

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 8, 2024



OPEN LENDING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39326
(Commission
File Number)

84-5031428
(IRS Employer
Identification No.)

1501 S. MoPac Expressway
Suite 450
Austin, Texas 78746

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: 512-892-0400

(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 240.13e-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, par value \$0.01 per share	LPRO	The Nasdaq Stock Market LLC

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 8, 2024, Open Lending Corporation (the "Company") issued a press release announcing its financial results for the fiscal quarter ended June 30, 2024. A copy of the press release and additional supplemental financial information are attached as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

The information furnished under this Item 2.02 and in the accompanying Exhibits 99.1 and 99.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1	Earnings Release, dated August 8, 2024, titled "Open Lending Reports Second Quarter 2024 Financial Results."
99.2	Earnings Supplement Q2 2024
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.

OPEN LENDING CORPORATION

By: /s/ Charles D. Jehl
Name: Charles D. Jehl
Title: Chief Financial Officer, Chief Operating Officer, and Interim Chief Executive Officer

Date: August 8, 2024



Open Lending Reports Second Quarter 2024 Financial Results

AUSTIN, Texas, August 8, 2024 – Open Lending Corporation (Nasdaq: LPRO) (the “Company” or “Open Lending”), an industry trailblazer in lending enablement and risk analytics solutions for financial institutions, today reported financial results for its second quarter of 2024.

“For the second quarter of 2024 we were near or above the high end of our guidance range across certified loans, revenue, and Adjusted EBITDA, excluding a negative change in estimate associated with our profit share,” said Chuck Jehl, Chief Financial Officer and Interim Chief Executive Officer of Open Lending. “While the automotive lending environment continues to face challenges, I am encouraged by the early signs of improvement in market conditions and remain confident in the long-term opportunities ahead of us.”

Three Months Ended June 30, 2024 Highlights

- The Company facilitated 28,963 certified loans during the second quarter of 2024, compared to 34,354 certified loans in the second quarter of 2023.
- Total revenue was \$26.7 million during the second quarter of 2024, compared to \$38.2 million in the second quarter of 2023. The second quarter of 2024 was negatively impacted by a \$6.7 million reduction in estimated future profit share revenues related to business in historic vintages as compared to a \$1.2 million reduction in the second quarter of 2023.
- Gross profit was \$21.0 million during the second quarter of 2024, compared to \$32.0 million in the second quarter of 2023.
- Net income was \$2.9 million during the second quarter of 2024, compared to \$11.4 million in the second quarter of 2023.
- Adjusted EBITDA was \$9.9 million during the second quarter of 2024, compared to \$20.7 million in the second quarter of 2023.

Adjusted EBITDA is a non-GAAP financial measure. A reconciliation of this non-GAAP financial measure to its most directly comparable GAAP financial measure is provided in the financial table included at the end of this press release. An explanation of this measure and how it is calculated is also included under the heading “Non-GAAP Financial Measures.”

Third Quarter 2024 Outlook

Based on trends into the third quarter of 2024, the Company is issuing its third quarter 2024 guidance ranges as follows:

Total Certified Loans	25,000 - 28,000
Total Revenue	\$28 - \$31 million
Adjusted EBITDA	\$11 - \$14 million

The guidance provided above includes forward-looking statements within the meaning of U.S. securities laws. See “Forward-Looking Statements” below.

Conference Call

Open Lending will host a conference call to discuss the second quarter 2024 financial results today at 5:00 pm ET. The conference call will be webcast live from the Company's investor relations website at <https://investors.openlending.com/> under the “Events” section. The conference call can also be accessed live over the phone by dialing (877) 407-4018, or for international callers (201) 689-8471; the conference ID is 13747056. An archive of the webcast will be available at the same location on the website shortly after the call has concluded.

About Open Lending

Open Lending (Nasdaq: LPRO) provides loan analytics, risk-based pricing, risk modeling and default insurance to auto lenders throughout the United States. For over 20 years, we have been empowering financial institutions to

create profitable auto loan portfolios with less risk and more reward. For more information, please visit www.openlending.com.

Forward-Looking Statements

This press release includes certain statements that are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995, including statements related to market trends, consumer behavior and demand for automotive loans, as well as future financial performance under the heading "Third Quarter 2024 Outlook" above. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These statements are based on various assumptions and on the current expectations of the Company's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the Company's control. These forward-looking statements are subject to a number of risks and uncertainties, including general economic, market, political and business conditions; applicable taxes, inflation, supply chain disruptions including global hostilities and responses thereto, interest rates and the regulatory environment; the outcome of judicial proceedings to which Open Lending may become a party; and other risks discussed in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2023. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that the Company presently does not know or that it currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect the Company's expectations, plans or forecasts of future events and views as of the date of this press release. The Company anticipates that subsequent events and developments will cause its assessments to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Non-GAAP Financial Measures

The non-GAAP financial measures included in this press release are financial information that has not been prepared in accordance with GAAP. The Company uses Adjusted EBITDA, Adjusted EBITDA margin and Adjusted operating cash flows internally in analyzing our financial results and believes these measures are useful to investors, as a supplement to GAAP measures, in evaluating our ongoing operational performance. The Company believes that the use of non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing our financial results with other companies in our industry, many of which present similar non-GAAP financial measures to investors.

