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

FORM 8-K

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

Date of Report (Date of earliest event reported): November 6, 2025

WM TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-39021 (Commission File Number)	98-1605615 (I.R.S. Employer Identification No.)
41 Discovery Irvine, California (Address of principal executive offices)	(844) 933-3627 (Registrant's telephone number, including area code)	92618 (Zip Code)
	N/A (Former name or former address, if changed since last report.)	

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- 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
Class A Common Stock, \$0.0001 par value per share	MAPS	The Nasdaq Global Select Market
Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share	MAPSW	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.

Item 2.02 Results of Operations and Financial Condition

On November 6, 2025, WM Technology, Inc. (the "Company") announced its financial results for the third quarter ended September 30, 2025. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference.

The information in Item 2.02 and in the accompanying Exhibit 99.1 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall they 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, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated November 6, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 6, 2025

WM TECHNOLOGY, INC.

By: /s/ Susan Echard
Susan Echard
Chief Financial Officer



WM Technology, Inc. Reports Financial Results For Third Quarter 2025

*Seventh Consecutive Quarter of Positive Net Income
Cash Increased to \$62.6 million*

Irvine, Calif.--(BUSINESS WIRE)--November 6, 2025-- WM Technology, Inc. (“WM Technology” or the “Company”) (Nasdaq: MAPS), a leading marketplace and technology solutions provider to the cannabis industry, today announced its financial results for the third quarter ended September 30, 2025.

“Our third-quarter results reflect disciplined execution in a challenging market. While conditions across our core states remain pressured, we continue to focus on delivering value to our clients and strengthening our marketplace for the long term,” said Doug Francis, CEO of WM Technology. “We’re mindful of the challenges ahead and are taking a disciplined approach to position the company as the industry continues to evolve.”

“Industry pressures continue to affect our clients’ operating margins and ability to spend on our platform, but our ongoing cost discipline and operational focus have allowed us to remain profitable and maintain a strong balance sheet,” said Susan Echard, CFO of WM Technology.

Third Quarter 2025 Financial Highlights

- Revenues for the third quarter ended September 30, 2025 were \$42.2 million as compared to \$46.6 million in the prior year period. The overall decrease in revenues from the prior year period was driven by continued challenges across core markets, where ongoing pricing pressure continues to compress client operating margins and constrain marketing budgets.
 - Average monthly paying clients⁽¹⁾ of 5,221 was up from 5,100 from the prior year period, largely due to new client acquisitions across certain developing markets, partially offset by a churn in more established markets.
 - Average monthly revenues per paying client⁽²⁾ decreased to \$2,693 from \$3,043 in the prior year period, due to spend declines in established markets driven by continued industry challenges, such as price deflation and ongoing consolidation. In addition, new clients acquired across certain markets had lower levels of average spend.
- Net income decreased to \$3.6 million as compared to \$5.3 million in the prior year period.
- Adjusted EBITDA⁽³⁾ decreased to \$7.6 million from \$11.3 million in the prior year period.
- Total shares outstanding across Class A and Class V Common Stock were 157.2 million as of September 30, 2025.
- Cash increased to \$62.6 million as of September 30, 2025, as compared to \$52.0 million as of December 31, 2024.

Reconciliations of GAAP to non-GAAP financial measures have been provided in the tables below.

- (1) Average monthly paying clients are defined as the average of the number of paying clients billed in a month across a particular period (and for which services were provided).
- (2) Average monthly revenues per paying client is defined as the average monthly revenues for any particular period divided by the average monthly paying clients in the same respective period. Average monthly revenues per paying client is calculated in the same manner as our previously-reported “Average monthly net revenue per paying client,” and the description of the metric is being updated solely because we changed the reporting line item from “Net revenues” to “Revenue”. For additional information, see “Basis of Presentation” and “Revenue Recognition” of Note 2. “Summary of Significant

Accounting Policies,” of our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on March 13, 2025.

- (3) For further information about how we calculate EBITDA and Adjusted EBITDA as well as limitations of their use and a reconciliation of EBITDA and Adjusted EBITDA to net income, see “Reconciliation of Net Income to EBITDA and Adjusted EBITDA” below.

Business Outlook

Based on information available as of November 6, 2025, WM Technology is issuing guidance for the fourth quarter of 2025 as follows:

- Revenue is estimated to be approximately \$41 million to \$43 million.
- Non-GAAP Adjusted EBITDA⁽³⁾ is estimated to be approximately \$5 million to \$7 million.

