

**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): May 04, 2022

WEAVE COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-40998
(Commission
File Number)

26-3302902
(I.R.S. Employer
Identification No.)

**1331 W Powell Way
Lehi, Utah**
(Address of principal executive offices)

84043
(Zip Code)

Registrant's telephone number, including area code: (888) 579-5668

Not Applicable
(Former name or former address, if changed since last report.)

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

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

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. ☐

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, \$0.00001 par value	WEAV	New York Stock Exchange

Item 2.02 Results of Operations and Financial Condition.

On May 04, 2022, Weave Communications, Inc. issued a press release announcing its financial results for the first quarter ended March 31, 2022. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The foregoing information (including the exhibit hereto) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filings, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 4, 2022
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 hereunto duly authorized.

WEAVE COMMUNICATIONS, INC.

Date: May 04, 2022

By: /s/ Roy Banks

Name: Roy Banks

Title: Chief Executive Officer

Weave Communications Announces First Quarter 2022 Financial Results

- First quarter total revenue of \$33.3 million, up 30% year-over-year
- Announced milestone in growth of IT Channel Partners program
- Named Brett White as President & COO and Brendan Neish as CPO

LEHI, Utah—May 4, 2022 – Weave Communications, Inc. (NYSE: WEAV), a leading all-in-one customer communications and engagement software platform for small and medium-sized businesses, today announced its financial results for the first quarter ended March 31, 2022.

“We are in the early innings of many great operational successes,” said CEO Roy Banks. “I am very excited about our 30% year-over-year growth in Q1 and the market opportunity that lies ahead of us for the remainder of 2022 and beyond.”

First Quarter 2022 Financial Highlights

- Total revenue was \$33.3 million, representing a 30% year-over-year increase compared to \$25.7 million in the first quarter of 2021.
- GAAP loss from operations was \$13.5 million, compared to a GAAP loss from operations of \$8.7 million in the first quarter of 2021.
- Non-GAAP loss from operations was \$10.1 million, compared to a non-GAAP loss from operations of \$6.9 million in the first quarter of 2021.
- GAAP net loss attributable to common stockholders was \$13.8 million, or \$0.21 per share compared to a GAAP net loss attributable to common stockholders of \$9.5 million, or \$0.79 per share in the first quarter of 2021.
- Non-GAAP net loss attributable to common stockholders was \$10.4 million, or \$0.16 per share compared to a non-GAAP net loss attributable to common stockholders of \$7.2 million, or \$0.59 per share in the first quarter of 2021.
- Dollar-Based Net Retention Rate (NRR) was 103% as of March 31, 2022.
- Dollar-Based Gross Retention Rate (GRR) was 94% as of March 31, 2022.

Business Highlights

- Utah Business honored Roy Banks as Chief Executive Officer of the year.
- Appointed Brett White as President and Chief Operating Officer to leverage his extensive SaaS and payments experience.
- Appointed Branden Neish as Chief Product Officer to leverage his extensive background in product development.
- Significantly expanded the functionality of our Web Assistant product and its Online Scheduling features, giving practices more flexibility in how patients schedule appointments directly from their website, which saves them time and helps them capture more business.

- Weave was named as a leader in four key software categories of G2's spring 2022 report: Optometry, Dental Practice Management, Patient Relationship Management, and Patient Engagement.
- Weave was added to the Shatter List, a reward from The Women Tech Council recognizing companies with active programs that are leading and accelerating progress towards breaking the glass ceiling for women in the technology sector.

Financial Second Quarter and Full Year 2022 Outlook

The company expects the following financial results for the three months ending June 30, 2022 and year ending December 31, 2022:

	Second Quarter	Full Year
Total revenue (in millions)	\$33.0 - \$34.0	\$139.0 - \$142.0
Non-GAAP loss from operations (in millions)	\$(11.0) - \$(10.0)	\$(40.0) - \$(36.0)
Weighted average share count (in millions)	65.1	66.0

Non-GAAP loss from operations excludes estimates for, among other things, stock-based compensation expense. A reconciliation of this non-GAAP financial guidance measure to a corresponding GAAP financial guidance measure is not available on a forward-looking basis because we do not provide guidance on GAAP net loss from operations and are not able to present the various reconciling cash and non-cash items between GAAP loss from operations and non-GAAP loss from operations without unreasonable effort. In particular, stock-based compensation expense is impacted by our future hiring and retention needs, as well as the future fair market value of our common stock, all of which is difficult to predict and is subject to constant change. The actual amount of these expenses during 2022 will have a significant impact on our future GAAP financial results.

