

**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 1, 2024

ARTERIS, INC.

(Exact name of Registrant, as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-40960
(Commission File Number)

27-0117058
(I.R.S. Employer Identification Number)

**900 E. Hamilton Ave., Suite 300
Campbell, CA 95008**
(Address of principal executive offices, including Zip code)

Registrant's telephone number, including area code: (408) 470-7300

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

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	AIP	The Nasdaq Stock Market

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On August 1, 2024, Arteris, Inc. (the “Company”) issued a press release announcing its financial results for the quarter ended June 30, 2024. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 2.02 and Item 9.01 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated August 1, 2024
104	Cover Page Interactive Data File (the cover page XBRL tags are 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 hereunto duly authorized.

Date: August 1, 2024

By: /s/ Nicholas B. Hawkins
Name: Nicholas B. Hawkins
Title: Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)



Arteris Announces Financial Results for the Second Quarter 2024 and Third Quarter and Full Year 2024 Guidance

CAMPBELL, Calif. - August 1, 2024 - Arteris, Inc. (Nasdaq: AIP), a leading provider of system IP which accelerates system-on-chip (SoC) creation, today announced financial results for the second quarter ended June 30, 2024 and provided third quarter and full year 2024 guidance.

"We're excited to report a record \$60.1 million in Annual Contract Value and Trailing-Twelve-Month Variable Royalties and our second consecutive quarter of positive free cash flow in the second quarter of 2024," said K. Charles Janac, President and CEO of Arteris. "As our customer base continues to expand with market leading companies in the Automotive and AI technology sectors, including those transitioning from internal solutions, the industry need for Arteris' high-performance commercial System IP solutions, is evident," concluded Janac.

Second Quarter 2024 Financial Highlights:

- Revenue of \$14.6 million, up 13% sequentially
- Annual Contract Value (ACV) and trailing-twelve-months (TTM) variable royalties of \$60.1 million, up 3% year-over-year
- Remaining performance obligation (RPO) of \$77.5 million, up 19% year-over-year, growing to the highest level we have ever reported
- Non-GAAP free cash flow of positive \$0.3 million or 1.8% of revenue
- Operating loss of \$7.4 million
- Non-GAAP operating loss of \$3.5 million, compared to a Non-GAAP operating loss of \$4.2 million in the year ago period
- Net loss of \$8.3 million or \$0.22 per share
- Non-GAAP net loss of \$4.4 million or \$0.11 per share

Second Quarter 2024 Business Highlights:

- Added seven new customers across key markets, including Automotive, Enterprise Computing, Communications and Consumer Electronics;
- Continued growth momentum in Automotive with the addition of two market-leading global automotive OEMs to our customer base;
- Steady design activity, with design starts in dynamic technology areas, including a major robotaxi company and a market-leading assisted driving technology company;
- Forged an ecosystem partnership with Andes Technology, a founding and premier member of RISC-V and a leading supplier of high-performance, low-power RISC-V processor IP;
- Esperanto Technologies, an AI solution provider for Generative AI and high-performance computing, chose Arteris SoC integration automation software for its automation efficiency, error reduction and streamlined design workflows; and
- AIP included in the Russell 2000® Index.

Non-GAAP gross profit, Non-GAAP gross margin, Non-GAAP operating loss, Non-GAAP operating loss margin, Non-GAAP net loss, Non-GAAP net loss per share, free cash flow and free cash flow margin are Non-GAAP financial measures. Additional information on Arteris' historic reported results, including a reconciliation of these Non-GAAP financial measures to their most comparable GAAP measures, is included in the financial tables below.

Third Quarter and Full Year 2024 Guidance:

	Q3 2024	FY 2024
	(in millions)	
ACV + TTM royalties	\$58.5 - \$62.5	\$62.0 - \$68.0
Revenue	\$14.2 - \$15.2	\$56.0 - \$58.0
Non-GAAP operating loss	\$3.5 - \$5.5	\$18.0 - \$22.0
Free cash flow	\$(1.4) - \$1.6	\$(2.4) - \$2.6

The guidance provided above are forward-looking statements and reflects Arteris' expectations as of today's date. Actual results may differ materially. Refer to the section titled "Forward-Looking Statements" below for information on the factors, among others, that could cause our actual results to differ materially from these forward-looking statements.

