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)**: August 7, 2023**

Viant Technology Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-40015	85-3447553
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2722 Michelson Drive, Suite 100
Irvine, CA, 92612
(Address of principal executive offices and zip code)

(949) 861-8888
Registrant's telephone number, including area code

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

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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, par value $0.001 per share	DSP	The Nasdaq Stock Market LLC (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 x

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. o

Item 2.02 Results of Operations and Financial Condition.

On August 7, 2023, Viant Technology Inc. (the "Company") issued a press release announcing its financial results for the fiscal quarter ended June 30, 2023. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release of Viant Technology Inc., dated August 7, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

VIANT TECHNOLOGY INC.

Date: August 7, 2023

By: /s/ Tim Vanderhook

Tim Vanderhook
Chief Executive Officer and Chairman

Exhibit 99.1

Viant Technology Announces Second Quarter 2023 Financial Results

IRVINE, Calif., Aug. 7, 2023 – Viant Technology Inc. (Nasdaq: DSP), a leading people-based advertising technology company, today reported financial results for its second quarter ended June 30, 2023.

"We are pleased to report another quarter of strong performance, highlighted by double-digit revenue growth" said Tim Vanderhook, Co-Founder and CEO, Viant. "New AI enhancements to our platform are improving campaign performance prompting our customers to increase their spend. Our unique suite of omnichannel solutions position our customers for measurable campaign success across cookie-free environments, including CTV, and give us confidence in our market positioning and growth opportunities ahead."

Second quarter 2023 Financial Highlights, year-over-year:

GAAP
- Revenue of $57.2 million, an increase of 12%
- Gross profit of $23.7 million, an increase of 17%
- Net loss of $3.2 million, compared to a net loss of $14.1 million in the second quarter of 2022
- Net loss attributable to Viant Technology Inc. of $1.1 million, or $(0.07) per diluted share of Class A common stock, compared to net loss attributable to Viant Technology Inc. of $3.4 million, or $(0.24) per diluted share of Class A common stock, in the second quarter of 2022
- Total Class A and Class B common shares outstanding were 62.4 million as of June 30, 2023
- Cash and cash equivalents as of June 30, 2023 was $203.9 million, with no outstanding debt

Non-GAAP(1)
- Contribution ex-TAC of $33.7 million, an increase of 6%
- Adjusted EBITDA of $6.8 million, compared to $(3.1) million in the second quarter of 2022
- Adjusted EBITDA as a percentage of contribution ex-TAC of 20%
- Non-GAAP net income of $5.1 million, compared to non-GAAP net loss of $5.9 million in the second quarter of 2022
- Non-GAAP net income attributable to Viant Technology Inc. of $0.9 million, or $0.06 per diluted share of Class A common stock, compared to non-GAAP net loss attributable to Viant Technology Inc. of $1.2 million, or $(0.08) per diluted share of Class A common stock, in the second quarter of 2022

Business Highlights:

- Advertiser spend per active customer(2) increased 7% year-over-year
- Released AI-powered Bid Optimizer, driving an average CPM savings of over 35% on behalf of advertisers
- Accelerated Direct Access program for premium publishers with the acceptance of Viant's Prebid adapter into Prebid.org
- AI technologies leveraged across the organization contributed to a 27% improvement in revenue per employee

"Our revenue and adjusted EBITDA again exceeded expectations driven by a combination of our differentiated platform capabilities, strong execution, and disciplined cost management," said Larry Madden, CFO, Viant. "We are pleased to have generated a 30-point year-over-year improvement in adjusted EBITDA as a percentage of contribution ex-TAC this quarter and remain focused on growing our market share and expanding margins as we look to the second half of the year."

