	278,396	—
Purchase of capped calls in conjunction with the issuance of the 2028 convertible senior notes	(33,666)	—
Proceeds from exercise of stock options	4,759	4,354
Proceeds from issuance of Employee Stock Purchase Program	1,092	—
Taxes paid related to restricted stock vesting	—	(521)
Net cash provided by financing activities	250,581	147,601
Net increase in cash and cash equivalents	140,802	149,902
<b>Cash and cash equivalents</b>		
Beginning of period	350,846	154,446
End of period	\$ 491,648	\$ 304,348

The following table reflects the reconciliation of net loss to Adjusted EBITDA for each of the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Adjusted EBITDA Reconciliation:</b>				
Net loss	\$ (70,723)	\$ (42,990)	\$ (126,716)	\$ (81,493)
Depreciation and amortization	6,371	4,611	11,806	8,756
Stock-based compensation	12,813	6,129	23,732	9,539
Payroll tax expense on employee stock transactions <sup>(1)</sup>	216	—	722	—
Legal settlement <sup>(2)</sup>	11,000	—	11,288	1,110
Restructuring charges <sup>(3)</sup>	1,503	442	1,503	442
Interest income	(107)	(616)	(194)	(1,902)
Interest expense	6,006	384	9,302	404
Other (income) expense, net	—	97	(17)	89
Provision for income taxes	27	55	55	55
<b>Adjusted EBITDA</b>	<b>\$ (32,894)</b>	<b>\$ (31,888)</b>	<b>\$ (68,519)</b>	<b>\$ (63,000)</b>

(1) We exclude employer payroll tax expense related to employee stock-based transactions because we believe that excluding this item provides meaningful supplemental information regarding our operating results. In particular, this expense is dependent on the price of our common stock at the time of vesting or exercise, which may vary from period to period, and other factors that are beyond our control and do not correlate to the operation of the business. When evaluating the performance of our business and making operating plans, we do not consider these items. Similar charges were not adjusted in prior periods as they were not material.

(2) On July 27, 2021, we filed a stipulation to settle the putative shareholder class action filed against us, our officers and directors and the underwriters for the Company's initial public offering alleging, among other things, that defendants violated federal securities laws by issuing false or misleading statements regarding certain of its financial and operating metrics and the Company's authentication processes. The settlement stipulation is subject to preliminary and final approval by the court. The financial terms of the settlement stipulation provide that the Company will pay \$11.0 million within thirty (30) days of the later of preliminary approval of the settlement or plaintiff's counsel providing payment instructions.

(3) The restructuring charges for the three and six months ended June 30, 2021 comprise of the costs to transition operations from the Brisbane warehouse to our new Phoenix warehouse. The restructuring charges for the three and six months ended June 30, 2020 consist of COVID-19 related costs including employee severance.

A reconciliation of GAAP net loss to non-GAAP net loss attributable to common stockholders, the most directly comparable GAAP financial measure, in order to calculate non-GAAP net loss attributable to common stockholders per share, basic and diluted, is as follows (in thousands, except share and per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Net loss	\$ (70,723)	\$ (42,990)	\$ (126,716)	\$ (81,493)
Stock-based compensation	12,813	6,129	23,732	9,539
Payroll tax expense on employee stock transactions	216	—	722	—
Legal settlement	11,000	—	11,288	1,110
Restructuring charges	1,503	442	1,503	442
Provision for income taxes	27	55	55	55
<b>Non-GAAP net loss attributable to common stockholders</b>	<b>\$ (45,164)</b>	<b>\$ (36,364)</b>	<b>\$ (89,416)</b>	<b>\$ (70,347)</b>
Weighted-average common shares outstanding used to calculate Non-GAAP net loss attributable to common stockholders per share, basic and diluted	91,062,220	87,064,384	90,555,963	86,826,590
<b>Non-GAAP net loss attributable to common stockholders per share, basic and diluted</b>	<b>\$ (0.50)</b>	<b>\$ (0.42)</b>	<b>\$ (0.99)</b>	<b>\$ (0.81)</b>