A reconciliation of Non-GAAP guidance measures reported above to corresponding GAAP measures is not available on a forward-looking basis without unreasonable effort due to the uncertainty of expenses that may be incurred in the future, although it is important to note that these factors could be material to Arteris' results computed in accordance with GAAP.

Definitions of the other business metrics used in this press release including ACV, active customers, confirmed design starts and RPO are included below under the heading "Other Business Metrics."

Conference Call

Arteris will host a conference call today on August 1, 2024 to review its second quarter 2024 financial results and to discuss its financial outlook.

Time:	4:30PM ET
United States/Canada Toll Free:	1-800-717-1738
International Toll:	1-646-307-1865

A live webcast will also be available in the Investor Relations section of Arteris' website at: <https://ir.arteris.com/events-and-presentations>

A replay of the webcast will be available in the Investor Relations section of Arteris' website approximately two hours after the conclusion of the call and remain available for approximately 30 calendar days.

About Arteris

Arteris is a leading provider of system IP for the acceleration of system-on-chip (SoC) development across today's electronic systems. Arteris network-on-chip (NoC) interconnect IP and SoC integration automation technology enable higher product performance with lower power consumption and faster time to market, delivering better SoC economics so its customers can focus on dreaming up what comes next. Learn more at arteris.com.

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including but not limited to, statements regarding our future financial and operating performance, including our GAAP and Non-GAAP guidance for the third quarter and full year 2024; our market opportunity and its potential growth; our ability to execute on existing customer contracts and drive increased customer adoption of our system IP; and our position within the market and our ability to drive customer value. The words "may," "might," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "seek," "predict," "future," "project," "potential," "continue," "target" and similar words or expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements contained herein are based on our historical performance and our current plans, estimates and expectations and are not a representation that such plans, estimates, or expectations will be achieved. These forward-looking statements represent our expectations as of the date of this press release. Subsequent events may cause these expectations to change, and we disclaim any obligation to update the forward-looking statements in the future, except as required by law. These forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from our current expectations. Important factors that could cause actual results to differ materially from those anticipated in our forward-looking statements include, but are not limited to, the significant competition we face from larger companies and third-party providers; our history of net losses; whether semiconductor companies in the automotive market, enterprise computing market, communications market, consumer electronics market, and industrial markets incorporate our solutions into their end products and the growth and economic stability of these end markets; our ability to attract new customers and the extent to which our customers renew their subscriptions for our solutions; the ability of our customers' end products achieving market acceptance or growth; our ability to sustain or grow our licensing revenue; our ability, and the cost, to successfully execute on research and development efforts; the occurrence of product errors or defects in our solutions; if we fail to offer high-quality support; the occurrence of macro-economic conditions that adversely impact us, our customers and their end product markets; the effects of geopolitical conflicts, such as the military conflict between Russia and Ukraine; the range of regulatory, operational, financial and political risks we are exposed to as a result of our dependence on international customers and operations; our ability to protect our proprietary technology and inventions through patents and other IP rights; whether we are subject to any liabilities or fines as a result of government regulation, including import, export and economic sanctions laws and regulations; the occurrence of a disruption in our networks or a security breach; risks associated with doing business in China; and the other factors described under the heading "Risk Factors" in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 to be filed with the Securities and Exchange Commission (SEC) on August 1, 2024. All forward-looking statements reflect our beliefs and assumptions only as of the date of this press release. We undertake no obligation to update forward-looking statements to reflect future events or circumstances. Our results for the quarter ended June 30, 2024 are not necessarily indicative of our operating results for any future periods.