The Company believes these measures provide useful information to investors and others in understanding and evaluating its operating results in the same manner as its management and board of directors. In addition, these measures provide useful measures for period-to-period comparisons of our business, as they remove the effect of certain non-cash items and certain non-recurring variable charges. Adjusted EBITDA is defined as GAAP net income excluding interest expense, income taxes, depreciation and amortization expense of property and equipment, and share-based compensation expense. Adjusted EBITDA margin is defined as Adjusted EBITDA expressed as a percentage of total revenue. Adjusted operating cash flows is defined as Adjusted EBITDA, minus CAPEX, +/- change in contract assets.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Investors are encouraged to review the reconciliation of non-GAAP financial measures to their most directly comparable GAAP financial measure provided in the financial statement tables included below in this press release.

Contact:

ICR for Open Lending
Investors
openlending@icrinc.com

OPEN LENDING CORPORATION
Condensed Consolidated Balance Sheets
(Unaudited, in thousands, except share data)

	June 30, 2024	December 31, 2023
Assets		
Current assets		
Cash and cash equivalents	\$ 248,007	\$ 240,206
Restricted cash	4,458	6,463
Accounts receivable, net	4,439	4,616
Current contract assets, net	22,601	28,704
Income tax receivable	8,060	7,035
Other current assets	5,650	2,852
Total current assets	293,215	289,876
Fixed assets, net	4,835	3,913
Operating lease right-of-use asset, net	3,663	3,990
Contract assets	11,130	610
Deferred tax asset, net	66,256	70,113
Other assets	3,703	5,535
Total assets	\$ 382,802	\$ 374,037
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	\$ 899	\$ 375
Accrued expenses	8,214	8,131
Current portion of debt	7,500	4,688
Third-party claims administration liability	4,482	6,464
Other current liabilities	915	932
Total current liabilities	22,010	20,590
Long-term debt, net of deferred financing costs	135,787	139,357
Operating lease liabilities	3,105	3,450
Other liabilities	5,117	5,060
Total liabilities	\$ 166,019	\$ 168,457
Commitments and contingencies		
Stockholders' equity		
Preferred stock, \$0.01 par value; 10,000,000 shares authorized and none issued and outstanding	\$ —	\$ —
Common stock, \$0.01 par value; 550,000,000 shares authorized, 128,198,185 shares issued and 119,251,295 shares outstanding as of June 30, 2024 and 128,198,185 shares issued and 118,819,795 shares outstanding as of December 31, 2023	1,282	1,282
Additional paid-in capital	499,732	502,032
Accumulated deficit	(185,760)	(193,749)
Treasury stock at cost, 8,946,890 shares at June 30, 2024 and 9,378,390 at December 31, 2023	(98,471)	(103,985)
Total stockholders' equity	\$ 216,783	\$ 205,580
Total liabilities and stockholders' equity	\$ 382,802	\$ 374,037

OPEN LENDING CORPORATION
Condensed Consolidated Statements of Operations
(Unaudited, in thousands, except share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue				
Program fees	\$ 14,836	\$ 17,893	\$ 29,145	\$ 35,194
Profit share	9,333	17,809	23,215	36,411
Claims administration and other service fees	2,558	2,452	5,112	4,910
Total revenue	26,727	38,154	57,472	76,515
Cost of services	5,713	6,117	11,463	11,548
Gross profit	21,014	32,037	46,009	64,967
Operating expenses				
General and administrative	11,745	10,971	23,724	21,166
Selling and marketing	4,149	4,218	8,363	8,627
Research and development	1,130	1,128	2,609	2,358
Total operating expenses	17,024	16,317	34,696	32,151
Operating income	3,990	15,720	11,313	32,816
Interest expense	(2,736)	(2,655)	(5,506)	(5,042)
Interest income	3,086	2,452	6,057	4,516
Other expense, net	—	(6)	—	(6)
Income before income taxes	4,340	15,511	11,864	32,284
Income tax expense	1,438	4,140	3,875	8,375
Net income	\$ 2,902	\$ 11,371	\$ 7,989	\$ 23,909
Net income per common share				
Basic	\$ 0.02	\$ 0.09	\$ 0.07	\$ 0.20
Diluted	\$ 0.02	\$ 0.09	\$ 0.07	\$ 0.20
Weighted average common shares outstanding				
Basic	119,206,370	120,648,658	119,066,270	121,878,503
Diluted	119,331,472	121,540,094	119,387,598	122,456,565