The following table presents a reconciliation of net cash used in operating activities to free cash flow for each of the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Net cash used in operating activities	\$ (40,508)	\$ (31,610)	\$ (88,316)	\$ (86,581)
Purchase of property and equipment and capitalized proprietary software development costs	(17,133)	(6,674)	(25,463)	(14,640)
Free Cash Flow	\$ (57,641)	\$ (38,284)	\$ (113,779)	\$ (101,221)

Key Financial and Operating Metrics:

	June 30, 2019	September 30, 2019	December 31, 2019	March 31, 2020	June 30, 2020	September 30 2020	December 31, 2020	March 31, 2021	June 30, 2021
(In thousands, except AOV and percentages)									
GMV	\$ 228,487	\$ 252,766	\$ 302,975	\$ 257,606	\$ 182,771	\$ 245,335	\$ 301,219	\$ 327,327	\$ 350,001
NMV	\$ 164,782	\$ 186,617	\$ 219,508	\$ 184,625	\$ 139,797	\$ 189,059	\$ 223,390	\$ 244,162	\$ 256,509
Consignment and Services Revenue	\$ 59,890	\$ 69,067	\$ 81,386	\$ 65,086	\$ 46,768	\$ 64,152	\$ 71,320	\$ 75,082	\$ 82,452
Direct Revenue	\$ 12,139	\$ 12,271	\$ 11,209	\$ 12,942	\$ 10,523	\$ 13,645	\$ 15,512	\$ 23,735	\$ 22,460
Number of Orders	505	577	637	574	438	550	671	690	673
Take Rate	36.6 %	36.8 %	36.2 %	36.2 %	36.0 %	35.4 %	35.7 %	34.3 %	34.5 %
Active Buyers	492	543	582	602	612	617	649	687	730
AOV	\$ 453	\$ 438	\$ 476	\$ 449	\$ 417	\$ 446	\$ 449	\$ 474	\$ 520
% of GMV from Repeat Buyers	83.1 %	81.8 %	82.9 %	84.4 %	82.3 %	82.9 %	82.4 %	83.6 %	84.5 %

# TheRealReal

## The RealReal Q2 2021 Stockholder Letter

Aug. 9, 2021

Dear Stockholders,

We are pleased to report another quarter of strong growth, driven by our successful return to at-home concierge appointments and our continued retail momentum. We achieved our highest numbers of both new and repeat consignors this quarter. As a supply driven marketplace, this resulted in Q2 gross merchandise volume (GMV) increasing 91% Y/Y and 53% compared to the same period in 2019. Q2 Y/Y GMV growth also accelerated Q/Q when compared to both 2020 and 2019. We achieved these strong growth rates while also driving a significant improvement in gross profit per order, a key driver on our path to profitability. Q2 gross profit per order was approximately \$94, a \$9 per order or 11% Q/Q improvement.

The current trends in our business are strong, and we believe they will continue for the balance of the year and into next year. Beyond our GMV growth and improved gross profit per order, the efficiency of our operations and marketing continue to improve — all key elements of our path to profitability. We are diligently focused on achieving this profitability milestone. However, potential risks presented by a resurgence of COVID make it imprudent to establish a firm timeline to reach breakeven. To be clear, the Delta variant is not currently impacting our business.

Key Q2 initiatives included:

- **Resumption of At-Home Concierge Appointments:** At-home concierge appointments are increasing as a percent of total consignments and overall units per at-home appointment are exceeding pre-COVID levels, leading to at-home representing 38% of total units in June.
- **Arizona Facility Transition:** We successfully expedited the move to our larger authentication center in Phoenix to accommodate future growth, with the potential for improved unit economics beginning in Q4 of this year. As described in more detail below, the short term impact of the relocation was an incremental expense of \$2.6 million in Q2, comprised primarily of restructuring and relocation expense.
- **Retail Expansion:** We continued our expansion of neighborhood retail stores to Austin, Texas; Dallas; and Atlanta during Q2. In Q2, our retail stores generated approximately 30% of new consignors. We plan to open one or two additional neighborhood stores this quarter.
- **Technology Innovation:** Our investments in technology continue to differentiate our business, drive efficiencies in our operations and enable significant future scale. In Q2, we released the next generation of our authentication and pricing engines.