Guidance:

For the third quarter 2023, the Company expects:
- Revenue in the range of $56.0 million to $59.0 million
- Contribution ex-TAC in the range of $35.0 million to $37.0 million
- Non-GAAP operating expenses in the range of $28.5 million to $29.5 million
- Adjusted EBITDA in the range of $6.5 million to $7.5 million

Contribution ex-TAC, non-GAAP operating expenses, adjusted EBITDA, adjusted EBITDA as a percentage of contribution ex-TAC, non-GAAP net income (loss), and non-GAAP earnings (loss) per share of Class A common stock—basic and diluted are non-GAAP financial measures. These non-GAAP financial measures should be considered in addition to, but not as a substitute for, the information provided in accordance with GAAP. Reconciliations of these non-GAAP financial measures to Viant's financial results as determined in accordance with GAAP are included at the end of this press release under "Reconciliation of Non-GAAP Financial Measures." For a description of these non-GAAP financial measures, including the reasons management uses each measure, please see "Non-GAAP Financial Measures" in this press release. We are not able to estimate gross profit, total operating expenses or net income (loss) on a forward-looking basis or reconcile the guidance provided for contribution ex-TAC, non-GAAP operating expenses, and adjusted EBITDA to the closest corresponding GAAP financial measures on a forward-looking basis without unreasonable efforts due to the variability and complexity with respect to the charges excluded from these non-GAAP financial measures; in particular, the measures and effects of our stock-based compensation related to equity grants that are directly impacted by unpredictable fluctuations in our share price, as well as the impact of future traffic acquisition costs and other platform operations expenses that we are unable to forecast in light of the current macroeconomic environment. We expect the variability of the above charges could have a significant and potentially unpredictable impact on our future GAAP financial results.

Supplemental Financial and Other Information:

Supplemental financial and other information can be accessed through Viant's investor relations website at investors.viantinc.com.

As of June 30, 2023, there were 15.3 million shares of the Company's Class A common stock outstanding and 47.1 million shares of the Company's Class B common stock outstanding. For more information, please refer to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2023.

Conference Call and Webcast Details:

Viant will host a conference call and webcast to discuss its financial results on Monday, August 7, 2023 at 2:00 p.m.
Pacific Time (5:00 p.m. Eastern Time). A live webcast of the call can be accessed from Viant's Investor Relations website.
An archived version of the webcast will be available from the same website after the call.

Viant Technology has used, and intends to continue to use, the "Investor Relations" section of its website at investors.viantinc.com and its LinkedIn account, and the LinkedIn account of its Chief Executive Officer, Tim Vanderhook, to post information that may be important to investors. Investors and potential investors are encouraged to consult Viant Technology's website and LinkedIn account and Mr. Vanderhook's LinkedIn account regularly for important information.

About Viant

Viant® (NASDAQ: DSP) is a leading people-based, advertising technology company that enables marketers to plan, execute and measure omnichannel ad campaigns through a cloud-based platform. Viant's self-service Demand Side Platform, Adelphic®, powers programmatic advertising across Connected TV, Linear TV, mobile, desktop, audio, gaming and digital out-of-home channels. As an organization committed to sustainability, Viant's Adricity® carbon reduction program helps clients achieve their sustainability goals. In 2023, Viant was recognized as a Leader in the DSP category and as the Best Software in Marketing & Advertising, earned Great Place to Work® certification, and became a founding member of Ad Net Zero. Viant's Co-Founders Tim and Chris Vanderhook were also recently named EY Entrepreneurs of the Year. To learn more, please visit viantinc.com.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995.

Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words such as "guidance," "believe," "expect," "estimate," "project," "plan," "will," or words or phrases with similar meaning.

Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved, if at all. Forward-looking statements contained in this press release relate to, among other things, Viant's projected financial performance and operating results, including our guidance for revenue, contribution ex-TAC, non-GAAP operating expenses, and adjusted EBITDA, as well as statements regarding Viant's positioning to capitalize on market share and Viant's plan to continue to capitalize on the shift to omnichannel programmatic advertising. Forward-looking statements are based on current expectations, forecasts and assumptions that involve risks and uncertainties, including, but not limited to, the market for programmatic advertising developing slower or differently than Viant's expectations, the demands and expectations of customers and the ability to attract and retain customers and other economic, competitive, governmental and technological factors outside of our control, that may cause our business, strategy or actual results to differ materially from the forward-looking statements. We do not intend and undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law. Investors are referred to our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, for additional information regarding the risks and uncertainties that may cause actual results to differ materially from those expressed in any forward-looking statement.

