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): March 16, 2023

	CHNOLOGY of registrant as specified in its o	•
Delaware (State or Other Jurisdiction of	001-39021 (Commission File Number)	98-1605615 (I.R.S. Employer Identification
Incorporation)		No.)
41 Discovery		
Irvine, California		92618
(Address of principal executive offices)		(Zip Code)
	(844) 933-3627	
(Registrant's t	elephone number, including are	ea code)
d C	N/A	1
(Former name or f	ormer address, if changed since	e last report.)
Check the appropriate box below if the Form 8-K filing is interfollowing provisions:	tended to simultaneously satisfy	y the filing obligations of the registrant under any of the
Written communications pursuant to Rule 425 under the Se	ecurities Act (17 CFR 230.425)	
Soliciting material pursuant to Rule 14a-12 under the Exch	ange 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 chapter) or Rule 12b–2 of the Securities Exchange Act of 193-		Rule 405 of the Securities Act of 1933 (§230.405 of this Emerging growth company
		5 55 F- 7

If an emerging growth company new or revised financial accoun	y, indicate by check mark if the tting standards provided pursuar	registrant has elected not to unit to Section 13(a) of the Exc	use the extended transition periodal hange Act . \square	od for complying with any

Item 2.02 Results of Operations and Financial Conditions

On March 16, 2023, WM Technology, Inc. announced its financial results for the fourth quarter ended December 31, 2022. 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 March 16, 2023

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: March 16, 2023

WM TECHNOLOGY, INC.

By: /s/ Arden Lee

Arden Lee

Chief Financial Officer



WM Technology, Inc. Reports Fourth Quarter and Full Year 2022 Financial Results

Announces Fourth Quarter 2022 Financial Results with Revenue of \$49.3 million with Full Year Revenue of \$215.5 million

Irvine, Calif. -- March 16, 2023 -- WM Technology, Inc. ("WM Technology" or the "Company") (Nasdaq: MAPS), a leading technology and technology solutions provider to the cannabis industry, today announced its financial results for the fourth quarter ending December 31, 2022.

"Our fourth quarter results, consistent with our prior guidance, reflect both the continued importance of WM Technology to our clients and users as well as the challenging operating environment that exists today in cannabis," said Doug Francis, Executive Chair of WM Technology. "Having returned in November to an operating role at Weedmaps, I have spent the past four months listening to our clients' needs and working actively with our teams to build an achievable plan for 2023. This plan will enable Weedmaps to expand our leadership role, help drive market stability, and allow our clients to experience profitable and sustainable growth. Further, we now have a financial outlook that returns us to our roots of top-line growth as well as positive Adjusted EBITDA and cash flow."

Fourth Quarter 2022 Financial Highlights

- Revenue was \$49.3 million as compared to \$54.2 million in the fourth quarter of 2021.
 - Average monthly paying clients⁽¹⁾ was 5,689, as compared to 4,766 in the prior year period.
 - Average monthly revenue per paying client⁽²⁾ was \$2,888, as compared to \$3,789 in the prior year period.
- Net loss was \$60.8 million as compared to net income of \$78.4 million in the prior year period. The net loss included the impact of severance
 payments related to headcount reductions as well as a non-cash charge related to a full valuation allowance recorded against deferred tax assets.
- Adjusted EBITDA⁽³⁾ was \$1.5 million as compared to \$3.8 million in the prior year period. Prior to provision for doubtful accounts (non-cash), Adjusted EBITDA⁽³⁾ was \$3.9 million as compared to \$6.3 million in the prior year period.
- Basic and diluted net loss per share were \$1.19 based on 91.4 million weighted average shares of Class A Common Stock outstanding.
- Total shares outstanding across Class A and Class V Common Stock were 147.5 million as of December 31, 2022.
- Cash totaled \$28.6 million as of December 31, 2022, with no long-term debt.