**At-Home Concierge Appointments Continue to Ramp: 38% of Total Units in June**

For many consignors, an at-home concierge appointment is the most effortless method to sell with us. In line with local safety guidelines and with comprehensive safety protocols in place, we resumed at-home concierge appointments in select markets in early March and nationwide by early April. In May and June, our marketing and sales efforts lead with at-home messaging, and we experienced a significant increase in at-home appointments. The early performance of at-home appointments continues to be encouraging and points to signs of pent-up consignor supply with higher average units per consignment than in 2019. Supply sourced from at-home remained below pre-COVID levels in Q2 and represented 38% of total units in June. While COVID remains the key risk to in-home consignment, we are encouraged by our current momentum.

While it's difficult to estimate with precision the mix of supply by channel going forward, we expect at-home concierge to play a central role in our supply acquisition strategy post-COVID. With the resumption of at-home visits alongside direct shipments, virtual appointments, retail drop-offs and vendor, our supply acquisition engine is increasingly diverse and agile, positioning us favorably for long-term growth.

### **Retail Expansion: Driving New Consignor Acquisition and Supply**

Our retail stores continue to redefine and elevate the luxury resale shopping and selling experience. Our stores drive supply efficiently, have high average order volume (AOV) and low return rates, drive brand awareness and create a halo effect in the local market. We operate flagship retail stores in Chicago, L.A., NYC and San Francisco, and announced a strategy last year to extend our physical presence via smaller footprint neighborhood stores close to where our existing and potential high-value consignors and customers live.

Our stores offer a highly curated selection of products based on local trends, while also providing a convenient way for customers to consign, return products and meet with our experts. We believe small footprint neighborhood stores are a highly effective and efficient avenue to drive supply and sell high-value items.

In Q2, we opened neighborhood stores in Austin, Texas; Dallas; and Atlanta, and kicked off Q3 with an additional opening in Marin County, Calif. We now operate nine neighborhood stores and expect to open one or two more over the coming months, after which we plan to pause our retail rollout so we can optimize performance and gather data to inform our future rollout strategy. We are pleased with the performance of our retail stores, particularly their strength in driving new consignor acquisition and supply. In Q2, our retail stores generated approximately 30% of new consignors.

We encourage you to visit one of our neighborhood stores to experience them in-person (please visit [www.therealreal.com/stores](http://www.therealreal.com/stores) to find the store nearest you).

### **Arizona Authentication Center: Now Operational**

We opened our Arizona facility on time and under budget and started processing product in Arizona in late June. This new authentication center in Phoenix has a significantly larger capacity than our Brisbane, California, facility and the potential for operational efficiencies beginning in Q4, that will better support our future growth and have a positive impact on our consignor and buyer experience. It will also reduce our average fixed cost per order as we scale, due to the significantly lower occupancy costs on a per-square-foot basis vis-a-vis our existing facilities.

We plan to create more than 1,500 local, full-time green jobs in Arizona over the next five years, offering competitive pay, rewards and benefits. With our expansion into Arizona, we ceased processing product in Brisbane in early July and are in the process of shutting down that facility.

Our Q2 results include approximately \$2.6 million of expenses related to our Arizona transition including \$1.5 million of restructuring and relocation expenses, which are excluded from Non-GAAP Adjusted EBITDA. We also incurred \$0.8 million in duplicative occupancy expense and \$0.3 million in other transition expenses in Q2.

