



Q3 FY20

Earnings Slides

February 5, 2020



Safe Harbor Statement

Some of the matters discussed in this presentation contain forward-looking statements regarding the Company's future business prospects which are subject to certain risks and uncertainties, including competitive pressures, adverse economic conditions and governmental regulations.

These issues and other factors that may be identified from time to time in the Company's reports filed with the SEC could cause actual results to differ materially from those indicated in the forward-looking statements.

Our discussion today will include non-GAAP financial measures. We refer you to the appendix of this presentation and the Investor Relations section of our website, which include reconciliations to the comparable GAAP measures for each of the non-GAAP financial measures included in this discussion.

Our website is www.LiveRamp.com. The information contained on, or that can be accessed through, our website is not incorporated by reference into this presentation, and you should not consider any information contained on, or that can be accessed through, our website as part of this presentation.

Best-in-Class SaaS Model

Q3 FY20, Non-GAAP

Predictable, Recurring Revenue

\$286M¹

ARR
(up 28% YoY)

80%

Subscription
% of Total
Revenue

Subscription Customer Growth

770^{2,3}

Direct
Clients

130

LTM Direct
Net Client
Adds

Land & Expand with Network Effects

119%⁴

Platform
Net Retention

50⁵

\$1M Clients

Profitable Long-term Model

75%

Long-term
Gross Margin
Target

25%

Long-term
Op Margin
Target

Summary Financial Results

\$Ms, except per share amounts

	GAAP		Non-GAAP ⁶	
	Q320	YoY	Q320	YoY
Revenue	\$102	28%	—	—
Gross profit	\$64	42%	\$71	38%
<i>Gross margin</i>	<i>63%</i>	<i>6 pts</i>	<i>69%</i>	<i>5 pts</i>
Operating loss	(\$41)	<i>nm</i>	(\$6)	<i>nm</i>
<i>Operating margin</i>	<i>(41)%</i>	<i>20 pts</i>	<i>(5)%</i>	<i>8 pts</i>
Net loss	(\$38)	<i>nm</i>	(\$2)	<i>nm</i>
EPS	(\$0.56)	<i>nm</i>	(\$0.03)	<i>nm</i>
Share count	67.5	(13%)	67.5	(13%)

Trended Financial Measures

\$Ms, Non-GAAP

	FY17	FY18	Q119	Q219	Q319	Q419	FY19	Q120	Q220	Q320
Revenue	\$154	\$220	\$62	\$65	\$80	\$78	\$286	\$83	\$90	\$102
Gross profit	\$96	\$150	\$45	\$45	\$51	\$47	\$188	\$51	\$56	\$71
<i>Gross margin</i>	<i>62%</i>	<i>68%</i>	<i>73%</i>	<i>69%</i>	<i>64%</i>	<i>60%</i>	<i>67%</i>	<i>62%</i>	<i>63%</i>	<i>69%</i>
Operating loss	(\$59)	(\$36)	(\$6)	(\$14)	(\$11)	(\$22)	(\$54)	(\$22)	(\$20)	(\$6)
<i>Operating loss margin</i>	<i>(39%)</i>	<i>(16%)</i>	<i>(9%)</i>	<i>(22%)</i>	<i>(14%)</i>	<i>(29%)</i>	<i>(19%)</i>	<i>(27%)</i>	<i>(22%)</i>	<i>(5%)</i>
Adjusted EBITDA	(\$48)	(\$23)	(\$2)	(\$11)	(\$8)	(\$19)	(\$40)	(\$19)	(\$16)	(\$3)
<i>Adjusted EBITDA margin</i>	<i>(31%)</i>	<i>(10%)</i>	<i>(4%)</i>	<i>(17%)</i>	<i>(9%)</i>	<i>(24%)</i>	<i>(14%)</i>	<i>(23%)</i>	<i>(18%)</i>	<i>(3%)</i>
Transition costs impacting CoR	—	—	—	—	\$3	\$3	\$6	\$3	\$2	—
Transition costs impacting OpEx	—	—	—	\$4	\$6	\$6	\$16	\$4	\$3	—
Total Transition costs	—	—	—	\$4	\$9	\$9	\$22	\$7	\$5	—

FY17 results exclude Impact.

Totals may not foot due to rounding.

Transition costs included in reported gross profit and operating loss.