Webcast

The company will host a conference call for analysts and investors on Wednesday, May 4, 2022, beginning at 5 p.m. EST.

Individuals interested in listening to the conference call may do so by dialing (646) 828-8193 or toll free at (888) 220-8451. Please reference the following conference ID: 3278256. The live webcast and a webcast replay of the conference call may be accessed from the investor relations page of Weave's website at investors.getweave.com.

Lock-Up Termination

Beginning at the opening of trading on Friday, May 6, 2022, the lock-up agreements that Weave's directors, officers, and holders of substantially all of Weave's common stock and securities exercisable for or convertible into common stock, entered into with Goldman Sachs & Co. LLC, BofA Securities, Inc., and Citigroup Global Markets, as representatives of the underwriters for Weave's recent initial public offering, will terminate.

About Weave

Weave is the all-in-one customer communications and engagement platform for small business. From the first phone call to the final invoice and every touchpoint in between, Weave connects the entire customer journey. Weave's software solutions transform how local businesses attract, communicate with and engage customers to grow their business. The first Utah company to join Y Combinator, Weave has set the bar for Utah startup achievement & work culture. In the past year, Weave has been included in the

Forbes Cloud 100, Inc. 5000 fastest-growing companies in America, and Glassdoor Best Places to Work. To learn more, visit www.getweave.com/newsroom/.

Forward Looking Statements

This press release and the accompanying conference call contain forward-looking statements including, among others, current estimates of second quarter and full year 2022 revenue and non-GAAP loss from operations and statements in the quotes of our chief executive officer relating to our market opportunity.

These forward-looking statements involve risks and uncertainties. If any of these risks or uncertainties materialize, or if any of our assumptions prove incorrect, our actual results could differ materially from the results expressed or implied by these forward-looking statements. These risks and uncertainties include risks associated with: our ability to attract new customers, retain existing customers, and increase our customers' use of our platform; our ability to manage our growth; the impact of the global COVID-19 pandemic on our company; our ability to maintain and enhance our brand and increase market awareness of our company, platform and products; customer adoption of our platform and products; expansion into new vertical markets; customer acquisition costs and sales and marketing strategies; competition; our ability to enhance our platform and products; interruptions in service; general business and economic conditions; and the risks described in the filings we make from time to time with the Securities and Exchange Commission (SEC) from time to time, including the risks described under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 23, 2022, which should be read in conjunction with our financial results and forward-looking statements and is available on the SEC Filings section of the Investor Relations page of our website at investors.getweave.com/.

All forward-looking statements in this press release are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

Channels for Disclosure of Information

Weave Communications uses the investor relations page on our website, blog posts on our website, press releases, public conference calls, webcasts, our twitter feed (@getweave), our Facebook page, and our LinkedIn page as the means of complying with our disclosure obligations under Regulation FD. We encourage investors, the media, and others to follow the channels listed above, in addition to following Weave Communications' press releases, SEC filings, and public conference calls and webcasts, and to review the information disclosed through such channels.

Supplemental Financial Information

Dollar-Based Net Revenue Retention (NRR)

For retention rate calculations, we use adjusted monthly revenue (AMR), which is calculated for each location as the sum of (i) the subscription component of revenue for each month and (ii) the average of the trailing-three-month recurring payments revenue. To calculate our NRR, we first identify the cohort of locations (the Base Locations) that were active in a particular month (the Base Month). We then divide AMR for the Base Locations in the same month of the subsequent year (the Comparison Month), by AMR in the Base Month to derive a monthly NRR. We derive our annual NRR as of any date by taking a weighted average of the monthly net retention rates over the trailing twelve months prior to such date.