Fiscal Year 2022 Financial Highlights

- Revenue was \$215.5 million for the year ended December 31, 2022, as compared to \$193.1 million in the prior year.
 - $^{\circ}$ $\;$ Average monthly paying clients $^{(1)}$ was 5,457, as compared to 4,337 in the prior year.
 - Average monthly revenue per paying client⁽²⁾ was \$3,291, as compared to \$3,711 in the prior year.
- Net loss was \$82.7 million as compared to net income of \$152.2 million in the prior year.
- Adjusted EBITDA⁽³⁾ was \$(9.6) million as compared to \$31.7 million in the prior year.
- Basic and diluted net loss per share were \$1.36 based on 85.0 million weighted average shares of Class A Common Stock outstanding.

Reconciliations of GAAP to non-GAAP financial measures have been provided in the tables included in this release.

(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 revenue per paying client is defined as the average monthly revenue for any particular period divided by the average monthly paying clients in the same respective period.

(3) For further information about how we calculate EBITDA, Adjusted EBITDA, and Adjusted EBITDA before Provision for Doubtful Accounts as well as limitations of their use and a reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts to net (loss) income, see "Reconciliation of Net (Loss) Income to EBITDA, Adjusted EBITDA, and Adjusted EBITDA before Provision for Doubtful Accounts" below.

Business Outlook

Based on information available as of March 16, 2023, WM Technology is issuing guidance for the first quarter of 2023 as follows:

- Revenue is estimated to be \$47 million.
- Non-GAAP Adjusted EBITDA⁽¹⁾ is estimated to be approximately \$4 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 periods. 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

The Company will host a conference call and webcast today, Thursday, March 16, 2023, at 2:00 p.m. Pacific Time (5:00 p.m. Eastern Time) at https://edge.media-server.com/mmc/p/nbphbmfy. A webcast replay will also be archived at ir.weedmaps.com.

The Company has used, and intends 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.

(1) For further information about how we calculate EBITDA, Adjusted EBITDA, and Adjusted EBITDA before Provision for Doubtful Accounts as well as limitations of their use and a reconciliation of EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts to net (loss) income, see "Reconciliation of Net (Loss) Income to EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts" below.

About WM Technology

Founded in 2008, and headquartered in Irvine, California, WM Technology, Inc. operates a leading online cannabis marketplace for consumers together with a comprehensive set of eCommerce and compliance software solutions for cannabis businesses, which are sold to retailers and brands in the United States state-legal and Canadian cannabis markets. The Company's comprehensive business-to-consumer ("B2C") and business-to-business ("B2B") suite of products afford cannabis retailers and brands of all sizes integrated tools to compliantly run their businesses and to reach, convert, and retain consumers.

The Company's mission is to power a transparent and inclusive global cannabis economy. The Company's technology addresses the challenges facing both consumers seeking to understand cannabis products and businesses who serve cannabis users in a legally compliant fashion. Over the past 14 years, Weedmaps has become a premier destination for cannabis consumers to discover and browse information regarding cannabis and cannabis products, permitting product discovery and order-ahead for pickup or delivery by participating retailers. Weedmaps for Business is a set of eCommerce-enablement tools designed to help retailers and brands get the best out of the Weedmaps' consumer experience, create labor efficiencies, and manage compliance needs.

WM Technology, Inc. holds a strong belief in the importance of enabling safe, legal access to cannabis for consumers worldwide. The Company believes it offers the only comprehensive software platform that allows cannabis retailers to reach their target audience, quickly and cost effectively, addressing a wide range of needs. The Company is committed to building the software solutions that power cannabis businesses compliantly in the industry, to advocating for legalization, licensing and social equity of cannabis, and to facilitating further learning through partnership with subject matter experts to provide detailed, accurate information about cannabis.

WM Technology, Inc. supports remote work for all eligible employees. Visit us at www.weedmaps.com.