Revenue Summary

\$Ms

Revenue by Type	As Reported			Excluding Facebook		
	Q320	Q319	YoY	Q320	Q319	YoY
Subscription	\$82	\$65	25 %	\$82	\$65	25 %
Marketplace & Other	\$21	\$15	38 %	\$21	\$15	41 %
Total	\$102	\$80	28 %	\$102	\$80	28 %
Revenue by Geography	Q320	Q319	YoY	Q320	Q319	YoY
US	\$95	\$74	29 %	\$95	\$73	30 %
International	\$7	\$6	9 %	\$7	\$6	9 %
Total	\$102	\$80	28 %	\$102	\$80	28 %

Revenue is not adjusted for the acquisition of Data Plus Math given the deep integration of the organization.
Totals may not foot due to rounding.

Trended Revenue

\$Ms, Non-GAAP

Revenue as Reported	FY17	FY18	Q119	Q219	Q319	Q419	FY19	Q120	Q220	Q320
Subscription	\$115	\$172	\$51	\$55	\$65	\$66	\$237	\$68	\$72	\$82
YoY %	58%	50%	38%	30%	42%	40%	38%	33%	31%	25%
Marketplace & Other	40	48	11	10	15	13	49	14	18	21
YoY %	19%	21%	15%	(15)%	13%	(4)%	2%	27%	83%	38%
Total	\$154	\$220	\$62	\$65	\$80	\$78	\$286	\$83	\$90	\$102
YoY %	46%	43%	34%	20%	35%	30%	30%	32%	39%	28%
Revenue excl. Facebook	FY17	FY18	Q119	Q219	Q319	Q419	FY19	Q120	Q220	Q320
Subscription ex FB	\$115	\$172	\$51	\$55	\$65	\$66	\$237	\$68	\$72	\$82
YoY % ex FB	58%	50%	38%	30%	42%	40%	38%	33%	31%	25%
Marketplace & Other ex FB	20	27	8	8	15	13	44	14	18	21
YoY % ex FB	19%	35%	93%	27%	91%	43%	60%	76%	118%	41%
Total ex FB	\$135	\$199	\$59	\$63	\$80	\$78	\$281	\$83	\$90	\$102
YoY % ex FB	51%	48%	44%	29%	49%	40%	41%	39%	43%	28%

Revenue is not adjusted for the acquisition of Data Plus Math given the deep integration of the organization.

FY17 results exclude Impact.

Totals may not foot due to rounding.

Cash Flow

\$Ms

	Q320	Q319
Operating cash flow	\$16	(\$11)
Capital expenditures	\$3	\$2
Free Cash Flow	\$13	(\$13)

Four Corners of Growth

\$Ms, Non-GAAP

1 Subscription Net Retention

	Q319	Q419	Q120	Q220	Q320
Subscription Net Retention	>115%	114%	108%	109%	112%

Subscription net retention is defined as current period subscription revenue (net) from customers who have been on the platform for one year or more, divided by the prior year quarter subscription revenue (net), inclusive of upsell, churn and downsell.

2 Platform Net Retention

	Q319	Q419	Q120	Q220	Q320
Platform Net Retention	126%	115%	114%	119%	119%

Platform net retention is defined as current period subscription and marketplace revenue (net) from customers who have been on the platform for one year or more, divided by the prior year quarter subscription and marketplace revenue (net), inclusive of upsell, churn and downsell.

3 ARR Growth

	Q319	Q419	Q120	Q220	Q320
ARR	\$223	\$232	\$241	\$270	\$286
YoY %	45%	41%	33%	40%	28%
ARR ex IPG	\$203	\$212	\$221	\$250	\$265
YoY %	32%	28%	22%	30%	30%