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(1) For a discussion on how we define, use and calculate these non-GAAP financial measures and a reconciliation thereof to the most directly comparable GAAP financial measures, see "Non-GAAP Financial Measures" and the supplementary schedules under "Reconciliation of Non-GAAP Financial Measures" in this press release.
(2) We define advertiser spend across our platform as the total amount billed to our customers for activity on our platform, inclusive of the costs of advertising media, third-party data, other add-on features and our platform fee we charge customers. We define an active customer as a customer that had total aggregate contribution ex-TAC of at least $5,000 through our platform during the previous twelve months. Advertiser spend per active customer is an operational metric defined as advertiser spend for the trailing twelve-month period presented divided by active customers. See "Operational Metrics" for a discussion of how we use this metric and why it is useful to investors.

VIANT TECHNOLOGY INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited; in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Revenue	$ 57,223	$ 51,200	$ 98,943	$ 93,829
Operating expenses[1]:				
Platform operations	33,523	30,950	56,860	57,144
Sales and marketing	11,691	17,286	23,860	31,042
Technology and development	6,172	5,011	12,066	10,014
General and administrative	11,088	11,725	22,516	22,808
Total operating expenses	62,474	64,972	115,302	121,008
Loss from operations	(5,251)	(13,772)	(16,359)	(27,179)
Interest expense (income), net	(2,049)	21	(3,868)	173
Other expense, net	1	299	88	303
Total other expense (income), net	(2,048)	320	(3,780)	476
Net loss	(3,203)	(14,092)	(12,579)	(27,655)
Less: Net loss attributable to noncontrolling interests	(2,140)	(10,691)	(9,036)	(21,062)
Net loss attributable to Viant Technology Inc.	$ (1,063)	$ (3,401)	$ (3,543)	$ (6,593)
Loss per share of Class A common stock:				
Basic	$ (0.07)	$ (0.24)	$ (0.24)	$ (0.47)
Diluted	$ (0.07)	$ (0.24)	$ (0.24)	$ (0.47)
Weighted-average shares of Class A common stock outstanding:				
Basic	15,135	14,114	14,943	13,962
Diluted	15,135	14,114	14,943	13,962

[1] Stock-based compensation and depreciation and amortization included in operating expenses are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Stock-based compensation:				
Platform operations	$ 1,124	$ 1,303	$ 2,016	$ 2,389
Sales and marketing	2,520	2,426	5,032	4,605
Technology and development	1,507	1,425	2,834	2,594
General and administrative	3,378	2,614	6,119	4,556
Total	$ 8,529	$ 7,768	$ 16,001	$ 14,144

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Depreciation and amortization:				
Platform operations	$ 2,910	$ 2,748	$ 5,680	$ 5,059
Sales and marketing	—	—	—	—
Technology and development	383	223	776	818
General and administrative	246	255	495	503
Total	$ 3,539	$ 3,226	$ 6,951	$ 6,380

VIANT TECHNOLOGY INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited; in thousands, except share and per share data)