Forward-Looking Statements

This press release includes "forward-looking statements" regarding our future business expectations which involve risks and uncertainties. Forwardlooking 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 and projections of market opportunity and market share. 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 customers and retain existing customers; expectations and timing related to commercial product launches; success of the Company's go-to-market strategy; 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 our future operations; the outcome of any known and unknown litigation and regulatory proceedings; changes in domestic and foreign business, market, financial, political and legal conditions; risks relating to the uncertainty of the projected financial information with respect to the Company; 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 industry; 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 develop new products and solutions, bring them to market in a timely manner, and make enhancements to its platform and the Company's ability to maintain and grow its two-sided digital network, including its ability to acquire and retain paying customers; 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, including the CEO transition; the possibility that we may be adversely affected by other economic, business or competitive factors; the possibility that the Company may be adversely affected by other economic, business or competitive and those factors discussed in the Company's 2022 Annual Report on Form 10-K to be filed with Securities and Exchange Commission (the "SEC") and subsequent Form 10-Qs or 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 (loss), 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, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts, all of which are non-GAAP financial measures that we calculate as net income (loss) 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, change in tax receivable agreement liability, impairment charges, transaction related bonuses, transaction costs, legal settlements and other legal costs, reduction in force and executive departures and other non-cash, unusual and/or infrequent costs in the case of Adjusted EBITDA. Adjusted EBITDA is further adjusted to exclude provision for doubtful accounts for the case of Adjusted EBITDA before Provision for Doubtful Accounts. Below we have provided a reconciliation of net (loss) income (the most directly comparable GAAP financial measure) to EBITDA; from EBITDA to Adjusted EBITDA before Provision for Doubtful Accounts.

We present EBITDA, Adjusted EBITDA, and Adjusted EBITDA before Provision for Doubtful Accounts 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, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management.

Each of EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts 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, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts do not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts do not reflect changes in, or cash requirements for, our working capital needs; and
- EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts do not reflect tax payments that may represent a reduction in cash available to us.

Because of these limitations, you should consider EBITDA, Adjusted EBITDA and Adjusted EBITDA before Provision for Doubtful Accounts alongside other financial performance measures, including net income (loss) and our other GAAP results.

Definition of Key Operating and Financial Metrics

- Average Monthly Revenue Per Paying Client: Average monthly revenue per paying client measures how much clients, for the period of
 measurement, are willing to pay us for our subscription and additional offerings and the efficiency of the bid-auction process for our featured
 listings placements. We calculate this metric by dividing the average monthly revenue for any particular period by the average monthly number of
 paying clients in the same respective period. The calculation of monthly revenue includes revenue from any clients that cease to be paying clients
 during the applicable month.
- **Average Monthly Paying Clients**: We define average monthly paying clients as the monthly average of clients billed each month over a particular period (and for which services were provided).

WM TECHNOLOGY, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

(Unaudited) (In thousands, except for share data)