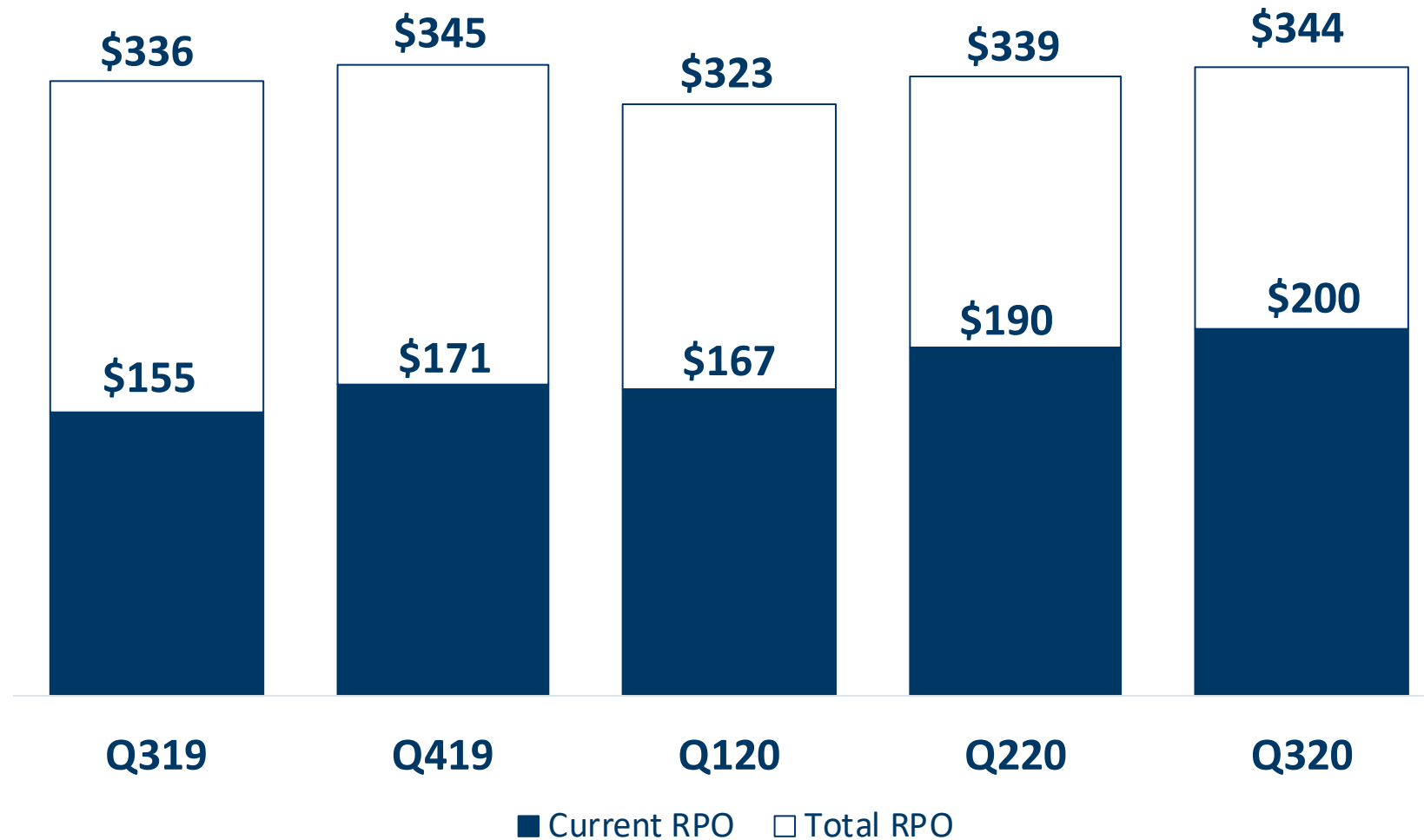
Annualized recurring revenue (ARR) is ending MRR (last month of quarter) annualized. Recurring revenue is fixed and contracted subscription revenue and does not include any variable or non-recurring revenue amounts. ARR ex IPG is annualized recurring revenue excluding ARR from Interpublic Group (IPG).

4 TTM Marketplace Revenue Growth

	Q319	Q419	Q120	Q220	Q320
TTM Marketplace (ex FB)	\$40	\$44	\$50	\$60	\$66
TTM YoY %	68%	60%	60%	81%	65%