### **Technology Innovation: Focused on Driving Efficiencies**

Our investments in technology continue to differentiate our business, drive efficiencies in our operations and enable significant future scale. In Q2, we saw promising results from the continued application of our authentication engine. This technology uses machine learning and leverages computer vision to enhance our authentication process and improve unit economics. While this is primarily an efficiency play, it also allows us to scale faster with less reliance on talent acquisition.

In Q2, we also released our next generation pricing engine to further optimize pricing. The pricing engine incorporates enhanced predictive factors, which refine our pricing and continue to allow us to react to fluctuating market trends. We are in the early stages of rolling out this technology, but it has already resulted in higher average selling prices (ASP) without a change in velocity of sell through so we are optimistic that that it has the potential to further enhance our order economics. It also furthers our commitment to secure the highest possible sale price for our consignors.

### **Q2 Financial Results**

#### **Strong GMV growth continues, Adjusted EBITDA Loss Improves Q/Q**

In Q2, we generated GMV of \$350.0 million, an increase of 91% Y/Y and 53% compared to the same period in 2019. Q2 Y/Y GMV growth accelerated Q/Q when compared to both 2020 and 2019 driven by our successful return to at-home concierge appointments and retail momentum. Our Adjusted EBITDA loss was (\$32.9) million compared to an Adjusted EBITDA loss of (\$35.2) million in Q1 2021. Q2 Adjusted EBITDA loss includes approximately \$1.9 million of expenses that likely may not recur next year inclusive of \$1.1 million of COVID-related expenses and \$0.8 million of duplicative occupancy costs noted above. We expect COVID-related expenses and duplicative occupancy costs will continue at roughly the same level through Q3 and decrease in Q4.

#### **GMV growth driven by strong supply growth and buyer engagement**

We ended Q2 with 730K active buyers on a 12-month trailing basis (TTM) basis, up 19% Y/Y. GMV per active buyer on a TTM basis is very healthy at approximately \$1,675, which is approaching pre-COVID levels. This is a positive indication of strengthening buyer engagement trends on our marketplace.

Q2 orders were approximately 673K, up 54% Y/Y and 33% compared to the same period in 2019. Q2 AOV was approximately \$520, an increase of 25% Y/Y and 15% compared to the same period in 2019. The primary driver of the higher AOV was a 17% Y/Y increase in a ASP. ASP benefited from strength in the watch and fine jewelry categories and strong demand in high-value handbags. Units per transaction (UPT) increased 7% Y/Y driven by apparel strength and exited the quarter at pre-COVID levels. GMV from repeat buyers was 84.5% of total GMV in Q2 compared to 82.3% in the same period a year ago.

Revenue growth driven by GMV growth, with all-time high AOV offset by lower take rate

Returns and cancellations were 26.7% of GMV and increased 320 basis points Y/Y due the normalization of apparel GMV trends and the abnormally low COVID-related return rate in Q2 2020. The combined returns and cancellations trend decreased compared to the same period in 2019.

Our Q2 consignment take rate was 34.5%, a decrease of 150 basis points Y/Y, driven primarily by strong performance on a relative basis from structurally lower-take-rate categories such as watches, fine jewelry and handbags, offset partially by our apparel recovery. Take rates can vary from quarter to quarter based on the mix of products sold.

Total revenue in Q2 was \$104.9 million, an increase of 83% Y/Y and 46% compared to the same period in 2019. Q2 consignment and service revenue was \$82.5 million, an increase of 76% Y/Y and 38% compared to the same period in 2019. Direct revenue was \$22.5 million, an increase of 113% Y/Y and 85% compared to the same period in 2019, and reflects a higher mix of TRR-owned inventory and higher sales of aged inventory.

Gross Profit per Order increases 11% Q/Q from a 42% Q/Q reduction in buyer incentives and high AOV

Q2 gross profit was \$63.4 million, an increase of 78% Y/Y and 38% compared to the same period in 2019. Q2 gross profit per order was approximately \$94, a \$9 per order or 11% Q/Q improvement. Gross profit per order increased 16% Y/Y and 3% compared to the same period in 2019. The primary drivers of our improving gross profit per order were a 42% Q/Q reduction in buyer incentives and 10% Q/Q increase in AOV.