	As of June 30, 2023	As of December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	$ 203,901	$ 206,573
Accounts receivable, net of allowances	89,967	101,658
Prepaid expenses and other current assets	4,190	6,631
Total current assets	298,058	314,862
Property, equipment, and software, net	25,829	23,106
Operating lease assets	24,715	26,441
Intangible assets, net	405	667
Goodwill	12,422	12,422
Other assets	26	385
Total assets	$ 361,455	$ 377,883
Liabilities and stockholders' equity		
Liabilities		
Current liabilities:		
Accounts payable	$ 31,765	$ 37,063
Accrued liabilities	29,831	35,063
Accrued compensation	5,878	9,162
Current portion of deferred revenue	180	123
Current portion of operating lease liabilities	3,918	3,711
Other current liabilities	2,494	1,995
Total current liabilities	74,066	87,117
Long-term debt	—	—
Long-term portion of operating lease liabilities	23,334	24,998
Total liabilities	97,400	112,115
Commitments and contingencies (Note 13)		
Stockholders' equity		
Preferred stock, $0.001 par value		
Authorized shares — 10,000,000		
Issued and outstanding — none	—	—
Class A common stock, $0.001 par value		
Authorized shares — 450,000,000		
Issued — 15,598,505 and 14,783,886		
Outstanding — 15,342,563 and 14,643,798	16	15
Class B common stock, $0.001 par value		
Authorized shares — 150,000,000		
Issued and outstanding — 47,082,260 and 47,082,260	47	47
Additional paid-in capital	102,885	95,922
Accumulated deficit	(41,636)	(36,261)
Treasury stock, at cost; 255,942 and 140,088 shares held	(1,074)	(475)
Total stockholders' equity attributable to Viant Technology Inc.	60,238	59,248
Noncontrolling interests	203,817	206,520
Total equity	264,055	265,768
Total liabilities and stockholders' equity	$ 361,455	$ 377,883

VIANT TECHNOLOGY INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited; in thousands)

	Six Months Ended June 30,	
	2023	**2022**
Cash flows from operating activities:		
Net loss	$ (12,579)	$ (27,655)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	6,951	6,380
Stock-based compensation	16,001	14,144
Provision for doubtful accounts	49	51
Loss on disposal of assets	104	305
Noncash lease expense	1,940	1,311
Changes in operating assets and liabilities:		
Accounts receivable	11,433	17,206
Prepaid expenses and other assets	2,799	65
Accounts payable	(5,554)	(4,652)
Accrued liabilities	(5,187)	(2,528)
Accrued compensation	(3,206)	(4,607)
Deferred revenue	57	(6,486)
Operating lease liabilities	(1,671)	(957)
Other liabilities	(282)	(1,096)
Net cash provided by (used in) operating activities	10,855	(8,519)
Cash flows from investing activities:		
Purchases of property and equipment	(348)	(397)
Capitalized software development costs	(6,114)	(3,941)
Net cash used in investing activities	(6,462)	(4,338)
Cash flows from financing activities:		
Taxes paid related to net share settlement of equity awards	(2,222)	(861)
Payment of member tax distributions	(4,843)	(14)
Repayment of revolving credit facility	—	(17,500)
Net cash used in financing activities	(7,065)	(18,375)
Net decrease in cash and cash equivalents	(2,672)	(31,232)
Cash and cash equivalents at beginning of period	206,573	238,480
Cash and cash equivalents at end of period	$ 203,901	$ 207,248

Non-GAAP Financial Measures

To provide investors and others with additional information regarding Viant's results, we have included in this press release the following financial measures that are not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"): contribution ex-TAC, non-GAAP operating expenses, adjusted EBITDA, adjusted EBITDA as a percentage of contribution ex-TAC, non-GAAP net income (loss), and non-GAAP earnings (loss) per share of Class A common stock—basic and diluted. The Company's management believes that this information can assist investors in evaluating the Company's operational trends, financial performance, and cash generating capacity. Management believes these non-GAAP financial measures allow investors to evaluate the Company's financial performance using some of the same measures as management.

Contribution ex-TAC is a non-GAAP financial measure. Gross profit is the most comparable GAAP financial measure, which is calculated as revenue less platform operations expense. In calculating contribution ex-TAC, we add back other platform operations expense to gross profit. Contribution ex-TAC is a key profitability measure used by our management and board of directors to understand and evaluate our operating performance and trends, develop short- and long-term operational plans and make strategic decisions regarding the allocation of capital. "Traffic acquisition costs" or "TAC" represents amounts incurred and payable to suppliers for the cost of advertising media, third-party data and other add-on features related to our fixed CPM pricing option and certain arrangements related to our percentage of spend pricing option. In particular, we believe that contribution ex-TAC can provide a measure of period-to-period comparisons for all pricing options within our business. Accordingly, we believe that this measure provides information to investors and the market in understanding and evaluating our operating results in the same manner as our management and board of directors.