Arteris, Inc.
Condensed Consolidated Statements of Loss
(In thousands, except share and per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue				
Licensing, support and maintenance	\$ 13,553	\$ 12,998	\$ 25,292	\$ 24,842
Variable royalties and other	1,022	1,736	2,230	3,046
Total revenue	14,575	14,734	27,522	27,888
Cost of revenue	1,458	1,225	2,926	2,349
Gross profit	13,117	13,509	24,596	25,539
Operating expenses:				
Research and development	10,717	12,087	21,552	23,468
Sales and marketing	5,013	5,601	10,469	10,606
General and administrative	4,828	4,504	9,150	8,905
Total operating expenses	20,558	22,192	41,171	42,979
Loss from operations	(7,441)	(8,683)	(16,575)	(17,440)
Interest expense	(68)	(27)	(144)	(59)
Other income (expense), net	865	835	1,801	1,743
Loss before income taxes and loss from equity method investment	(6,644)	(7,875)	(14,918)	(15,756)
Loss from equity method investment, net of tax	725	734	1,484	1,568
Provision for income taxes	975	556	1,345	851
Net loss	\$ (8,344)	\$ (9,165)	\$ (17,747)	\$ (18,175)
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.22)	\$ (0.26)	\$ (0.47)	\$ (0.52)
Weighted average shares used in computing per share amounts, basic and diluted	38,476,934	35,250,157	38,092,996	34,925,800

Arteris, Inc.
Condensed Consolidated Balance Sheets
(In thousands, except share and per share data)
(Unaudited)

	As of	
	June 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 22,128	\$ 13,696
Short-term investments	23,629	27,477
Accounts receivable, net of allowance of \$93 as of both June 30, 2024 and December 31, 2023	8,947	12,003
Prepaid expenses and other current assets	4,202	5,254
Total current assets	58,906	58,430
Property and equipment, net	4,665	5,745
Long-term investments	8,124	11,802
Equity method investment	7,016	8,500
Operating lease right-of-use assets	3,829	4,289
Intangibles, net	3,466	3,858
Goodwill	4,178	4,178
Other assets	6,187	5,999
TOTAL ASSETS	\$ 96,371	\$ 102,801
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 340	\$ 183
Accrued expenses and other current liabilities	11,713	11,831
Operating lease liabilities, current	830	781
Deferred revenue, current	36,939	31,537
Vendor financing arrangements, current	1,905	2,070
Total current liabilities	51,727	46,402
Deferred revenue, noncurrent	24,503	25,172
Operating lease liabilities, noncurrent	3,123	3,610
Vendor financing arrangements, noncurrent	889	1,292
Deferred income, noncurrent	8,226	8,810
Other liabilities	2,628	2,412
Total liabilities	91,096	87,698
Stockholders' equity:		
Preferred stock, par value of \$0.001 - 10,000,000 shares authorized as of both June 30, 2024 and December 31, 2023; no shares issued and outstanding as of both June 30, 2024 and December 31, 2023	—	—
Common stock, par value of \$0.001 - 300,000,000 shares authorized as of both June 30, 2024 and December 31, 2023; 39,193,088 and 37,518,583 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	39	37
Additional paid-in capital	126,192	118,193
Accumulated other comprehensive income	38	120
Accumulated deficit	(120,994)	(103,247)
Total stockholders' equity	5,275	15,103
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 96,371	\$ 102,801

Arteris, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (17,747)	\$ (18,175)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,630	1,275
Stock-based compensation	7,417	7,267
Amortization of deferred income	(588)	(585)
Loss from equity method investment	1,484	1,568
Net accretion of discounts on available-for-sale securities	(344)	(497)
Other, net	24	10
Changes in operating assets and liabilities:		
Accounts receivable, net	3,055	(2,438)
Prepaid expenses and other assets	865	(710)
Accounts payable	156	(371)
Accrued expenses and other liabilities	103	16
Deferred revenue	4,733	2,696
Net cash provided by (used in) operating activities	788	(9,944)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(243)	(735)
Purchases of available-for-sale securities	(12,981)	(19,544)
Proceeds from maturities of available-for-sale securities and other	20,769	20,650
Net cash provided by investing activities	7,545	371
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments of contingent consideration for business combination	—	(1,000)
Principal payments under vendor financing arrangements	(485)	(488)
Proceeds from exercise of stock options	584	417
Payments to tax authorities for shares withheld from employees	—	(57)
Net cash provided by (used in) financing activities	99	(1,128)
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	8,432	(10,701)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period	14,084	37,423
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period	\$ 22,516	\$ 26,722