Total gross margin was 60.4%, down 180 basis points Y/Y. Q2 consignment gross margin was 73.9%, up 140 basis points Y/Y, driven by a higher returns reserve in the prior year due to COVID-19. Direct gross margin was 11.1%, down approximately 570 basis points Y/Y driven by the sale of owned aged inventory with lower product margins

As a reminder, direct gross margin is lower than consignment gross margin because direct revenue is recognized on a gross basis with corresponding cost of sales.

Please note that the following discussion regarding operating expenses is on a non-GAAP basis, excluding \$13.0 million in stock-based compensation and related taxes. Our discussion of fixed and variable expenses also excludes one-time items that we exclude from our Adjusted EBITDA.

Expenses as a % of GMV and Revenue improved in all areas of the business on a Y/Y basis

Marketing expense was \$12.5 million in Q2, an increase of 35% Y/Y and 8% compared to the same period in 2019. Q2 marketing as a percentage of revenue was 12.0% compared to 16.2% in the same period a year ago. Q2 marketing as a percentage of GMV was 3.6% compared to 5.1% in the same period a year ago. Accelerating revenue growth coupled with a Y/Y decline in our buyer acquisition cost (BAC) drove our marketing leverage in Q2.

Operations and technology expense was \$54.2 million in Q2, an increase of 61% Y/Y and 60% compared to the same period in 2019. Q2 operations and technology as a percent of revenue was 51.7% versus 58.8% in the same period a year ago. Q2 operations and technology as a percent of GMV was 15.5% versus 18.4% in the same period a year ago.



Excluding \$2.2 million of operations and technology expenses related to the Arizona transition, Q2 operations and technology expense was \$52.0 million, an increase of 54% Y/Y and 54% compared to the same period in 2019 driven by growth of variable labor in our merchandising and operations teams, our retail operations and technology expenses. Q2 operations and technology as a percent of revenue was 49.6% versus 58.8% in the same period a year ago, and 14.9% of GMV versus 18.4% in the same period a year ago.

Fixed expenses in operations and technology—which include occupancy costs for our authentication centers and stores, all operating expenses for our technology teams, and salaried headcount costs in our merchandising teams—increased approximately 36% Y/Y in Q2. The Y/Y increase was driven by occupancy and technology headcount expenses. Variable operations and technology expenses—which include variable labor in our merchandising and operations teams, store operating expenses, and other miscellaneous volume-driven expenses—increased approximately 74% Y/Y. The Y/Y increase was driven by variable labor in our merchandising and operations teams, variable headcount in our new neighborhood stores and the ramping up of our van network to support our sales team, partially offset by automation and general efficiencies in our inbound and outbound operations. Fixed operations and technology expense as percent of GMV was 6.9% compared to 9.7% in the same period a year ago. Variable operations and technology expense as a percent of GMV was 8.0% compared to 8.7% in the same period a year ago.

Selling, general and administrative, or SG&A, expense was \$37.4 million, up 26% Y/Y and 52% compared to the same period in 2019 driven primarily by sales team and legal expenses. Additionally, growth versus 2019 reflects incremental public company expenses. Q2 SG&A as a percentage of revenue was 35.7% compared to 51.7% in the same period a year ago. Q2 SG&A as a percentage of GMV was 10.7% compared to 16.2% in the same period a year ago. SG&A includes \$0.8 million in COVID-related expenses.

Fixed expenses in SG&A, which include occupancy costs for our corporate and sales offices and all operating expenses for our SG&A functions, increased approximately 17% Y/Y. The Y/Y increase was driven by public company, legal and software expenses. Variable expenses in SG&A, which include expenses related to our sales team, increased approximately 45% Y/Y. Fixed SG&A expense as percent of GMV was 6.7% compared to 11.0% in the same period a year ago. Variable SG&A expense as a percent of GMV was 3.9% compared to 5.2% in the same period a year ago.