OPEN LENDING CORPORATION
Condensed Consolidated Statements of Cash Flows
(Unaudited, in thousands)

	Six Months Ended June 30,	
	2024	2023
Cash flows from operating activities		
Net income	\$ 7,989	\$ 23,909
Adjustments to reconcile net income to net cash provided by operating activities:		
Share-based compensation	4,222	4,163
Depreciation and amortization of fixed assets	787	496
Amortization of debt issuance costs	214	210
Non-cash operating lease cost	327	305
Deferred income taxes	3,857	1,782
Other	37	6
Changes in assets & liabilities:		
Accounts receivable, net	177	(608)
Contract assets, net	(4,417)	15,775
Other current and non-current assets	(2,885)	(633)
Accounts payable	524	(259)
Accrued expenses	191	857
Income tax receivable, net	843	(2,133)
Operating lease liabilities	(307)	(272)
Third-party claims administration liability	(1,982)	1,263
Other current and non-current liabilities	22	718
Net cash provided by operating activities	9,599	45,579
Cash flows from investing activities		
Purchase of property and equipment	(51)	(77)
Capitalized software development costs	(1,677)	(766)
Net cash used in investing activities	(1,728)	(843)
Cash flows from financing activities		
Payments on term loans	(938)	(1,875)
Shares repurchased	—	(21,323)
Shares withheld for taxes related to restricted stock units	(1,137)	(275)
Net cash used in financing activities	(2,075)	(23,473)
Net change in cash and cash equivalents and restricted cash	5,796	21,263
Cash and cash equivalents and restricted cash at the beginning of the period	246,669	208,519
Cash and cash equivalents and restricted cash at the end of the period	\$ 252,465	\$ 229,782
Supplemental disclosure of cash flow information:		
Interest paid	\$ 6,260	\$ 4,974
Income tax paid (refunded), net	\$ (825)	\$ 8,726
Non-cash investing and financing:		
Share-based compensation for capitalized software development	\$ 129	\$ 42
Capitalized software development costs accrued but not paid	\$ 127	\$ 59
Accrued excise tax associated with share repurchases	\$ —	\$ 190

OPEN LENDING CORPORATION
Reconciliation of GAAP to Non-GAAP Financial Measures
(Unaudited, in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net income	\$ 2,902	\$ 11,371	\$ 7,989	\$ 23,909
Non-GAAP adjustments:				
Interest expense	2,736	2,655	5,506	5,042
Income tax expense	1,438	4,140	3,875	8,375
Depreciation and amortization of fixed assets	415	252	787	496
Share-based compensation	2,368	2,319	4,222	4,163
Total adjustments	6,957	9,366	14,390	18,076
Adjusted EBITDA	\$ 9,859	\$ 20,737	\$ 22,379	\$ 41,985
Total revenue	\$ 26,727	\$ 38,154	\$ 57,472	\$ 76,515
Adjusted EBITDA margin	37 %	54 %	39 %	55 %
Adjusted operating cash flows⁽¹⁾				
Adjusted EBITDA	\$ 9,859	\$ 20,737	\$ 22,379	\$ 41,985
CAPEX	(1,086)	(508)	(1,728)	(843)
Decrease (increase) in contract assets, net	(1,803)	6,287	(4,417)	15,775
Adjusted operating cash flows	\$ 6,970	\$ 26,516	\$ 16,234	\$ 56,917

(1) Adjusted operating cash flows is defined as Adjusted EBITDA, minus CAPEX, +/- change in contract assets.



Earnings Supplement

Q2 2024



Lenders
Protection

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Q2 2024 Financial Highlights

	Q2 2024	Q2 2023
Total Certs	28,963	34,354
Revenue	\$26.7 million	\$38.2 million
Adj. EBITDA ¹	\$9.9 million	\$20.7 million
Adj. Operating Cash Flows ²	\$7.0 million	\$26.5 million

(1) See reconciliation of GAAP to non-GAAP financial measures on page 5

(2) Defined as Adj. EBITDA, minus CAPEX, +/- change in contract assets; see reconciliation of GAAP to non-GAAP financial measures on page 5