Name		December 31,				
Carb \$ 28,58 \$ 67,77 Accounts receivable, net 117,438 17,550 Pepald expenses and other current assets 8,962 13,607 Total current assets 54,983 98,334 Property and equipment, net 24,928 13,283 Goodwill 16,368 45,295 Intangible assets, net 10,339 8,390 Right-of-use assets 31,447 36,499 Deferred tax assets, net			2022		2021	
Cases \$ 28,583 \$ 67,775 Accounts receivable, net 17,580 13,600 13,600 13,600 13,600 13,600 13,600 13,600 13,600 13,600 13,600 13,600 13,600 13,600 13,203 13,20	Assets					
Accounts receivable, net 17,438 17,500 Prepaid expenses and other current assets 8,962 13,607 Total current assets 54,983 98,934 Property and equipment, net 24,928 13,283 Goodwill 10,339 8,299 Intangible assets, net 10,339 8,299 Right-of-use assets 31,447 36,549 Deferred tax asset, net 8,970 152,097 Other assets 8,970 10,687 Total assets 8,970 \$ 365,144 Liabilities and Equity 8 199,035 \$ 365,144 Liabilities and Equity 8 33,363 \$ 23,155 Deferred revenue 6,334 5,463 Operating lease liabilities, current 6,334 5,463 Other current liabilities 43,223 37,800 Operating lease liabilities, non-current 33,043 39,377 Tax receivable agreement liability 2,090 2,746 Other current liabilities 2,092 2,746 Other long-term liabilities <td>Current assets</td> <td></td> <td></td> <td></td> <td></td>	Current assets					
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Total current assets	Accounts receivable, net		17,438		17,550	
Property and equipment, net 24,928 13,283 Goodwill 68,368 45,295 Intangible assets, net 10,33 8,299 Right-of-use assets 31,447 36,549 Deferred tax asset, net 8,970 10,687 Other assets 8,990 10,687 Total assets 199,005 \$ 365,144 Libilities and Equity 5 33,635 \$ 23,155 Deferred revenue 6,256 8,057 Operating lease liabilities, current 6,34 5,463 Other current liabilities 33,035 37,800 Operating lease liabilities, non-current 33,043 39,377 Total current liabilities 33,043 39,377 Querranti plase liabilities, non-current 33,043 39,377 Tax receivable agreement liability 5 12,566 Warrant liabilities 2,090 27,460 Other long-term liabilities 2,302 2- Total Liabilities 3 2,332 Stockholders' equity 5 2,322	Prepaid expenses and other current assets		8,962		13,607	
Goodwill 68,368 45,295 Intangible assets, net 10,339 8,299 Right-of-use assets 3,147 152,097 Other assets 8,970 10,687 Total assets 8,970 365,144 Liabilities and Equity Current liabilities Accounts payable and accrued expenses \$ 33,635 \$ 23,155 Deferred revenue 6,256 8,057 Operating lease liabilities, current 6,334 5,463 Other current liabilities 9,8 1,125 Total current liabilities 46,323 37,800 Operating lease liabilities, non-current 33,043 39,377 Xa receivable agreement liability 2,009 27,400 Warrant liability 2,009 27,400 Other current mibilities 2,302 — Total luibilities 2,302 — Varrant liability 2,002 — Vering the properties of the	Total current assets		54,983		98,934	
Intangible assets, net 10,339 8,299 Right-of-use assets 31,447 36,549 Deferred tax asset, net 8,970 10,687 Other assets 8,970 365,140 Liabilities and Equits 8,970 365,144 Libilities and Equits 8,970 8,970 Current liabilities 33,633 \$ 23,155 Deferred revenue 6,254 8,057 Operating lease liabilities, current 6,334 5,463 Obert current liabilities 46,323 37,800 Operating lease liabilities, non-current 33,433 39,377 Tax receivable agreement liability 500 128,567 Warrant liabilities 2,090 27,460 Warrant liabilities 2,302 2 Other long-term liabilities 84,252 233,204 Freferred stock - \$0,0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and 56,777,361 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2022 and 65,677,361 shares i	Property and equipment, net		24,928		13,283	
Right-of-use assets 31,447 36,549 Deferred tax asset, net 8,970 126,087 Other assets \$ 199,035 \$ 365,144 Liabilities and Equity Eurent liabilities Accounts payable and accrued expenses \$ 33,635 \$ 23,155 Deferred revenue 6,256 8,057 Operating lease liabilities, current 6,334 5,463 Other current liabilities 98 1,125 Total current liabilities, non-current 33,043 39,377 Tax receivable agreement liability 2,000 27,460 Other long-term liabilities 2,302 27,460 Other long-term liabilities 2,302 23,202 Tax receivable agreement liability 2,009 27,460 Other long-term liabilities 2,302 23,202 Total liabilities 2,302 23,202 Total liabilities 2,009 27,602 Class A Common Stock - So.0001 par value; 1,500,000,000 shares authorized; 92,062,468 8 shares issued and outstanding at December 31, 2021 and 56,677,361 shares issued and ou	Goodwill		68,368		45,295	
Deferred tax asset, net 152,097 Other assets 8,970 10,687 Total assets \$ 199,035 \$ 65,144 Liabilities \$ 199,035 \$ 5,354 Current liabilities Accounts payable and accrued expenses \$ 33,635 \$ 23,155 Deferred revenue 6,256 8,057 Operating lease liabilities, current 6,334 5,463 Ober current liabilities 46,323 37,800 Operating lease liabilities, non-current 30,43 39,377 Tax receivable agreement liability 500 128,657 Warrant liabilities 2,000 27,600 Other long-term liabilities 84,253 233,204 Other long-term liabilities 2,000 2,700 2,700 Other long-term liabilities 84,255 233,204 Other long-term liabilities 84,255 233,204 Stockholders' equity 2,000 3,000 3,000 3,00 3,000 3,000 3,000 3,000 3,000 3,000 3,000 3,000	Intangible assets, net		10,339		8,299	