In connection with the settlement of the shareholder class action filed against us, a charge of approximately \$11.0 million was recorded as an accrued legal settlement. We excluded this \$11.0 million from our Adjusted EBITDA as highlighted in our Adjusted EBITDA reconciliation.

Our Adjusted EBITDA loss for Q2 was \$32.9 million or 31.4% of revenue compared to 55.7% in the same period a year ago.

At the end of Q2, our inventory balance was \$59.0 million, an increase of approximately 19% Q/Q. The increase in our inventory balance was primarily driven by vendor transactions to secure additional product in high-value categories. We expect our inventory balance to be approximately \$60 million at the end of 2021.

### **July GMV Growth Remains Strong**

July GMV was approximately \$116.6 million, an increase of 56% Y/Y and 53% compared to the same period in 2019 despite a more difficult Y/Y comparison. In addition, July AOV was approximately \$502, an increase of 13% Y/Y and 16% compared to the same period in 2019.

### **Our Path to Profitability**

The current trends in our business are strong and we believe they will continue for the balance of the year and into next year. Beyond our GMV growth, gross profit per order and the efficiency of our operations and marketing continue to improve — all key elements of our path to profitability. We are diligently focused on achieving this profitability milestone. We expect to make significant progress on our path to profitability over the next 18 months with the key elements of our path to profitability outlined below:

- **Strong GMV Growth:** Strong GMV growth provides us with scale to leverage our investments in automation and fixed costs. We believe we can sustain at least 30% annual GMV growth for the foreseeable future.
- **Gross Profit per Order of \$100+:** Gross profit per order increases driven by the potential combination of a return of buyer incentives to normalized (pre-COVID) levels, shipping expense leverage, continuing high AOV, and higher take rates if apparel sales increase as a percent of GMV.
- **Variable Expense Leverage:** Variable expense efficiency driven by sustainable buyer retention, improving buyer acquisition costs, and automation and process improvement in our inbound and fulfillment operations. Overall, we expect to generate significant improvement in per order variable expenses from current levels, resulting in contribution profit per order of between \$35-\$40 at breakeven compared to \$20 in 2019.
- **Controlling Fixed Expense Growth:** Limiting growth of fixed expenses to drive significant fixed cost leverage. We do not expect to increase occupancy expense for our operations centers or corporate offices before achieving profitability. Our operating plan assumes only modest increases in fixed payroll expenses from our current levels until we reach profitability.

### **Environment, Society and Governance (ESG) Update**

ESG continues to play a critical role in our business and our culture at The RealReal, and we are committed to enhancing our internal processes and external reporting on these issues. To ensure transparency and meaningful reporting metrics as we continue our work, we updated all of our ESG related disclosures in Q2 including aligning with the Sustainable Accounting Standards Board (SASB) disclosure framework. We remain committed to providing continual updates to our stakeholders on ESG issues, with oversight from our Board of Directors.

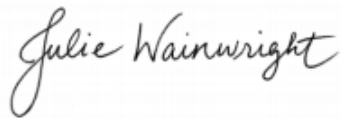
We encourage you to learn more about our ESG efforts by visiting the Social Impact section of our Investor Relations site.

On the sustainability front, we are a thought leader on the circular economy. We are proud of the broader social impact we have through our mission to extend the life of luxury and create a more sustainable future. We focus on our “3Rs” as the key ways we activate our commitment to sustainability: Resell, Revive and Reimagine. We firmly believe that The RealReal can deliver on our commitment to be a responsible steward to the environment, to our employees and to our communities in 2021 and beyond. We are proactively educating consumers about how they can reduce their environmental footprint by participating in the circular economy and measure the positive impact that the recirculation of luxury goods has on the environment with the TRR Sustainability Calculator. Since our inception, consignment with The RealReal saved 20,200 metric tons of carbon and 976 million liters of water.