Dollar-Based Gross Revenue Retention (GRR)

To calculate our GRR, we first identify the cohort of locations (the Base Locations) that were under subscription in a particular month (the Base Month). We then calculate the effect of reductions in revenue from customer location terminations by measuring the amount of AMR in the Base Month for Base

Locations still under subscription twelve months subsequent to the Base Month (Remaining AMR). We then divide Remaining AMR for the Base Locations by AMR in the Base Month for the Base Locations to derive a monthly gross retention rate. We calculate GRR as of any date by taking a weighted average of the monthly gross retention rates over the trailing twelve months prior to such date. GRR reflects the effect of customer locations that terminate their subscriptions, but does not reflect changes in revenue due to revenue expansion, revenue contraction, or addition of new customer locations.

Non-GAAP Financial Measures

In this press release, Weave Communications has provided financial information that has not been prepared in accordance with generally accepted accounting principles in the United States (GAAP). We disclose the following historical non-GAAP financial measures in this press release: non-GAAP operating income (loss), non-GAAP net loss, and non-GAAP net loss per share, Adjusted EBITDA, and free cash flow. We use these non-GAAP financial measures internally in analyzing our financial results and evaluating our ongoing operational performance. We believe that these non-GAAP financial measures provide an additional tool for investors to use in understanding and evaluating ongoing operating results and trends in the same manner as our management and board of directors. Our use of these non-GAAP financial measures has limitations as an analytical tool, and you should not consider them in isolation or as a substitute for analysis of our financial results as reported under GAAP. Because of these and other limitations, you should consider these non-GAAP financial measures along with other GAAP-based financial performance measures, including various cash flow metrics, operating income (loss), net loss, and our GAAP financial results. We have provided a reconciliation of these non-GAAP financial measures to their most directly comparable GAAP measures in the tables included in this press release, and investors are encouraged to review the reconciliation.

Non-GAAP net loss and non-GAAP net loss per share

We define non-GAAP net loss as GAAP net loss attributable to common stockholders less stock-based compensation expense and non-cash cumulative dividends on redeemable convertible preferred stock. Non-GAAP net loss per share is calculated as non-GAAP net loss divided by the diluted weighted-average shares outstanding.

Non-GAAP gross profit

We define non-GAAP gross profit as GAAP gross profit less stock-based compensation expense.

Non-GAAP operating expenses

We define non-GAAP operating expenses, in the aggregate or its individual components (i.e., sales and marketing, research and development or general and administrative), as the applicable GAAP operating expenses less the applicable stock-based compensation expense.

Non-GAAP operating income (loss)

We define non-GAAP operating income (loss) as GAAP operating income (loss) less stock-based compensation expense.

Adjusted EBITDA

EBITDA is defined as earnings before interest expense, provision for taxes, depreciation, and amortization. Our depreciation adjustment includes depreciation on operating fixed assets and does not include depreciation on phone hardware provided to our customers. We further adjust EBITDA to exclude stock-based compensation expense, a non-cash item. We believe that adjusted EBITDA provides management and investors consistency and comparability with our past financial performance and facilitates period-to-period comparisons of operations. Additionally, management uses adjusted EBITDA to measure our financial and operational performance and prepare our budgets.

Free Cash Flow

We define free cash flow as net cash used in operating activities, less purchases of property and equipment and capitalized internal-use software costs. We believe that free cash flow is a useful indicator of liquidity that provides useful information to management and investors, even if negative, as it provides information about the amount of cash consumed by our combined operating and investing activities. For example, as free cash flow has been negative, we have needed to access cash reserves or other sources of capital for these investments.

The foregoing non-GAAP financial measures have a number of limitations. For example, the non-GAAP financial information presented above may be determined or calculated differently by other companies and may not be directly comparable to that of other companies. In addition, free cash flow does not reflect our future contractual commitments and the total increase or decrease of our cash balance for a given period. Further, Adjusted EBITDA excludes some costs, namely, non-cash stock-based compensation expense. Therefore, adjusted EBITDA does not reflect the non-cash impact of stock-based compensation expense or working capital needs, that will continue for the foreseeable future. All of these limitations could reduce the usefulness of these non-GAAP financial measures as analytical tools.