Other assets 8,970 10,687 Total assets 199,035 365,144 Libilities ant Equity Urnent liabilities Accounts payable and accrued expenses \$ 33,635 \$ 23,155 Deferred revenue 6,256 8,057 Operating lease liabilities, current 6,334 5,463 Other current liabilities 46,323 37,800 Operating lease liabilities, non-current 35,043 39,377 Total current liabilities 46,323 39,370 Operating lease liabilities, non-current 30,03 39,377 Total current liabilities 46,323 39,370 Operating lease liabilities, non-current 30,03 39,377 Tax receivable agreement liability 50 128,567 Varientil liabilities 2,090 27,460 Warrant liabilities 2,090 27,460 Other long-term liabilities 48,258 233,204 Total liabilities 48,258 233,204 Total liabilities 5 2 -	Right-of-use assets		31,447		36,549	
Total assets \$ 199,035 \$ 365,144 Liabilities and Equity Saccounts payable and accrued expenses \$ 33,635 \$ 23,155 Deferred revenue \$ 6,256 \$ 8,057 Operating lease liabilities, current \$ 6,334 \$ 5,463 Other current liabilities \$ 6,334 \$ 5,463 Other current liabilities \$ 6,334 \$ 5,463 Other current liabilities \$ 98 \$ 1,125 Total current liabilities \$ 46,323 \$ 37,800 Operating lease liabilities, non-current \$ 33,043 \$ 39,377 Tax receivable agreement liability \$ 500 \$ 128,567 Warrant liability \$ 5,000 \$ 27,460 Other long-term liabilities \$ 2,090 \$ 27,460 Other long-term liabilities \$ 2,302 \$ 2 - 2 Total liabilities \$ 84,258 \$ 233,204 Stockholders' equity Preferred Stock - \$ 50,0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2021 and 56,577,361 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2021 and 55,77,361 shares issued and outstanding at December 31, 2021 and 55,77,361 shares issued and outstanding at December 31, 2021 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issued and outstanding at December 31, 2022 and 65,577,361 shares issue	Deferred tax asset, net		_		152,097	
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Current liabilities	Total assets	\$	199,035	\$	365,144	
Accounts payable and accrued expenses \$ 33,635 \$ 23,155 Deferred revenue 6,256 8,057 Operating lease liabilities, current 6,334 5,463 Other current liabilities 98 1,125 Total current liabilities 46,323 37,800 Operating lease liabilities, non-current 33,043 39,377 Tax receivable agreement liability 500 128,567 Warrant liabilities 2,302 2,460 Other long-term liabilities 84,258 233,204 Other long-term liabilities 84,258 233,204 Stockholders' equity - - Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 - - Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issue	Liabilities and Equity					
Deferred revenue 6,256 8,057 Operating lease liabilities, current 6,334 5,463 Other current liabilities 98 1,125 Total current liabilities 46,323 37,800 Operating lease liabilities, non-current 33,043 39,377 Tax receivable agreement liability 500 128,567 Warrant liability 500 27,460 Other long-term liabilities 2,302 — Total liabilities 84,258 233,204 Stockholders' equity — — Preferred Stock - \$0,0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — — Class A Common Stock - \$0,0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0,0001 par value; 50,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 5 7 Additional paid-in capital 67,986 2,173 2	Current liabilities					
Operating lease liabilities, current 6,334 5,463 Other current liabilities 98 1,125 Total current liabilities 46,323 37,800 Operating lease liabilities, non-current 33,043 39,377 Tax receivable agreement liability 500 128,567 Warrant liability 2,090 27,460 Other long-term liabilities 2,302 — Total liabilities 84,258 233,204 Stockholders' equity — — Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — — Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 5 7 Additional paid-in capital 67,986 2,173 (Accumulated deficit) retained earnings (54,620) <	Accounts payable and accrued expenses	\$	33,635	\$	23,155	
Other current liabilities 98 1,125 Total current liabilities 46,323 37,800 Operating lease liabilities, non-current 33,043 39,377 Tax receivable agreement liability 500 128,567 Warrant liability 2,090 27,460 Other long-term liabilities 2,302 — Total liabilities 84,258 233,204 Stockholders' equity — — Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — — Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 8 8 8 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 9 7 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 5 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021	Deferred revenue		6,256		8,057	
Total current liabilities 46,323 37,800 Operating lease liabilities, non-current 33,043 39,377 Tax receivable agreement liability 500 128,567 Warrant liability 2,090 27,460 Other long-term liabilities 2,302 — Total liabilities 84,258 233,204 Stockholders' equity Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — — Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 9 7 Additional paid-in capital 67,986 2,173 (Accumulated deficit) retained earnings (54,620) 61,369 Total WM Technology, Inc. stockholders' equity 13,380 63,556 Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	Operating lease liabilities, current		6,334		5,463	