Remaining Performance Obligations⁷

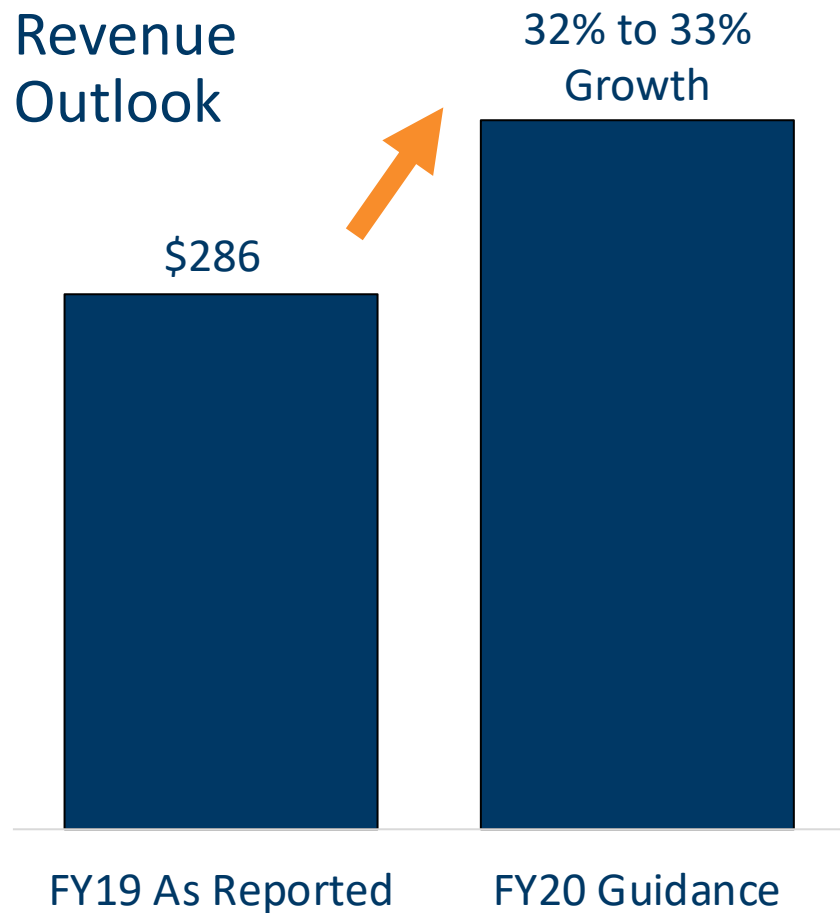
\$Ms



Outlook

Fiscal 2020 Outlook

\$Ms, except per share amounts



	GAAP ⁸	Non-GAAP ⁹
Revenue	\$376 to \$381	--
Operating Loss	\$186 to \$184	\$63 to \$61
Included Transition Costs	\$11	\$11

Other Guidance Items

~Ms

FY20E

Ongoing stock-based comp **\$54**

Ongoing SBC as a % of revenue **14%**

Acquisition-related stock based comp **\$43**

Total stock-based comp **\$97**

Interest income **\$17**

Non-GAAP tax rate **1%**

Share count (basic) **68**

Capital spending (% of rev.) **3%**

SBC by Quarter	Q1A	Q2A	Q3A	Q4E	FY20E
Ongoing	\$11	\$14	\$15	\$15	\$54
<i>% of revenue</i>	<i>13%</i>	<i>15%</i>	<i>14%</i>	<i>14%</i>	<i>14%</i>
Acquisition	\$8	\$10	\$16	\$10	\$43
Total SBC	\$19	\$23	\$30	\$25	\$97

Totals may not foot due to rounding.