Non-GAAP operating expenses is a non-GAAP financial measure. Total operating expenses is the most comparable GAAP financial measure. Non-GAAP operating expenses is defined by us as total operating expenses plus other expense (income), net less TAC, stock-based compensation, depreciation, amortization, and certain other items that are not related to our core operations, such as restructuring charges and transaction expenses. Non-GAAP operating expenses is a key component in calculating adjusted EBITDA, which is one of the measures we use to provide our quarterly and annual business outlook to the investment community. Additionally, non-GAAP operating expenses is used by our management and board of directors to understand and evaluate our operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. We believe that the elimination of depreciation, amortization, stock-based compensation, TAC and certain other items not related to our core operations provides another measure for period-to-period comparisons of our business, provides additional insight into our core controllable costs, and is a useful metric for investors because it allows them to evaluate our operational performance in the same manner as our management and board of directors.

Adjusted EBITDA is a non-GAAP financial measure defined by us as net income (loss) before interest expense (income), net, income tax benefit (expense), depreciation, amortization, stock-based compensation and certain other items that are not related to our core operations, such as restructuring charges, transaction expenses and the extinguishment of debt. Net income (loss) is the most comparable GAAP financial measure. Adjusted EBITDA as a percentage of contribution ex-TAC is a non-GAAP financial measure we calculate by dividing adjusted EBITDA by contribution ex-TAC for the period or periods presented.

Adjusted EBITDA and adjusted EBITDA as a percentage of contribution ex-TAC are used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. In particular, we believe that the exclusion of the amounts eliminated in calculating adjusted EBITDA can provide a measure for period-to-period comparisons of our business. Adjusted EBITDA as a percentage of contribution ex-TAC, a non-GAAP financial measure, is used by our management and board of directors to evaluate adjusted EBITDA relative to our profitability after costs that are directly variable to revenues, which comprise TAC. Accordingly, we believe that adjusted EBITDA and adjusted EBITDA as a percentage of contribution ex-TAC provide information to investors and the market in understanding and evaluating our operating results in the same manner as our management and board of directors.

Non-GAAP net income (loss) is a non-GAAP financial measure defined by us as net income (loss) adjusted to eliminate the impact of stock-based compensation and certain other items that are not related to our core operations, such as restructuring charges, transaction expenses and the extinguishment of debt. Net income (loss) is the most comparable GAAP financial measure. Non-GAAP net income (loss) is a key measure used by our management and board of directors to evaluate operating performance, generate future operating plans and make strategic decisions regarding the allocation of capital. In particular, we believe that the elimination of stock-based compensation and certain other items that are not related to our core operations provides measures for period-to-period comparisons of our business and additional insight into our core controllable costs. Accordingly, we believe that non-GAAP net income (loss) provides information to

investors and the market generally in understanding and evaluating our results of operations in the same manner as our management and board of directors.

Non-GAAP earnings (loss) per share of Class A common stock—basic and diluted is a non-GAAP financial measure defined by us as earnings (loss) per share of Class A common stock—basic and diluted, adjusted to eliminate the impact of stock-based compensation and certain other items that are not related to our core operations, such as restructuring charges, transaction expenses, and the extinguishment of debt. Earnings (loss) per share of Class A common stock—basic and diluted is the most comparable GAAP financial measure. Non-GAAP earnings (loss) per share of Class A common stock—basic and diluted is used by our management and board of directors to evaluate operating performance, generate future operating plans and make strategic decisions regarding the allocation of capital. In particular, we believe that the elimination of stock-based compensation, gain on extinguishment of debt and certain other items that are not related to our core operations provides measures for period-to-period comparisons of our business and provides additional insight into our core controllable costs. Accordingly, we believe that non-GAAP earnings (loss) per share of Class A common stock—basic and diluted provides information to investors and the market generally in understanding and evaluating our results of operations in the same manner as our management and board of directors.