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WEAVE COMMUNICATIONS, INC
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited, in thousands except share amounts)

	March 31, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 128,900	\$ 135,996
Accounts receivable	2,897	3,059
Deferred contract acquisition costs, net	8,967	8,931
Prepaid expenses	5,423	6,461
Total current assets	146,187	154,447
Non-current assets:		
Property and equipment, net	11,868	24,502
Operating lease right-of-use assets	47,574	—
Finance lease right-of-use assets	12,214	—
Deferred contract acquisition costs, net, less current portion	7,606	7,873
Other non-current assets	751	663
TOTAL ASSETS	\$ 226,200	\$ 187,485
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 4,229	\$ 4,061
Accrued liabilities	11,919	12,250
Deferred revenue	30,188	29,511
Current portion of operating lease liabilities	4,941	—
Current portion of finance lease liabilities	8,327	8,485
Current portion of long-term debt	—	—
Total current liabilities	59,604	54,307
Non-current liabilities:		
Deferred rent	—	4,319
Operating lease liabilities, less current portion	47,528	—
Finance lease liabilities, less current portion	6,567	6,558
Long-term debt	10,000	10,000
Total liabilities	123,699	75,184
Stockholders' equity:		
Preferred stock, \$0.00001 par value per share; 10,000,000 shares authorized, zero shares issued and outstanding as of March 31, 2022 and December 31, 2021	—	—
Common stock, \$0.00001 par value per share; 500,000,000 shares authorized as of March 31, 2022 and December 31, 2021; 64,889,304 and 64,324,628 shares issued and outstanding as of March 31, 2022 and December 31, 2021, respectively	—	—
Additional paid-in capital	298,214	294,230
Accumulated deficit	(195,736)	(181,898)
Accumulated other comprehensive (loss) income	23	(31)
Total stockholders' equity	102,501	112,301
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 226,200	\$ 187,485

WEAVE COMMUNICATIONS, INC
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands, except share and per share data)

	Three Months Ended March 31,	
	2022	2021
Revenue	\$ 33,272	\$ 25,668
Cost of revenue	13,753	10,802
Gross profit	19,519	14,866
Operating expenses:		
Sales and marketing	16,220	11,736
Research and development	7,204	5,836
General and administrative	9,604	6,003
Total operating expenses	33,028	23,575
Loss from operations	(13,509)	(8,709)
Other income (expense):		
Interest expense	(293)	(280)
Other income (expense)	(4)	6
Loss before income taxes	(13,806)	(8,983)
Provision for income taxes	(32)	—
Net loss	\$ (13,838)	\$ (8,983)
Less: cumulative dividends on redeemable convertible preferred stock	—	(549)
Net loss attributable to common stockholders	\$ (13,838)	\$ (9,532)
Net loss per share attributable to common stockholders - basic and diluted	\$ (0.21)	\$ (0.79)
Weighted-average common shares outstanding - basic and diluted	64,583,714	12,035,941

WEAVE COMMUNICATIONS, INC
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	Three Months Ended March 31,	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (13,838)	\$ (8,983)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	4,283	2,635
Provision for losses on accounts receivable	150	23
Amortization of contract acquisition costs	2,640	2,115
Stock-based compensation	3,425	1,824
Changes in operating assets and liabilities:		
Accounts receivable	12	(2,120)
Contract acquisition costs	(2,409)	(2,647)
Prepaid expenses and other assets	950	222
Accounts payable	148	(197)
Accrued liabilities	69	(390)
Operating lease liabilities	(332)	—
Deferred revenue	731	1,459
Deferred rent	—	787
Net cash used in operating activities	(4,171)	(5,272)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(541)	(1,782)
Capitalized internal-use software costs	(367)	(539)
Net cash used in investing activities	(908)	(2,321)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on finance leases	(2,176)	(1,817)
Proceeds from stock option exercises	559	248
Paid offering costs	(400)	—
Net cash used in financing activities	(2,017)	(1,569)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(7,096)	(9,162)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	135,996	55,698
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 128,900	\$ 46,536
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$ 293	\$ 280
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Equipment purchases financed with accounts payable	\$ 20	\$ 36
Lease liabilities arising from obtaining right-of-use assets	\$ 2,027	\$ 2,940