Appendix

GAAP to Non-GAAP Reconciliation

Income Statement (part 1 of 2), \$Ks

	FY 17 ¹⁰	Q1 18	Q2 18	Q3 18	Q4 18	FY 18	Q1 19	Q2 19	Q3 19	Q4 19	FY 19	Q1 20	Q2 20	Q3 20
Total Revenue	\$ 174,760	\$ 46,757	\$ 54,013	\$ 59,121	\$ 60,210	\$ 220,101	\$ 62,471	\$ 64,812	\$ 80,021	\$ 78,316	\$ 285,620	\$ 82,511	\$ 90,143	\$ 102,217
Gross Profit (GAAP)	\$ 74,784	\$ 22,696	\$ 30,004	\$ 34,595	\$ 36,410	\$ 123,705	\$ 38,817	\$ 40,346	\$ 45,183	\$ 40,556	\$ 164,902	\$ 46,085	\$ 48,683	\$ 64,251
% of Revenue	42.8%	48.5%	55.5%	58.5%	60.5%	56.2%	62.1%	62.3%	56.5%	51.8%	57.7%	55.9%	54.0%	62.9%
Excluded items:														
Purchased intangible asset amortization	18,618	5,959	6,015	5,965	5,956	23,895	5,970	3,548	3,359	2,981	15,858	3,123	5,369	5,369
Non-cash stock compensation	4,318	637	654	673	687	2,651	712	782	1,052	2,163	4,709	755	1,060	1,028
Accelerated depreciation	-	-	-	-	-	-	-	-	1,527	1,445	2,972	1,487	1,245	-
Gross Profit - Non-GAAP	\$ 97,720	\$ 29,292	\$ 36,673	\$ 41,233	\$ 43,053	\$ 150,251	\$ 45,499	\$ 44,676	\$ 51,121	\$ 47,145	\$ 188,441	\$ 51,450	\$ 56,357	\$ 70,648
% of Revenue	56%	62.6%	67.9%	69.7%	71.5%	68.3%	72.8%	68.9%	63.9%	60.2%	66.0%	62.4%	62.5%	69.1%
R&D (GAAP)	\$ 49,367	\$ 14,840	\$ 15,599	\$ 14,311	\$ 15,963	\$ 60,713	\$ 16,970	\$ 16,940	\$ 20,469	\$ 31,318	\$ 85,697	\$ 23,722	\$ 26,445	\$ 27,403
% of Revenue	28.2%	31.7%	28.9%	24.2%	26.5%	27.6%	27.2%	26.1%	25.6%	40.0%	30.0%	28.8%	29.3%	26.8%
Excluded items:														
Non-cash stock compensation	10,513	3,693	3,636	3,177	5,138	15,644	4,341	3,745	5,945	14,193	28,224	4,451	6,346	6,462
R&D - Non-GAAP	\$ 38,854	\$ 11,147	\$ 11,963	\$ 11,134	\$ 10,825	\$ 45,069	\$ 12,629	\$ 13,195	\$ 14,524	\$ 17,125	\$ 57,473	\$ 19,271	\$ 20,099	\$ 20,941
% of Revenue	23.8%	23.8%	22.1%	18.8%	18.0%	20.5%	20.2%	20.4%	18.2%	21.9%	20.1%	23.4%	22.3%	20.5%
S&M (GAAP)	\$ 59,258	\$ 24,091	\$ 25,981	\$ 27,832	\$ 30,735	\$ 108,639	\$ 33,323	\$ 35,940	\$ 40,054	\$ 49,223	\$ 158,540	\$ 43,144	\$ 45,204	\$ 51,993
% of Revenue	33.9%	51.5%	48.1%	47.1%	51.0%	49.4%	53.3%	55.5%	50.1%	62.9%	55.5%	52.3%	50.1%	50.9%
Excluded items:														
Non-cash stock compensation	7,493	5,454	5,730	6,251	5,946	23,381	9,920	9,854	9,460	14,736	43,970	8,920	9,758	15,670
S&M - Non-GAAP	\$ 51,765	\$ 18,637	\$ 20,251	\$ 21,581	\$ 24,789	\$ 85,258	\$ 23,403	\$ 26,086	\$ 30,594	\$ 34,487	\$ 114,570	\$ 34,224	\$ 35,446	\$ 36,323
% of Revenue	29.6%	39.9%	37.5%	36.5%	41.2%	38.7%	37.5%	40.2%	38.2%	44.0%	40.1%	41.5%	39.3%	35.5%
G&A (GAAP)	\$ 92,898	\$ 23,587	\$ 23,724	\$ 20,929	\$ 16,914	\$ 85,154	\$ 18,125	\$ 25,176	\$ 27,828	\$ 27,749	\$ 98,878	\$ 25,318	\$ 27,262	\$ 26,107
% of Revenue	53.2%	50.4%	43.9%	35.4%	28.1%	38.7%	29.0%	38.8%	34.8%	35.4%	34.6%	30.7%	30.2%	25.5%
Excluded items:														
Non-cash stock compensation	17,471	2,616	3,134	3,190	2,252	11,192	2,824	3,286	9,625	10,083	25,818	4,504	6,190	7,135
Separation & transformation costs	8,639	7,119	5,453	5,214	-	17,786	-	2,122	700	(705)	2,117	-	-	-
Accelerated depreciation	-	-	-	-	-	-	-	-	432	408	840	419	418	-
G&A - Non-GAAP	\$ 66,789	\$ 13,852	\$ 15,136	\$ 12,525	\$ 14,662	\$ 56,176	\$ 15,301	\$ 19,768	\$ 17,071	\$ 17,963	\$ 70,102	\$ 20,395	\$ 20,654	\$ 18,972
% of Revenue	38.2%	29.6%	28.0%	21.2%	24.4%	25.5%	24.5%	30.5%	21.3%	22.9%	24.5%	24.7%	22.9%	18.6%