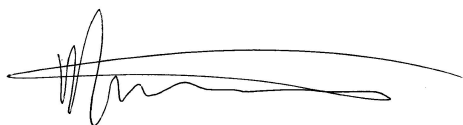
In closing, we thank our entire The RealReal team for their hard work in delivering these strong Q2 results. It is their dedication and commitment to excellence that drives our business forward every day.

We also thank our 23 million members who are joining us on our mission to extend the life of luxury and make fashion more sustainable.

Julie Wainwright

A handwritten signature in cursive script that reads "Julie Wainwright". The signature is written in black ink on a light-colored background.

Matt Gustke

A handwritten signature in cursive script that reads "Matt Gustke". The signature is written in black ink on a light-colored background.

# The RealReal

## **Forward Looking Statements**

This stockholder letter contains forward-looking statements relating to, among other things, the future performance of The RealReal that are based on the company's current expectations, forecasts and assumptions and involve risks and uncertainties. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "intend," "potential," "continue," "ongoing" or the negative of these terms or other comparable terminology. These statements include, but are not limited to, statements about future operating results, including the amounts of our operating expense and capital expenditure investments or reductions and our strategies, plans, commitments, objectives and goals, in particular in the context of the impacts of the COVID-19 pandemic and the recent social unrest. Actual results could differ materially from those predicted or implied and reported results should not be considered as an indication of future performance. Other factors that could cause or contribute to such differences include, but are not limited to, the impact of the COVID-19 pandemic and the recent social unrest on our operations and our business environment, any failure to generate a supply of consigned goods, pricing pressure on the consignment market resulting from discounting in the market for new goods, failure to efficiently and effectively operate our merchandising and fulfillment operations and other reasons.

More information about factors that could affect the company's operating results is included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's most recent Annual Report on Form 10-K for the year ended Dec. 31, 2020, a copy of which may be obtained by visiting the company's Investor Relations website at <https://investor.therealreal.com> or the SEC's website at [www.sec.gov](http://www.sec.gov). Undue reliance should not be placed on the forward-looking statements in this press release, which are based on information available to the company on the date hereof. The company assumes no obligation to update such statements.

## **Non-GAAP Financial Measures**

To supplement our unaudited and condensed financial statements presented in accordance with generally accepted accounting principles ("GAAP"), this earnings release and the accompanying tables and the related earnings conference call contain certain non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA as a percentage of total net revenue ("Adjusted EBITDA Margin"), free cash flow, non-GAAP net loss attributable to common stockholders, non-GAAP net loss per share attributable to common stockholders, basic and diluted, and Contribution Profit. We have provided a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures in this earnings release.

We do not, nor do we suggest that investors should, consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Investors should also note that non-GAAP financial measures we use may not be the same non-GAAP financial measures, and may not be calculated in the same manner, as that of other companies, including other companies in our industry.

**Adjusted EBITDA** is a key performance measure that our management uses to assess our operating performance. Because Adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure as an overall assessment of our performance, to evaluate the effectiveness of our business strategies and for business planning purposes. Adjusted EBITDA may not be comparable to similarly titled metrics of other companies.

We calculate **Adjusted EBITDA** as net loss before interest income, interest expense, other (income) expense net, provision (benefit) for income taxes, depreciation and amortization, further adjusted to exclude stock-based compensation, employer payroll tax on employee stock transactions, and certain one-time expenses. The employer payroll tax expense related to employee stock transactions are tied to the vesting or exercise of underlying equity awards and the price of our common stock at the time of vesting, which may vary from period to period independent of the operating performance of our business. Adjusted EBITDA has certain limitations as the measure excludes the

impact of certain expenses that are included in our statements of operations that are necessary to run our business and should not be considered as an alternative to net loss or any other measure of financial performance calculated and presented in accordance with GAAP.