Non-GAAP Financial Measures

To supplement our financial results, which are prepared and presented in accordance with GAAP, we use certain non-GAAP financial measures, as described below, to understand and evaluate our core performance. These non-GAAP measures, which may be different than similarly-titled measures used by other companies, are presented to enhance investors' overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

We define "Non-GAAP gross profit and Non-GAAP gross margin" as GAAP gross profit and GAAP gross margin, adjusted for stock-based compensation expense included in cost of revenue. We define "Non-GAAP Loss from Operations" as our income (loss) from operations adjusted to exclude stock-based compensation, acquisition costs and amortization of acquired intangible assets. We define "Non-GAAP Net Loss" as our net income (loss) adjusted to exclude stock-based compensation, acquisition costs and amortization of acquired intangible assets.

We define "Non-GAAP EPS", as our Non-GAAP Net Income (Loss) divided by our GAAP weighted-average number of shares outstanding for the period on a diluted basis. Management uses Non-GAAP EPS to evaluate the performance of our business on a comparable basis from period to period.

The above items are excluded from our Non-GAAP Gross Profit, Non-GAAP Income (Loss) from Operations and Non-GAAP Net Income (Loss) because these items are non-cash in nature, or are not indicative of our core operating performance, and render comparisons with prior periods and competitors less meaningful. We believe Non-GAAP Gross Profit, Non-GAAP Income (Loss) from Operations and Non-GAAP Net Income (Loss) provide useful supplemental information to investors and others in understanding and evaluating our results of operations, as well as provide a useful measure for period-to-period comparisons of our business performance.

We define free cash flow as net cash (used in) provided by operating activities less cash used for purchases of property and equipment. We believe that free cash flow is a useful indicator of liquidity that provides information to management and investors, even if negative, about the amount of cash used in our operations other than that used for investments in property and equipment.

Other Business Metrics

Active Customers – we define Active Customers as customers who have entered into a license agreement with us that remains in effect. The retention and expansion of our relationships with existing customers are key indicators of our revenue potential.

Annual Contract Value (ACV) – we define Annual Contract Value for an individual customer agreement as the total fixed fees under the agreement divided by the number of years in the agreement term. Our total ACV is the aggregate ACVs for all our customers as measured at a given point in time. Total fixed fees includes licensing, support and maintenance and other fixed fees under IP licensing or software licensing agreements but excludes variable revenue derived from licensing agreements with customers, particularly royalties.

Confirmed Design Starts – we define Confirmed Design Starts as when customers confirm their commencement of new semiconductor designs using our interconnect IP and notify us. Confirmed Design Starts is a metric management uses to assess the activity level of our customers in terms of the number of new semiconductor designs that are started using our interconnect IP in a given period. We believe that the number of Confirmed Design Starts is an important indicator of the growth of our business and future royalty revenue trends.

Remaining Performance Obligations (RPO) – we define Remaining Performance Obligations as the amount of contracted future revenue that has not yet been recognized, including deferred revenue, billed and unbilled cancelable and non-cancelable contracted amounts.