The guidance provided above is only an estimate of what we believe is realizable as of the date of this release. We are not readily able to provide a reconciliation of projected Non-GAAP Adjusted EBITDA to projected net income without unreasonable effort. This guidance assumes that no business acquisitions, investments, restructurings, or legal settlements are concluded in the period. Our results are based on assumptions that we believe to be reasonable as of this date, but may be materially affected by many factors, as discussed below in “Forward-Looking Statements.” Actual results may vary from the guidance and the variations may be material. We undertake no intent or obligation to publicly update or revise any of these projections, whether as a result of new information, future events or otherwise, except as required by law.

Investor Conference Call and Webcasts

We will host a conference call and webcast today, Thursday, November 6, 2025, at 2:00 p.m. Pacific Time (5:00 p.m. Eastern Time) at <https://edge.media-server.com/mmc/p/phq5qkg2>. A webcast replay will also be archived at ir.weedmaps.com.

We have used, and intend to continue to use, the investor relations portion of its website as a means of disclosing material non-public information and for complying with disclosure obligations under Regulation FD.

About WM Technology

Founded in 2008, WM Technology operates Weedmaps, a leading cannabis marketplace for consumers, as well as a broad set of eCommerce and compliance software solutions for cannabis businesses and brands in U.S. state-legal markets. WM Technology holds a strong belief in the power of cannabis and the importance of enabling safe, legal access to consumers worldwide.

Over the past 17 years, the Weedmaps marketplace has become a premier destination for cannabis consumers to discover and browse cannabis-related products, access daily dispensary deals, order ahead for pick-up and delivery by participating retailers (where applicable) and learn about the plant. The Company also offers eCommerce-enablement tools designed to help cannabis retailers and brands reach consumers, create business efficiency, and manage industry-specific compliance needs.

The Company is committed to advocating for full U.S. legalization, industry-wide social equity, and continued education about the plant through key partnerships and cannabis subject matter experts.

Headquartered in Irvine, California, WM Technology supports remote and hybrid work for eligible employees. Visit us at www.weedmaps.com.

Forward-Looking Statements

This press release includes “forward-looking statements” regarding the Company’s future business expectations which involve risks and uncertainties. Forward looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target” or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of the Company’s management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of the Company. These forward-looking statements are subject to a number of risks and uncertainties, including the Company’s financial and business performance, including key business metrics and any underlying assumptions thereunder; market opportunity and the Company’s ability to acquire new clients and retain existing clients; expectations and timing related to commercial product launches; success of the Company’s go-to-market strategy; the Company’s ability to scale its business and expand its offerings; the Company’s competitive advantages and growth strategies; the Company’s future capital requirements and sources and uses of cash; the Company’s ability to obtain funding for its future operations; the impact of the material weaknesses in the

Company's internal controls and ability to remediate these material weaknesses in the timing the Company anticipates, or at all; the Company's ability to maintain its listing on the Nasdaq Stock Market LLC; the impact of the restatement on our reputation and investor confidence in us and the increased possibility of legal proceedings and regulatory inquiries; the outcome of any known and unknown litigation and regulatory proceedings; changes in domestic and foreign business, market, financial, political and legal conditions; the effect of macroeconomic conditions, including but not limited to inflation, tariffs, public health crises, uncertain credit and global financial markets, past and potential future disruptions in access to bank deposits or lending commitments due to bank failures, current and potential future geopolitical events, including the military conflicts between Russia and Ukraine and in the Middle East, and the occurrence of a catastrophic event, including but not limited to severe weather, war, or terrorist attack; future global, regional or local economic and market conditions affecting the cannabis industry; the development, effects and enforcement of and changes to laws and regulations, including with respect to the cannabis and hemp industries; the Company's ability to successfully capitalize on new and existing cannabis markets, including its ability to successfully monetize its solutions in those markets; the Company's ability to manage future growth; the Company's ability to effectively anticipate and address changes in the end-user market in the cannabis industry; the Company's ability to develop new products and solutions, bring them to market in a timely manner, and make enhancements to its platform; the Company's ability to maintain and grow its two-sided marketplace, including its ability to acquire and retain paying clients; the Company's ability to continue to collect on outstanding receivables; the Company's ability to realize the expected benefits of any strategic acquisitions; the effects of competition on the Company's future business; the Company's success in retaining or recruiting, or changes required in, officers, key employees or directors; cyber-attacks and security vulnerabilities; the possibility that the Company may be adversely affected by other economic, business or competitive and those factors discussed in the Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-Ks filed with the SEC. If any of these risks materialize or these assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that the Company does not presently know or that the Company currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect the Company's expectations, plans or forecasts of future events and views as of the date of this press release. The Company anticipates that subsequent events and developments will cause the Company's assessments to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so, except as required by law. These forward-looking statements should not be relied upon as representing the Company's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Use of Non-GAAP Financial Measures

Our financial statements, including net income, are prepared in accordance with principles generally accepted in the United States of America ("GAAP").