Operating lease liabilities, non-current 33,043 39,377 Tax receivable agreement liability 500 128,567 Warrant liability 2,090 27,460 Other long-term liabilities 2,302 — Total liabilities 84,258 233,204 Stockholders' equity Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — — Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2021 and 65,677,361 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 9 7 Additional paid-in capital 67,986 2,173 (Accumulated deficit) retained earnings (54,620) 61,369 Total WM Technology, Inc. stockholders' equity 13,380 63,556 Noncontrolling interests 101,397 68,384 Total equity 131,940	Other current liabilities		98		1,125	
Tax receivable agreement liability 500 128,567 Warrant liability 2,090 27,460 Other long-term liabilities 2,302 — Total liabilities 84,258 233,204 Stockholders' equity — — Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — — Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 5 7 Additional paid-in capital 67,986 2,173 (Accumulated deficit) retained earnings (54,620) 61,369 Total WM Technology, Inc. stockholders' equity 13,380 63,556 Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	Total current liabilities	<u> </u>	46,323		37,800	
Warrant liability 2,090 27,460 Other long-term liabilities 2,302 — Total liabilities 84,258 233,204 Stockholders' equity — — Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — — Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2021 and 65,677,361 shares issued and outstanding at December 31, 2021 and 65,572,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502,347 shares issued and outstanding at December 31, 2021 and 65,502	Operating lease liabilities, non-current		33,043		39,377	
Other long-term liabilities 2,302 — Total liabilities 84,258 233,204 Stockholders' equity Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 — Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 — Additional paid-in capital 67,986 2,173 (Accumulated deficit) retained earnings (54,620) 61,369 Total WM Technology, Inc. stockholders' equity 13,380 63,556 Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	Tax receivable agreement liability		500		128,567	
Total liabilities 84,258 233,204 Stockholders' equity Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 — — Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 5 7 Additional paid-in capital 67,986 2,173 (Accumulated deficit) retained earnings (54,620) 61,369 Total WM Technology, Inc. stockholders' equity 13,380 63,556 Noncontrolling interests 101,397 68,384 Total equity 110,0000 10000 10000 10000 10000 10000 10000 100000 100000 1	Warrant liability		2,090		27,460	
Stockholders' equity Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 Additional paid-in capital (Accumulated deficit) retained earnings Total WM Technology, Inc. stockholders' equity Noncontrolling interests Total equity 101,397 68,384 Total equity	Other long-term liabilities		2,302		_	
Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021 Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 Additional paid-in capital (Accumulated deficit) retained earnings Total WM Technology, Inc. stockholders' equity Noncontrolling interests Total equity Total equity - — — — — — — — — — — — — — —	Total liabilities	'	84,258		233,204	
outstanding at December 31, 2022 and December 31, 2021 Class A Common Stock - \$0.0001 par value; 1,500,000,000 shares authorized; 92,062,468 shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 67,986 2,173 (Accumulated deficit) retained earnings Total WM Technology, Inc. stockholders' equity Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	Stockholders' equity					
shares issued and outstanding at December 31, 2021 9 7 Class V Common Stock - \$0.0001 par value; 500,000,000 shares authorized, 55,486,361 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 5 7 Additional paid-in capital 67,986 2,173 (Accumulated deficit) retained earnings (54,620) 61,369 Total WM Technology, Inc. stockholders' equity 13,380 63,556 Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	Preferred Stock - \$0.0001 par value; 75,000,000 shares authorized; no shares issued and outstanding at December 31, 2022 and December 31, 2021		_		_	
issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding at December 31, 2021 5 7 Additional paid-in capital 67,986 2,173 (Accumulated deficit) retained earnings (54,620) 61,369 Total WM Technology, Inc. stockholders' equity 13,380 63,556 Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	shares issued and outstanding at December 31, 2022 and 65,677,361 shares issued and		9		7	
(Accumulated deficit) retained earnings(54,620)61,369Total WM Technology, Inc. stockholders' equity13,38063,556Noncontrolling interests101,39768,384Total equity114,777131,940	issued and outstanding at December 31, 2022 and 65,502,347 shares issued and outstanding		5		7	
Total WM Technology, Inc. stockholders' equity 13,380 63,556 Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	Additional paid-in capital		67,986		2,173	
Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	(Accumulated deficit) retained earnings		(54,620)		61,369	
Noncontrolling interests 101,397 68,384 Total equity 114,777 131,940	Total WM Technology, Inc. stockholders' equity		13,380		63,556	
Total equity 114,777 131,940						
d 100.005 d 205.444	<u> </u>				131,940	
	Total liabilities and equity	\$	199,035	\$	365,144	