Arteris, Inc.
Reconciliation of GAAP Measures to Non-GAAP Measures
(In thousands, except share and per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Gross profit	\$ 13,117	\$ 13,509	\$ 24,596	\$ 25,539
Add:				
Stock-based compensation expense included in cost of revenue	186	122	375	205
Amortization of acquired intangible assets ⁽¹⁾	50	49	100	49
Non-GAAP gross profit	<u>\$ 13,353</u>	<u>\$ 13,680</u>	<u>\$ 25,071</u>	<u>\$ 25,793</u>
Gross margin	90 %	92 %	89 %	92 %
Non-GAAP gross margin	92 %	93 %	91 %	92 %
Research and development	\$ 10,717	\$ 12,087	\$ 21,552	\$ 23,468
Stock-based compensation expense	(1,788)	(2,485)	(3,396)	(3,914)
Amortization of acquired intangible assets ⁽¹⁾	(85)	(85)	(170)	(220)
Non-GAAP research and development	<u>\$ 8,844</u>	<u>\$ 9,517</u>	<u>\$ 17,986</u>	<u>\$ 19,334</u>
Sales and marketing	\$ 5,013	\$ 5,601	\$ 10,469	\$ 10,606
Stock-based compensation expense	(657)	(737)	(1,380)	(1,422)
Amortization of acquired intangible assets ⁽¹⁾	(57)	(57)	(114)	(114)
Non-GAAP sales and marketing	<u>\$ 4,299</u>	<u>\$ 4,807</u>	<u>\$ 8,975</u>	<u>\$ 9,070</u>
General and administrative	\$ 4,828	\$ 4,504	\$ 9,150	\$ 8,905
Stock-based compensation expense	(1,129)	(938)	(2,266)	(1,726)
Non-GAAP general and administrative	<u>\$ 3,699</u>	<u>\$ 3,566</u>	<u>\$ 6,884</u>	<u>\$ 7,179</u>
Loss from operations	\$ (7,441)	\$ (8,683)	\$ (16,575)	\$ (17,440)
Stock-based compensation expense	3,760	4,282	7,417	7,267
Amortization of acquired intangible assets ⁽¹⁾	192	191	384	383
Non-GAAP loss from operations	<u>\$ (3,489)</u>	<u>\$ (4,210)</u>	<u>\$ (8,774)</u>	<u>\$ (9,790)</u>
Net loss	\$ (8,344)	\$ (9,165)	\$ (17,747)	\$ (18,175)
Stock-based compensation expense	3,760	4,282	7,417	7,267
Amortization of acquired intangible assets ⁽¹⁾	192	191	384	383
Non-GAAP net loss ⁽²⁾	<u>\$ (4,392)</u>	<u>\$ (4,692)</u>	<u>\$ (9,946)</u>	<u>\$ (10,525)</u>
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.22)	\$ (0.26)	\$ (0.47)	\$ (0.52)
Per share impacts of adjustments to net loss ⁽³⁾	\$ 0.11	\$ 0.13	\$ 0.21	\$ 0.22
Non-GAAP net loss per share attributable to common stockholders, basic and diluted	\$ (0.11)	\$ (0.13)	\$ (0.26)	\$ (0.30)
Weighted average shares used in computing per share amounts, basic and diluted	38,476,934	35,250,157	38,092,996	34,925,800

(1) Represents the amortization expenses of our intangible assets attributable to our acquisitions.

(2) Our GAAP tax provision is primarily related to foreign withholding taxes and income tax in profitable foreign jurisdictions. We maintain a full valuation allowance against our deferred tax assets in the US. Accordingly, there is no significant tax impact associated with these Non-GAAP adjustments.

(3) Reflects the aggregate adjustments made to reconcile Non-GAAP Net Loss to our net loss as noted in the above table, divided by the GAAP diluted weighted average number of shares of the relevant period.

Free Cash Flow

	Six Months Ended June 30,	
	2024	2023
Net cash provided by (used in) operating activities	\$ 788	\$ (9,944)
Less:		
Purchase of property and equipment	(243)	(735)
Free cash flow	\$ 545	\$ (10,679)
Net cash provided by investing activities	\$ 7,545	\$ 371
Net cash provided by (used in) financing activities	\$ 99	\$ (1,128)