To provide investors with additional information regarding our financial results, we have disclosed EBITDA and Adjusted EBITDA, both of which are non-GAAP financial measures that we calculate as net income before interest, taxes and depreciation and amortization expense in the case of EBITDA and further adjusted to exclude stock-based compensation, change in fair value of warrant liability, legal costs and other non-recurring charges, asset impairment charges, change in the TRA liability and other non-cash, unusual and/or infrequent costs in the case of Adjusted EBITDA. Below we have provided a reconciliation of net income (the most directly comparable GAAP financial measure) to EBITDA; and from EBITDA to Adjusted EBITDA.

We present EBITDA and Adjusted EBITDA because these metrics are a key measure used by our management to evaluate our operating performance, generate future operating plans and make strategic decisions regarding the allocation of investment capacity. Accordingly, we believe that EBITDA and Adjusted EBITDA provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management.

Each of EBITDA and Adjusted EBITDA has limitations as an analytical tool, and you should not consider any of these non-GAAP financial measures in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are as follows:

- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- EBITDA and Adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital needs; and
- EBITDA and Adjusted EBITDA do not reflect tax payments that may represent a reduction in cash available to us.

Because of these limitations, you should consider EBITDA and Adjusted EBITDA alongside other financial performance measures, including net income and our other GAAP results.

WM TECHNOLOGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except for share data)

	<u>September 30, 2025</u>	<u>December 31, 2024</u>
Assets		
Current assets		
Cash	\$ 62,591	\$ 51,966
Accounts receivable, net	10,710	10,060
Prepaid expenses and other current assets	8,284	7,486
Total current assets	81,585	69,512
Property and equipment, net	24,658	24,075
Goodwill	68,368	68,368
Intangible assets, net	1,650	1,952
Right-of-use assets	12,802	14,695
Other assets	3,848	3,264
Total assets	<u>\$ 192,911</u>	<u>\$ 181,866</u>
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable and accrued expenses	\$ 20,083	\$ 20,102
Deferred revenue	5,114	5,433
Operating lease liabilities, current	3,778	3,492
Tax receivable agreement liability, current	2,531	1,406
Warrant liability, current	585	—
Total current liabilities	32,091	30,433
Operating lease liabilities, non-current	23,660	26,601
Tax receivable agreement liability, non-current	—	3,006
Warrant liability, non-current	—	585
Other long-term liabilities	1,802	1,174
Total liabilities	57,553	61,799
Commitments and contingencies		
Stockholders' equity		
Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at September 30, 2025 and December 31, 2024	—	—
Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 107,897,133 shares issued and outstanding at September 30, 2025 and 99,033,110 shares issued and outstanding at December 31, 2024	11	10
Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 49,319,542 shares issued and outstanding at September 30, 2025 and 54,319,542 shares issued and outstanding at December 31, 2024	5	5
Additional paid-in capital	108,237	92,941
Accumulated deficit	(51,345)	(56,879)
Total WM Technology, Inc. stockholders' equity	56,908	36,077
Non-controlling interests	78,450	83,990
Total stockholders' equity	135,358	120,067
Total liabilities and stockholders' equity	<u>\$ 192,911</u>	<u>\$ 181,866</u>

WM TECHNOLOGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except for share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenues	\$ 42,176	\$ 46,552	\$ 131,635	\$ 136,844
Costs and expenses				
Cost of revenues (exclusive of depreciation and amortization shown separately below)	2,118	2,182	6,639	6,729
Sales and marketing	10,779	9,671	28,639	30,374
Product development	6,412	9,484	21,945	28,355
General and administrative	17,840	16,494	57,990	51,549
Depreciation and amortization	3,068	3,517	9,847	9,641
Total costs and expenses	<u>40,217</u>	<u>41,348</u>	<u>125,060</u>	<u>126,648</u>
Operating income	1,959	5,204	6,575	10,196
Other income (expenses), net				
Change in fair value of warrant liability	(390)	585	—	195
Change in tax receivable agreement liability	1,550	(548)	460	(1,486)
Other income (expense)	535	98	1,281	(362)
Income before income taxes	3,654	5,339	8,316	8,543
Provision for income taxes	13	21	22	72
Net income	3,641	5,318	8,294	8,471
Net income attributable to non-controlling interests	1,181	1,986	2,760	3,183
Net income attributable to WM Technology, Inc.	<u>\$ 2,460</u>	<u>\$ 3,332</u>	<u>\$ 5,534</u>	<u>\$ 5,288</u>
Class A Common Stock:				
Basic income per share	\$ 0.02	\$ 0.03	\$ 0.05	\$ 0.06
Diluted income per share	\$ 0.02	\$ 0.03	\$ 0.05	\$ 0.05
Class A Common Stock:				
Weighted average basic shares outstanding	107,569,086	97,166,788	105,797,793	95,743,064
Weighted average diluted shares outstanding	109,112,744	97,811,251	108,144,795	96,761,731