WM TECHNOLOGY, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(In thousands, except for share data)

	Three Months Ended December 31,					Years Ended December 31,					
		2022	2021		2022	2021					
Revenues	\$	49,285	\$	54,177	\$	215,531	\$	193,146			
Operating expenses											
Cost of revenues (exclusive of depreciation and amortization shown separately below)		3,537		2,138		15,407		7,938			
Sales and marketing		20,737		18,925		82,624		56,119			
Product development		12,179		9,474		50,520		35,395			
General and administrative		32,949		27,091		125,104		97,447			
Depreciation and amortization		2,582		1,455		11,498		4,425			
Total operating expenses		71,984		59,083		285,153		201,324			
Operating (loss) income		(22,699)		(4,906)		(69,622)		(8,178)			
Other income (expenses)											
Change in fair value of warrant liability		4,765		82,890		25,370		166,518			
Change in tax receivable agreement liability		142,352		_		142,352		_			
Other expense, net		(444)		(382)		(1,674)		(6,723)			
Income before income taxes		123,974		77,602		96,426		151,617			
Provision for (benefit from) income taxes		184,776		(843)		179,077		(601)			
Net (loss) income		(60,802)		78,445		(82,651)		152,218			
Net income attributable to noncontrolling interests		47,822		43,160		33,338		91,835			
Net (loss) income attributable to WM Technology, Inc.	\$	(108,624)	\$	35,285	\$	(115,989)	\$	60,383			
Class A Common Stock:											
Basic (loss) income per share	\$	(1.19)	\$	0.53	\$	(1.36)	\$	0.93			
Diluted loss per share	\$	(1.19)	\$	0.53	\$	(1.36)	\$	(0.18)			
Class A Common Stock:											
Weighted average basic shares outstanding		91,421,796		66,018,175		85,027,120		65,013,517			
Weighted average diluted shares outstanding		91,421,796		66,279,845		85,027,120		66,813,417			