In particular, the exclusion of certain expenses in calculating Adjusted EBITDA and Adjusted EBITDA Margin facilitates operating performance comparisons on a period-to-period basis and, in the case of exclusion of the impact of stock-based compensation and the related employer payroll tax on employee stock transactions, excludes an item that we do not consider to be indicative of our core operating performance. Investors should, however, understand that stock-based compensation and the related employer payroll tax will be a significant recurring expense in our business and an important part of the compensation provided to our employees. Accordingly, we believe that Adjusted EBITDA and Adjusted EBITDA Margin provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Contribution Profit is a non-GAAP financial measure that is calculated as gross profit per order minus variable expenses including variable marketing, operations, sales and merchandising expenses. Fixed expenses include occupancy, general & administrative, technology, marketing headcount, and certain operations and merchandising headcount costs.

We view contribution profit as an important metric to assess our marginal profitability and measure our progress driving operating efficiencies. Accordingly, we believe that contribution profit provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management.

The following table reflects the reconciliation of net loss to Adjusted EBITDA and Adjusted EBITDA as a percentage of total revenue for each of the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Total revenue	\$ 104,912	\$ 57,291	\$ 203,729	\$ 135,320
<b>Adjusted EBITDA Reconciliation:</b>				
Net loss	\$ (70,723)	\$ (42,990)	\$ (126,716)	\$ (81,493)
Depreciation and amortization	6,371	4,611	11,806	8,756
Stock-based compensation	12,813	6,129	23,732	9,539
Payroll tax expense on employee stock transactions <sup>(1)</sup>	216	—	722	—
Legal settlement	11,000	—	11,288	1,110
Restructuring charges	1,503	442	1,503	442
Interest income	(107)	(616)	(194)	(1,902)
Interest expense	6,006	384	9,302	404
Other (income) expense, net	—	97	(17)	89
Provision for income taxes	27	55	55	55
<b>Adjusted EBITDA</b>	<b>\$ (32,894)</b>	<b>\$ (31,888)</b>	<b>\$ (68,519)</b>	<b>\$ (63,000)</b>
Adjusted EBITDA (% of revenue)	(31.4)%	(55.7)%	(33.6)%	(46.6)%

(1) We exclude employer payroll tax expense related to employee stock plans to show the full effect that excluding that stock-based compensation expense had on our operating results. These expenses are tied to the exercise or vesting of underlying equity awards and the price of our common stock at the time of vesting or exercise, which may vary from period to period and do not correlate to the operation of the business. When evaluating the performance of our business and making operating plans, we do not consider these items. Similar charges were also not adjusted in prior periods as they were not material.

The following reflects the reconciliation of the discussion of operating expenses on a Non-GAAP basis to operating expenses on a GAAP basis (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Operating expenses:				
Marketing	\$ 13,109	\$ 9,639	\$ 28,670	\$ 22,561
Operations and technology	59,837	36,543	111,771	77,280
Selling, general and administrative	44,264	32,559	87,592	66,553
Legal settlement	11,000	—	11,288	1,110
Total operating expenses (1)	\$ 128,210	\$ 78,741	\$ 239,321	\$ 167,504

(1) Includes stock-based compensation as follows:

Marketing	\$ 560	\$ 335	\$ 1,296	\$ 523
Operating and technology	5,550	2,852	10,246	4,330
Selling, general and administrative	6,703	2,942	12,190	4,686
Total	\$ 12,813	\$ 6,129	\$ 23,732	\$ 9,539

Contribution profit per order:

	2020	2019	2018
AOV	\$ 441.8	\$ 454.7	\$ 445.6
Revenue	\$ 133.5	\$ 143.4	\$ 130.0
Gross Profit	\$ 185.9	\$ 203.2	\$ 136.9
Gross Profit per Order	\$ 83.2	\$ 91.6	\$ 85.8
Variable Expenses	\$ 79.0	\$ 71.9	\$ 77.1
<b>Contribution Profit</b>	\$ 4.2	\$ 19.7	\$ 8.7
Contribution Margin	3.2 %	13.8 %	6.7 %