WEAVE COMMUNICATIONS, INC
DISAGGREGATED REVENUE AND COST OF REVENUE
(unaudited, in thousands)

	Three Months Ended March 31,			
	2022		2021	
Subscription and payment processing:				
Revenue	\$	31,950	\$	23,899
Cost of revenue		(8,821)		(6,416)
Gross profit	\$	23,129	\$	17,483
Gross margin		72 %		73 %
Onboarding:				
Revenue	\$	262	\$	1,038
Cost of revenue		(2,586)		(2,320)
Gross profit	\$	(2,324)	\$	(1,282)
Gross margin		(887)%		(124)%
Hardware:				
Revenue	\$	1,060	\$	731
Cost of revenue (depreciation of phone hardware over a 3-year useful life)		(2,346)		(2,066)
Gross profit	\$	(1,286)	\$	(1,335)
Gross margin		(121)%		(183)%

WEAVE COMMUNICATIONS, INC
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES
(unaudited, in thousands, except share and per share data)

The following tables reconcile the specific items excluded from GAAP in the calculation of non-GAAP financial measures for the periods indicated below:

Non-GAAP gross profit

	Three Months Ended March 31,	
	2022	2021
Gross profit	\$ 19,519	\$ 14,866
Stock-based compensation add back	148	69
Non-GAAP gross profit	<u>\$ 19,667</u>	<u>\$ 14,935</u>

Non-GAAP operating expenses

	Three Months Ended March 31,	
	2022	2021
Sales and marketing	\$ 16,220	\$ 11,736
Stock-based compensation excluded	(662)	(132)
Non-GAAP sales and marketing	<u>\$ 15,558</u>	<u>\$ 11,604</u>
Research and development	\$ 7,204	\$ 5,836
Stock-based compensation excluded	(552)	(396)
Non-GAAP research and development	<u>\$ 6,652</u>	<u>\$ 5,440</u>
General and administrative	\$ 9,604	\$ 6,003
Stock-based compensation excluded	(2,063)	(1,227)
Non-GAAP general and administrative	<u>\$ 7,541</u>	<u>\$ 4,776</u>

Non-GAAP loss from operations

	Three Months Ended March 31,	
	2022	2021
Loss from operations	\$ (13,509)	\$ (8,709)
Stock-based compensation add back	3,425	1,824
Non-GAAP loss from operations	<u>\$ (10,084)</u>	<u>\$ (6,885)</u>

Non-GAAP net loss

	Three Months Ended March 31,	
	2022	2021
Net loss attributable to common stockholders	\$ (13,838)	\$ (9,532)
Stock-based compensation add back	3,425	1,824
Non-cash cumulative dividends on redeemable convertible preferred stock	—	549
Non-GAAP net loss attributable to common stockholders	<u>\$ (10,413)</u>	<u>\$ (7,159)</u>

GAAP net loss per share attributable to common stockholders - basic and diluted	\$ (0.21)	\$ (0.79)
Non-GAAP net loss per share attributable to common stockholders - basic and diluted	\$ (0.16)	\$ (0.59)
Weighted-average common shares outstanding - basic and diluted	64,583,714	12,035,941

Adjusted EBITDA

	Three Months Ended March 31,	
	2022	2021
Net loss	\$ (13,838)	\$ (8,983)
Interest on outstanding debt	293	280
Tax expense	32	—
Depreciation	685	430
Amortization	280	114
Stock-based compensation	3,425	1,824
Adjusted EBITDA	<u>\$ (9,123)</u>	<u>\$ (6,335)</u>

Free Cash Flow

	Three Months Ended March 31,	
	2022	2021
Net cash used in operating activities	\$ (4,171)	\$ (5,272)
Less: Purchase of property and equipment	(541)	(1,782)
Less: Capitalized internal-use software	(367)	(539)
Free cash flow	<u>\$ (5,079)</u>	<u>\$ (7,593)</u>