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

	Years Ended December 31,			
		2022	2021	
Cash flows from operating activities				
Net (loss) income	\$	(82,651)	\$ 152,218	
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:				
Depreciation and amortization		11,498	4,425	
Change in fair value of warrant liability		(25,370)	(166,518)	
Change in tax receivable agreement liability		(142,352)	_	
Impairment loss		4,317	2,372	
Stock-based compensation		23,493	29,324	
Deferred tax asset		179,077	(842)	
Provision for doubtful accounts		17,216	5,487	
Changes in operating assets and liabilities:				
Accounts receivable		(16,270)	(13,609)	
Prepaid expenses and other current assets		7,461	8,235	
Other assets		(229)	(313)	
Accounts payable and accrued expenses		14,084	6,618	
Deferred revenue		(1,895)	2,793	
Net cash (used in) provided by operating activities	·	(11,621)	30,190	
	·			
Cash flows from investing activities				
Purchases of property and equipment		(16,055)	(7,935)	
Cash paid for acquisitions, net of cash acquired		(713)	(16,000)	
Cash paid for acquisition holdback release		(1,000)	_	
Cash paid for other investments		_	(6,500)	
Net cash used in investing activities		(17,768)	(30,435)	
		(, ==)	(==, ==)	
Cash flows from financing activities				
Distributions		(2,448)	(18,998)	
Repayment of insurance premium financing		(7,344)	(7,098)	
Taxes paid related to net share settlement of equity awards		(13)	(-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Proceeds from business combination		(15)	79,969	
Payment of note payable		_	(205)	
Repurchase of Class B Units		_	(5,565)	
Net cash (used in) provided by financing activities		(9,805)	48,103	
The cash (asea in) provided by intaking activities		(5,565)	10,105	
Net (decrease) increase in cash		(39,194)	47,858	
Cash – beginning of year		67,777	19,919	
	\$		\$ 67,777	
Cash – end of year	Ψ	20,000	Ψ 07,777	

WM TECHNOLOGY, INC. AND SUBSIDIARIES

RECONCILIATION OF NET (LOSS) INCOME TO EBITDA, ADJUSTED EBITDA, AND ADJUSTED EBITDA BEFORE PROVISION FOR DOUBTFUL ACCOUNTS

(Unaudited) (In thousands)

Three Months Ended Years Ended December 31, December 31, 2022 2021 2022 2021 \$ (60,802) \$ Net (loss) income 78,445 \$ (82,651) \$ 152,218 Provision for (benefit from) income taxes 184,776 (843)179,077 (601)Depreciation and amortization expenses 2,582 1,455 11,498 4,425 **EBITDA** 126,556 79,057 107,924 156,042 Stock-based compensation 23,493 29,324 6,243 5,699 Change in fair value of warrant liability (4,765)(82,890)(25,370)(166,518)Warrant transaction costs 5,547 3,000 4,317 **Impairment** 2,372 650 Transaction related bonus expense 6,050 10,119 2,200 Transaction costs 1,133 251 2,583 Legal settlement and other legal costs 697 148 3,909 148 Change in Tax Receivable Agreement liability (142,352)(142,352)Reduction in force and executive departures 6,116 8,076 3,797 \$ 1,545 (9,633)31,698 Adjusted EBITDA Provision for doubtful accounts 2,349 2,472 17,216 5,487 Adjusted EBITDA before Provision for Doubtful Accounts 3,894 \$ 6,269 \$ 7,583 \$ 37,185

⁽¹⁾ Stock-based compensation expense is recorded in the following expense categories on the accompanying consolidated statements of income for the three months and year ended December 31, 2022:

	Three Months Ended December 31,					Years Ended December 31,					
	2022 2021				2022		2021				
Sales and marketing	\$	1,519	\$	1,506	\$	6,358	\$	6,021			
Product development		1,267		1,244		5,260		5,103			
General and administrative		3,457		2,949		11,875		18,200			
Total stock-based compensation expense	\$	6,243	\$	5,699	\$	23,493	\$	29,324			
Amount capitalized to software development		401		404		1,667		1,099			
Total stock-based compensation cost	\$	6,644	\$	6,103	\$	25,160	\$	30,423			

WM TECHNOLOGY, INC. AND SUBSIDIARIES SELECTED KEY OPERATING AND FINANCIAL METRICS (Unaudited)

Selected Key Operating and Financial Metrics

	Three Mon Decem		Years Ended December 31				
	 2022		2021	2022		2021	
Average monthly revenue per paying client	\$ 2,888	\$	3,789	\$ 3,291	\$	3,711	
Average monthly paying clients	5,689		4,766	5,457		4,337	

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