Key Performance Indicators

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Certs				
Credit Union & Bank	22,038	27,047	43,116	53,409
OEM	6,925	7,307	14,036	13,353
Total Certs	28,963	34,354	57,152	66,762
Unit Economics				
Avg. Profit Share Revenue per Cert (1)	\$ 552	\$ 553	\$ 543	\$ 552
Avg. Program Fee Revenue per Cert	\$ 512	\$ 521	\$ 510	\$ 527
Originations				
Facilitated Loan Origination Volume (\$ in 000s)	\$ 819,253	\$ 1,014,727	\$ 1,607,140	\$ 1,966,665
Average Loan Size	\$ 28,286	\$ 29,537	\$ 28,120	\$ 29,458
Channel Overview				
New Vehicle Certs as a % of Total	12.7 %	11.8 %	11.8 %	13.2 %
Used Vehicle Certs as a % of Total	87.3 %	88.2 %	88.2 %	86.8 %
Indirect Certs as a % of Total	79.0 %	69.6 %	79.7 %	70.7 %
Direct Certs as a % of Total	18.0 %	19.8 %	17.0 %	20.0 %
Refinance Certs as a % of Total	3.0 %	10.6 %	3.3 %	9.3 %

(1) Represents average profit share revenue per certified loan originated in the period excluding the impact of profit share revenue recognized in the period associated with historical vintages. The profit share revenue impact related to change in estimates of historical vintages was a reduction of \$6.7 million and \$7.8 million for the three and six months ended June 30, 2024, respectively, and a decrease of \$1.2 million and \$0.5 million for the three and six months ended June 30, 2023, respectively.

Financial Results

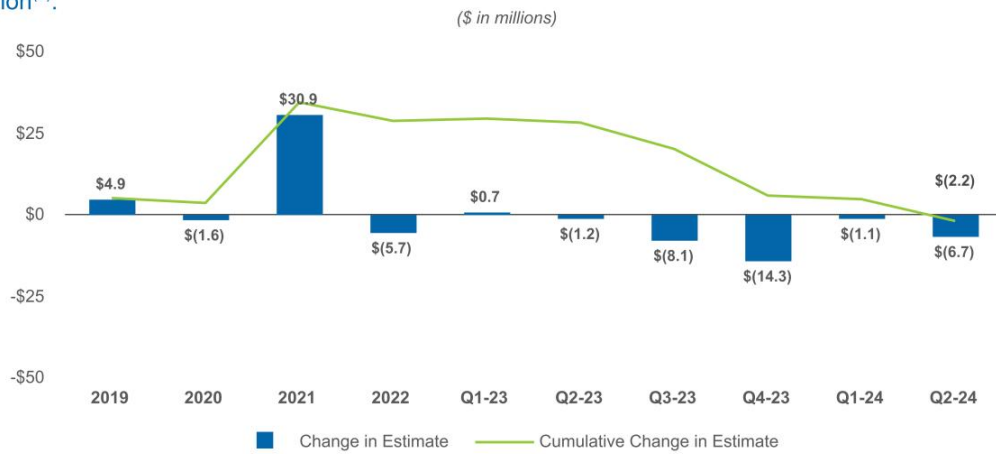
(\$ in '000s)	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue				
Program fees	\$ 14,836	\$ 17,893	\$ 29,145	\$ 35,194
Profit share	9,333	17,809	23,215	36,411
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Income tax expense	1,438	4,140	3,875	8,375
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Reconciliation of GAAP to Non-GAAP Financial Measures

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Adjusted EBITDA (\$ in 000's)				
Net income	\$ 2,902	\$ 11,371	\$ 7,989	\$ 23,909
Non-GAAP adjustments:				
Interest expense	2,736	2,655	5,506	5,042
Income tax expense	1,438	4,140	3,875	8,375
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Share-based compensation expense	2,368	2,319	4,222	4,163
Total adjustments	6,957	9,366	14,390	18,076
Adjusted EBITDA	\$ 9,859	\$ 20,737	\$ 22,379	\$ 41,985
Total revenue	\$ 26,727	\$ 38,154	\$ 57,472	\$ 76,515
Adjusted EBITDA margin	37 %	54 %	39 %	55 %
Adjusted operating cash flows (\$ in 000's)				
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Adjusted operating cash flows	\$ 6,970	\$ 26,516	\$ 16,234	\$ 56,917

Cumulative Profit Share Revenue Change in Estimate

Q2 2024 negative change in estimate of \$6.7 million is associated with cumulative previously reported profit share revenue of approximately \$394 million⁽¹⁾. Cumulative change in estimate at Q2 2024 is negative \$2.2 million⁽²⁾.



⁽¹⁾ Cumulative revenue from Accounting Standards Codification ("ASC") 606 implementation in 2019 through Q1 2024.

⁽²⁾ Cumulative change in estimate from ASC 606 implementation in 2019 through Q2 2024.

Changes in Contract Asset and Profit Share Revenue Estimates

Changes in Contract Asset and Profit Share Revenue Estimate attributable to **Realized Portfolio Performance** versus **Prospective Changes in Assumptions**



Total Current Share Count

Shares	In thousands
Total Shares Outstanding August 8, 2024	119,252
Treasury Shares	8,946
Total Shares Issued	128,198