These non-GAAP financial measures should be considered in addition to, not as a substitute for or in isolation from, the Company's financial information calculated in accordance with GAAP and should not be considered measures of the Company's liquidity. Further, these non-GAAP financial measures as defined by the Company may not be comparable to similar non-GAAP financial measures presented by other companies, including peer companies, and therefore comparability may be limited. The presentation of such measures, which may include adjustments to exclude unusual or non-recurring items, should not be construed as an inference that the Company's future results, cash flows or leverage will be unaffected by other unusual or non-recurring items. Management encourages investors and others to review Viant's financial information in its entirety and not rely on a single financial measure.

Reconciliation of Non-GAAP Financial Measures

The following tables show the reconciliations of the Company's non-GAAP financial measures contained in this press release to the most directly comparable GAAP financial measures.

The following table presents the calculation of gross profit and the reconciliation of gross profit to contribution ex-TAC for the periods presented (unaudited; in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenue	$ 57,223	$ 51,200	$ 98,943	$ 93,829
Less: Platform operations	(33,523)	(30,950)	(56,860)	(57,144)
Gross profit	23,700	20,250	42,083	36,685
Add: Other platform operations	9,988	11,485	19,596	22,594
Contribution ex-TAC	$ 33,688	$ 31,735	$ 61,679	$ 59,279

The following table presents a reconciliation of total operating expenses to non-GAAP operating expenses for the periods presented (unaudited; in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Operating expenses:				
Platform operations	$ 33,523	$ 30,950	$ 56,860	$ 57,144
Sales and marketing	11,691	17,286	23,860	31,042
Technology and development	6,172	5,011	12,066	10,014
General and administrative	11,088	11,725	22,516	22,808
Total operating expenses	62,474	64,972	115,302	121,008
Add:				
Other expense, net	1	299	88	303
Less:				
Traffic acquisition costs	(23,535)	(19,465)	(37,264)	(34,550)
Stock-based compensation	(8,529)	(7,768)	(16,001)	(14,144)
Depreciation and amortization	(3,539)	(3,226)	(6,951)	(6,380)
Restructuring[(1)]	—	—	79	—
Non-GAAP operating expenses	$ 26,872	$ 34,812	$ 55,253	$ 66,237

(1) Restructuring includes adjustments to severance charges initially recognized during the prior year.

The following table presents a reconciliation of net loss to adjusted EBITDA for the periods presented (unaudited; in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net loss	$ (3,203)	$ (14,092)	$ (12,579)	$ (27,655)
Add back:				
Interest expense (income), net	(2,049)	21	(3,868)	173
Depreciation and amortization	3,539	3,226	6,951	6,380
Stock-based compensation	8,529	7,768	16,001	14,144
Restructuring[(1)]	—	—	(79)	—
Adjusted EBITDA	$ 6,816	$ (3,077)	$ 6,426	$ (6,958)

(1) Restructuring includes adjustments to severance charges initially recognized during the prior year.

The following table presents the calculation of net loss as a percentage of gross profit and the calculation of adjusted EBITDA as a percentage of contribution ex-TAC for the periods presented (unaudited; in thousands, except percentages):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Gross profit	$ 23,700	$ 20,250	$ 42,083	$ 36,685
Net loss	$ (3,203)	$ (14,092)	$ (12,579)	$ (27,655)
Net loss as a percentage of gross profit	(14)%	(70)%	(30)%	(75)%
Contribution ex-TAC	$ 33,688	$ 31,735	$ 61,679	$ 59,279
Adjusted EBITDA	$ 6,816	$ (3,077)	$ 6,426	$ (6,958)
Adjusted EBITDA as a percentage of contribution ex-TAC	20 %	(10)%	10 %	(12)%

The following table presents a reconciliation of net loss to non-GAAP net income (loss) for the periods presented (unaudited; in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net loss	$ (3,203)	$ (14,092)	$ (12,579)	$ (27,655)
Add back: Stock-based compensation	8,529	7,768	16,001	14,144
Add back: Restructuring[1]	—	—	(79)	—
Less: Income tax benefit (expense) related to Viant Technology Inc.'s share of adjustments[2]	(231)	390	(107)	809
Non-GAAP net income (loss)	$ 5,095	$ (5,934)	$ 3,236	$ (12,702)

(1) Restructuring includes adjustments to severance charges initially recognized during the prior year.