GAAP to Non-GAAP Reconciliation

Income Statement (part 2 of 2), \$Ks

	FY 17 ¹⁰	Q1 18	Q2 18	Q3 18	Q4 18	FY 18	Q1 19	Q2 19	Q3 19	Q4 19	FY 19	Q1 20	Q2 20	Q3 20
Loss from operations (GAAP)	\$ (131,412)	\$ (39,819)	\$ (38,133)	\$ (27,689)	\$ (27,883)	\$ (133,524)	\$ (29,602)	\$ (38,199)	\$ (48,211)	\$ (82,134)	\$ (198,146)	\$ (48,375)	\$ (50,273)	\$ (41,485)
% of Revenue	-75.2%	-85.2%	-70.6%	-46.8%	-46.3%	-60.7%	-37.8%	-48.8%	-61.6%	-104.9%	-69.4%	-58.6%	-55.8%	-40.6%
Excluded items:														
Purchased intangible asset amortization	\$ 18,618	\$ 5,959	\$ 6,015	\$ 5,965	\$ 5,956	\$ 23,895	\$ 5,970	\$ 3,548	\$ 3,359	\$ 2,981	\$ 15,858	\$ 3,123	\$ 5,369	\$ 5,369
Non-cash stock compensation	39,795	12,400	13,154	13,290	14,022	52,866	17,798	17,667	26,082	41,175	102,722	18,630	23,354	30,295
Restructuring & merger charges	4,672	(3)	2,833	(788)	681	2,723	1	489	5,043	14,400	19,933	2,276	45	233
Separation & transformation costs	8,639	7,119	5,453	5,214	-	17,786	0	2,122	700	(705)	2,117	-	-	-
Accelerated depreciation	-	-	-	-	-	-	-	-	1,959	1,853	3,812	1,906	1,663	-
Loss from operations - Non-GAAP	\$ (59,688)	\$ (14,344)	\$ (10,678)	\$ (4,008)	\$ (7,224)	\$ (36,254)	\$ (5,833)	\$ (14,373)	\$ (11,068)	\$ (22,430)	\$ (53,704)	\$ (22,440)	\$ (19,842)	\$ (5,588)
% of Revenue	-34.2%	-30.7%	-19.8%	-6.8%	-12.0%	-16.5%	-9.3%	-22.2%	-13.8%	-28.6%	-18.8%	-27.2%	-22.0%	-5.5%
Loss from continuing ops before tax (GAAP)	(\$130,760)	(\$40,399)	(\$37,870)	(\$27,257)	(\$27,496)	(\$133,022)	(\$29,246)	(\$38,480)	(\$37,807)	(\$73,823)	(\$179,356)	(\$42,493)	(\$45,493)	(\$38,327)
Excluded items:														
Purchased intangible asset amortization	\$ 18,618	\$ 5,959	\$ 6,015	\$ 5,965	\$ 5,956	\$ 23,895	\$ 5,970	\$ 3,548	\$ 3,359	\$ 2,981	\$ 15,858	\$ 3,123	\$ 5,369	\$ 5,369
Non-cash stock compensation	39,795	12,400	13,154	13,290	14,022	52,866	17,798	17,667	26,082	41,175	102,722	18,630	23,354	30,295
Restructuring & merger charges	4,672	(3)	2,833	(788)	681	2,723	1	489	5,043	14,400	19,933	2,276	45	233
Separation & transformation costs	8,639	7,119	5,453	5,214	-	17,786	-	2,122	700	(705)	2,117	-	-	-
Accelerated depreciation	-	-	-	-	-	-	-	-	1,959	1,853	3,812	1,906	1,663	-
Loss from continuing ops before tax - Non-GAAP	(\$59,036)	(\$14,924)	(\$10,415)	(\$3,576)	(\$6,837)	(\$35,752)	(\$5,477)	(\$14,654)	(\$664)	(\$14,119)	(\$34,914)	(\$16,558)	(\$15,062)	(\$2,430)
% of Revenue	-33.8%	-31.9%	-19.3%	-6.0%	-11.4%	-16.2%	-8.8%	-22.6%	-0.8%	-18.0%	-12.2%	-20.1%	-16.7%	-2.4%