WM TECHNOLOGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2025	2024
Cash flows from operating activities		
Net income	\$ 8,294	\$ 8,471
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	9,847	9,641
Change in fair value of warrant liability	—	(195)
Change in tax receivable agreement liability	(460)	1,486
Amortization of right-of-use lease assets	1,894	3,284
Stock-based compensation	6,369	7,172
Loss contingency	2,324	—
Provision (recovery) for credit losses	2,618	(295)
Gain on lease termination	—	(109)
Changes in operating assets and liabilities:		
Accounts receivable	(3,268)	3,546
Prepaid expenses and other current assets	(798)	(439)
Other assets	450	1,029
Accounts payable and accrued expenses	(1,154)	(1,169)
Deferred revenue	(319)	(153)
Operating lease liabilities	(2,655)	(4,994)
Net cash provided by operating activities	<u>23,142</u>	<u>27,275</u>
Cash flows from investing activities		
Capitalized software and expenditures	(9,359)	(9,499)
Net cash used in investing activities	<u>(9,359)</u>	<u>(9,499)</u>
Cash flows from financing activities		
Distributions to non-controlling interests	(1,916)	(7,250)
Proceeds from repayment of related party note	183	286
Tax receivable agreement payment	(1,422)	(116)
Taxes paid related to net share settlement of equity awards	(3)	(3)
Net cash used in financing activities	<u>(3,158)</u>	<u>(7,083)</u>
Net increase in cash	10,625	10,693
Cash – beginning of period	51,966	34,350
Cash – end of period	<u>\$ 62,591</u>	<u>\$ 45,043</u>

WM TECHNOLOGY, INC. AND SUBSIDIARIES
RECONCILIATION OF NET INCOME TO EBITDA AND ADJUSTED EBITDA
(Unaudited)
(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	(in thousands)			
Net income	\$ 3,641	\$ 5,318	\$ 8,294	\$ 8,471
Provision for income taxes	13	21	22	72
Depreciation and amortization expenses	3,068	3,517	9,847	9,641
Interest income	(472)	(280)	(1,312)	(331)
EBITDA	6,250	8,576	16,851	17,853
Stock-based compensation	1,551	1,601	6,369	7,172
Change in fair value of warrant liability	390	(585)	—	(195)
Legal costs and other non-recurring charges ⁽¹⁾	918	1,172	3,458	4,685
Reduction in force (recovery) expense ⁽²⁾	—	—	879	—
Loss contingency ⁽³⁾	—	—	2,324	—
Change in tax receivable agreement liability	(1,550)	548	(460)	1,486
Adjusted EBITDA	\$ 7,559	\$ 11,312	\$ 29,421	\$ 31,001

¹As of September 30, 2025, includes legal and advisory fees related to among other things, ongoing litigation related to shareholder class action and derivative actions, and as of September 30, 2024, includes legal and advisory fees related to the SEC enforcement matter and SEC settlement. See Note 5, “Commitments and Contingencies” to the condensed consolidated financial statements included in our Quarterly Report on Form 10-Q for the period ended September 30, 2025 filed with the SEC for additional information

²Represents severance charges included in general and administrative expense in the condensed consolidated statement of operations, related to certain reduction in force actions taken by our management. These reduction in force actions are designed to enhance operational efficiency and align resources with strategic priorities in its corporate technology and marketing divisions.

³Represents loss contingency related to the shortfall under the AWS minimum commitment obligation. See Note 5, “Commitments and Contingencies” to the condensed consolidated financial statements included in our Quarterly Report on Form 10-Q for the period ended September 30, 2025 filed with the SEC for additional information

Contacts

Investor Relations:

investors@weedmaps.com

Media Contract:

press@weedmaps.com