(2) The estimated income tax effect of our share of non-GAAP reconciling items for the three and six months ended June 30, 2023 and 2022 are calculated using assumed blended tax rates of 20% and 25%, respectively, which represent our expected corporate tax rate, excluding discrete and non-recurring tax items.

The following tables present a reconciliation of earnings (loss) per share of Class A common stock—basic and diluted to non-GAAP earnings (loss) per share of Class A common stock—basic and diluted for the periods presented (unaudited; in thousands, except per share data):

	Three Months Ended June 30, 2023			Three Months Ended June 30, 2022		
	Earnings (Loss) per Share	Adjustments	Non-GAAP Earnings (Loss) per Share	Earnings (Loss) per Share	Adjustments	Non-GAAP Earnings (Loss) per Share
Numerator						
Net loss	$ (3,203)	$ —	$ (3,203)	$ (14,092)	$ —	$ (14,092)
Adjustments:						
Add back: Stock-based compensation	—	8,529	8,529	—	7,768	7,768
Income tax benefit (expense) related to Viant Technology Inc.'s share of adjustments[1]	—	(231)	(231)	—	390	390
Non-GAAP net income (loss)	(3,203)	8,298	5,095	(14,092)	8,158	(5,934)
Less: Net income (loss) attributable to noncontrolling interests[2]	(2,140)	6,341	4,201	(10,691)	5,952	(4,739)
Net income (loss) attributable to Viant Technology Inc.—basic	(1,063)	1,957	894	(3,401)	2,206	(1,195)
Add back: Reallocation of net loss attributable to noncontrolling interest from the assumed exchange of RSUs for Class A common stock	—	17	17	—	—	—
Income tax benefit (expense) from the assumed exchange of RSUs for Class A common stock	—	(3)	(3)	—	—	—
Net income (loss) attributable to Viant Technology Inc.—diluted	$ (1,063)	$ 1,971	$ 908	$ (3,401)	$ 2,206	$ (1,195)
Denominator						
Weighted-average shares of Class A common stock outstanding —basic	15,135		15,135	14,114		14,114
Effect of dilutive securities:						
Restricted stock units	—		220	—		—
Weighted-average shares of Class A common stock outstanding —diluted	15,135		15,355	14,114		14,114
Earnings (loss) per share of Class A common stock—basic	$ (0.07)	$ 0.13	$ 0.06	$ (0.24)	$ 0.16	$ (0.08)
Earnings (loss) per share of Class A common stock—diluted	$ (0.07)	$ 0.13	$ 0.06	$ (0.24)	$ 0.16	$ (0.08)
Anti-dilutive shares excluded from earnings (loss) per share of Class A common stock—diluted:						
Restricted stock units	4,240		—	4,781		4,781
Nonqualified stock options	5,763		5,763	3,898		3,898
Shares of Class B common stock	47,082		47,082	47,082		47,082
Total shares excluded from earnings (loss) per share of Class A common stock—diluted	57,085		52,845	55,761		55,761

(1) The estimated income tax effect of our share of non-GAAP reconciling items for the three months ended June 30, 2023 and 2022 are calculated using assumed blended tax rates of 20% and 25%, respectively, which represent our expected corporate tax rate, excluding discrete and non-recurring tax items.

(2) The adjustment to net income (loss) attributable to noncontrolling interests represents stock-based compensation attributed to the noncontrolling interest outstanding during the period.