Adjusted EBITDA Reconciliation

\$Ks

	FY 17 ¹⁰	Q1 18	Q2 18	Q3 18	Q4 18	FY 18	Q1 19	Q2 19	Q3 19	Q4 19	FY 19	Q1 20	Q2 20	Q3 20
Net earnings (loss) from continuing operations (GAAP)	\$ (85,576)	\$ (26,215)	\$ (25,191)	\$ 3,117	\$ (19,010)	\$ (67,299)	\$ (27,818)	\$ (41,180)	\$ (15,261)	\$ (49,688)	\$ (133,947)	\$ (42,140)	\$ (40,202)	\$ (38,040)
Income taxes (benefit)	(45,184)	(14,184)	(12,679)	(30,374)	(8,486)	(65,723)	(1,428)	2,700	(22,546)	(24,135)	(45,409)	(353)	(5,291)	(287)
Other income (expense)	652	(580)	263	432	387	502	356	(281)	10,404	8,311	18,790	5,882	4,780	3,158
Loss from operations (GAAP)	(131,412)	(39,819)	(38,133)	(27,689)	(27,883)	(133,524)	(29,602)	(38,199)	(48,211)	(82,134)	(198,146)	(48,375)	(50,273)	(41,485)
Depreciation and amortization	29,848	9,193	9,765	9,297	9,392	37,647	9,403	7,018	8,853	8,508	33,782	8,877	10,977	8,104
EBITDA	\$ (101,564)	\$ (30,626)	\$ (28,368)	\$ (18,392)	\$ (18,491)	\$ (95,877)	\$ (20,199)	\$ (31,181)	\$ (39,358)	\$ (73,626)	\$ (164,364)	\$ (39,498)	\$ (39,296)	\$ (33,381)
Other adjustments:														
Non-cash stock compensation	\$ 39,772	\$ 12,400	\$ 13,154	\$ 13,290	\$ 14,022	\$ 52,866	\$ 17,798	\$ 17,667	\$ 26,082	\$ 41,174	\$ 102,721	\$ 18,630	\$ 23,354	\$ 30,295
Restructuring and merger charges	4,753	(3)	2,833	(788)	681	2,723	1	489	5,043	14,400	19,933	2,276	45	233
Separation and transformation	8,639	7,119	5,453	5,214	-	17,786	-	2,122	700	(705)	2,117	-	-	-
Other adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Adjusted EBITDA	\$ (48,400)	\$ (11,110)	\$ (6,928)	\$ (676)	\$ (3,787)	\$ (22,502)	\$ (2,400)	\$ (10,903)	\$ (7,533)	\$ (18,756)	\$ (39,593)	\$ (18,592)	\$ (15,897)	\$ (2,853)

GAAP to Non-GAAP EPS Reconciliation

\$Ks, except per share amounts

	FY 17 ¹⁰	Q1 18	Q2 18	Q3 18	Q4 18	FY 18	Q1 19	Q2 19	Q3 19	Q4 19	FY 19	Q1 20	Q2 20	Q3 20
Loss from continuing ops before income taxes	(\$130,760)	(\$40,399)	(\$37,870)	(\$27,257)	(\$27,496)	(\$133,022)	(\$29,246)	(\$38,480)	(\$37,807)	(\$73,823)	(\$179,356)	\$ (42,493)	\$ (45,493)	\$ (38,327)
Income taxes (benefit)	(45,184)	(14,184)	(12,679)	(30,374)	(8,486)	(65,723)	(1,428)	2,700	(22,546)	(24,135)	(45,409)	(353)	(5,291)	(287)
Net earnings (loss) from continuing ops (GAAP)	(85,576)	(26,215)	(25,191)	3,117	(19,010)	(67,299)	(27,818)	(41,180)	(15,261)	(49,688)	(133,947)	(42,140)	(40,202)	(38,040)
Earnings (loss) per share:														
Basic	\$ (1.16)	\$ (0.33)	\$ (0.32)	\$ 0.04	\$ (0.24)	\$ (0.85)	\$ (0.36)	\$ (0.53)	\$ (0.20)	\$ (0.73)	\$ (1.79)	\$ (0.61)	\$ (0.59)	\$ (0.56)
Diluted	\$ (1.16)	\$ (0.33)	\$ (0.32)	\$ 0.04	\$ (0.24)	\$ (0.85)	\$ (0.36)	\$ (0.53)	\$ (0.20)	\$ (0.73)	\$ (1.79)	\$ (0.61)	\$ (0.59)	\$ (0.56)
Excluded items:														
Purchased intangible asset amortization (CoR)	18,618	5,959	6,015	5,965	5,956	23,895	5,970	3,548	3,359	2,981	15,858	3,123	5,369	5,369
Non-cash stock compensation (CoR & Opex)	39,795	12,400	13,154	13,290	14,023	52,867	17,798	17,667	26,082	41,175	102,722	18,630	23,354	30,295
Restructuring & merger charges (gains, losses, & other)	4,672	(3)	2,833	(788)	681	2,723	1	489	5,043	14,400	19,933	2,276	45	233
Separation & transformation costs (G&A)	8,639	7,119	5,453	5,214	-	17,786	-	2,122	700	(705)	2,117	-	-	-
Accelerated depreciation (CoR & Opex)	-	-	-	-	-	-	-	-	1,959	1,853	3,812	1,906	1,663	-
Total excluded items, continuing operations	71,724	25,475	27,455	23,681	20,660	97,271	23,769	23,826	37,143	59,704	144,442	25,935	30,431	35,897
Loss from continuing operations before income taxes & excluding items	(59,036)	(14,924)	(10,415)	(3,576)	(6,836)	(35,751)	(5,477)	(14,654)	(664)	(14,119)	(34,914)	(16,558)	(15,062)	(2,430)
Income taxes (benefit)	(22,797)	(4,556)	(3,164)	(2,514)	(2,352)	(12,586)	(1,078)	(3,790)	(2,941)	(5,155)	(12,964)	(216)	190	(227)
Non-GAAP earnings (loss) from continuing ops	(36,239)	(10,368)	(7,251)	(1,062)	(4,484)	(23,165)	(4,399)	(10,864)	2,277	(8,964)	(21,950)	(16,342)	(15,252)	(2,203)
Non-GAAP earnings (loss) per share from cont. ops:														
Basic	\$ (0.47)	\$ (0.13)	\$ (0.09)	\$ (0.01)	\$ (0.06)	\$ (0.29)	\$ (0.06)	\$ (0.14)	\$ 0.03	\$ (0.13)	\$ (0.29)	\$ (0.24)	\$ (0.23)	\$ (0.03)
Diluted	\$ (0.47)	\$ (0.13)	\$ (0.09)	\$ (0.01)	\$ (0.06)	\$ (0.29)	\$ (0.06)	\$ (0.14)	\$ 0.03	\$ (0.13)	\$ (0.29)	\$ (0.24)	\$ (0.23)	\$ (0.03)
Basic weighted average shares	77,609	78,672	79,235	79,043	78,614	78,891	76,935	77,448	77,398	68,299	75,020	68,906	67,684	67,473
Diluted weighted average shares	77,609	78,672	79,235	79,043	78,614	78,891	76,935	77,448	80,674	68,299	75,020	68,906	67,684	67,473