	Six Months Ended June 30, 2023			Six Months Ended June 30, 2022		
	Earnings (Loss) per Share	Adjustments	Non-GAAP Earnings (Loss) per Share	Earnings (Loss) per Share	Adjustments	Non-GAAP Earnings (Loss) per Share
Numerator						
Net loss	$ (12,579)	$ —	$ (12,579)	$ (27,655)	$ —	$ (27,655)
Adjustments:						
Add back: Stock-based compensation	—	16,001	16,001	—	14,144	14,144
Add back: Restructuring[1]	— `	(79)	(79)	—	—	—
Income tax benefit (expense) related to Viant Technology Inc.'s share of adjustments [2]	—	(107)	(107)	—	809	809
Non-GAAP net income (loss)	(12,579)	15,815	3,236	(27,655)	14,953	(12,702)
Less: Net income (loss) attributable to noncontrolling interests [3]	(9,036)	11,858	2,822	(21,062)	10,838	(10,224)
Net income (loss) attributable to Viant Technology Inc.—basic	(3,543)	3,957	414	(6,593)	4,115	(2,478)
Add back: Reallocation of net loss attributable to noncontrolling interest from the assumed exchange of RSUs for Class A common stock	—	16	16	—	—	—
Income tax benefit (expense) from the assumed exchange of RSUs for Class A common stock	—	(3)	(3)	—	—	—
Net income (loss) attributable to Viant Technology Inc.—diluted	$ (3,543)	$ 3,970	$ 427	$ (6,593)	$ 4,115	$ (2,478)
Denominator						
Weighted-average shares of Class A common stock outstanding —basic	14,943		14,943	13,962		13,962
Effect of dilutive securities:						
Restricted stock units	—		136	—		—
Weighted-average shares of Class A common stock outstanding —diluted	14,943		15,079	13,962		13,962
Earnings (loss) per share of Class A common stock—basic	$ (0.24)	$ 0.27	$ 0.03	$ (0.47)	$ 0.29	$ (0.18)
Earnings (loss) per share of Class A common stock—diluted	$ (0.24)	$ 0.27	$ 0.03	$ (0.47)	$ 0.29	$ (0.18)
Anti-dilutive shares excluded from earnings (loss) per share of Class A common stock—diluted:						
Restricted stock units	4,240		—	4,781		4,781
Nonqualified stock options	5,763		5,763	3,898		3,898
Shares of Class B common stock	47,082		47,082	47,082		47,082
Total shares excluded from earnings (loss) per share of Class A common stock—diluted	57,085		52,845	55,761		55,761

(1) Restructuring includes adjustments to severance charges initially recognized during the prior year.

(2) The estimated income tax effect of our share of non-GAAP reconciling items for the six months ended June 30, 2023 and 2022 are calculated using assumed blended tax rates of 20% and 25%, respectively, which represent our expected corporate tax rate, excluding discrete and non-recurring tax items.

(3) The adjustment to net income (loss) attributable to noncontrolling interests represents stock-based compensation and restructuring charges attributed to the noncontrolling interest outstanding during the period.

Operational Metrics

We have also included the following operational metrics in this press release: Advertiser spend and active customers.

We define advertiser spend across our platform as the total amount billed to our customers for activity on our platform inclusive of the costs of advertising media, third-party data, other add-on features and our platform fee we charge customers. We evaluate our customers' usage of our platform and assess our market penetration and scale based on the percentage change in advertiser spend. The percentage change in advertiser spend is a key measure used by our management and our board of directors to evaluate the demand for our products and to assess whether we are increasing market share. Our management uses this key metric to develop short- and long-term operational plans and make strategic decisions regarding future enhancements to our software. We believe the percentage change in advertiser spend across our platform is a useful metric for investors because it allows investors to evaluate our operational performance in the same manner as our management and board of directors.

We define an active customer as a customer that had total aggregate contribution ex-TAC of at least $5,000 through our platform during the previous twelve months. For purposes of this definition, a customer that operates under any of our pricing options that equals or exceeds the aforementioned contribution ex-TAC threshold is considered an active customer. Active customers is an operational metric calculated using contribution ex-TAC, a non-GAAP financial measure. Active customers is a key measure used by our management and board of directors to understand and evaluate our operating performance and trends, develop short- and long-term operational plans and make strategic decisions regarding future enhancements to our platform. We believe active customers is a useful metric for investors because it allows investors to evaluate the Company's operational performance in the same manner as our management and board of directors.