Footnotes

¹ Annualized recurring revenue (ARR) is ending MRR (last month of quarter) annualized. Recurring revenue is fixed and contracted subscription revenue and does not include any variable or non-recurring revenue amounts.

² Direct client count excludes agency and reseller deployments and Data Marketplace-only customers.

³ Beginning in Q3'19 we began reporting client count net of 40 client contracts that were absorbed into one large reseller contract (no net revenue impact to LiveRamp). Historical customer counts net of IPG contracts are: FY16: 258, FY17: 402, FY18: 550, Q119: 585, Q219: 610, Q319: 640, Q419: 665, Q120: 690, Q220: 720, Q320: 770.

⁴ Platform net retention is defined as current period subscription and marketplace revenue (net) from customers who have been on the platform for one year or more, divided by the prior year quarter subscription and marketplace revenue (net), inclusive of upsell, churn and downsell.

⁵ \$1M clients are counted as \$250k or more subscription-only revenue in the quarter.

⁶ Non-GAAP financial results represent continuing operations less excluded items (i.e. non-cash stock compensation, purchased intangible asset amortization, accelerated depreciation and restructuring charges). Excluding these amounts, Q3'20 non-GAAP gross profit was \$71M, non-GAAP gross margin was 69%, non-GAAP operating loss was \$6M and non-GAAP operating margin was (5)%. Q3'20 non-GAAP EPS of \$(0.03) includes approximately \$3M of interest income.

⁷ Remaining Performance Obligations (RPO) are defined as all future revenue under contract that has not yet been recognized as revenue. Current RPO represents future revenue under contract that is expected to be recognized as revenue in the next 12 months. RPO is influenced by several factors including seasonality, the timing of renewals, average contract terms, and foreign currency exchange rates.

⁸ GAAP operating loss guidance subject to final purchase accounting adjustments.

⁹ Non-GAAP guidance excludes non-cash stock compensation, purchased intangible asset amortization, accelerated depreciation and restructuring charges.

¹⁰ FY 17 results include \$20 million in revenue and \$1 million of loss from operations related to Acxiom Impact divested in 2016.

Further Reading

The following supplemental slide deck is available to investors on LiveRamp's investor relations website:

LiveRamp Authenticated Traffic Solution (ATS): Maintaining Addressability in a Cookieless World

URL: <https://investors.liveramp.com/files/LiveRamp-Authenticated-Traffic-Solution.pdf>

