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): November 7, 2023

OpenLending

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 \Box

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 November 7, 2023, Open Lending Corporation (the "Company") issued a press release announcing its financial results for the fiscal quarter ended September 30, 2023. 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 November 7, 2023, titled "Open Lending Reports Second Quarter 2023 Financial Results."

- Supplemental Earnings Information Q3 2023 Cover Page Interactive Data File (embedded within the Inline XBRL document) 99.2 104

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: Name: Title: /s/ Charles D. Jehl Charles D. Jehl Chief Financial Officer

Date: November 7, 2023

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OpenLending

Open Lending Reports Third Quarter 2023 Financial Results

AUSTIN, Texas, November 7, 2023 - 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 third guarter of 2023.

"During the quarter, we continued to focus on positioning ourselves for the future by making thoughtful investments in our business. We believe this positions us well to capture pent-up demand when the industry inevitably recovers," said Keith Jezek, CEO of Open Lending. "I remain excited about the future of Open Lending as we have a substantial total addressable market, a unique business model, strong value proposition and significant growth opportunities. In addition, we have a strong balance sheet, no near-term debt maturities and generate positive cash flow, all of which afford us the resilience to navigate current challenging market conditions."

Three Months Ended September 30, 2023 Highlights

- The Company facilitated 29,959 certified loans during the third quarter of 2023, compared to 42,186 certified loans in the third quarter of 2022.
- Total revenue was \$26.0 million during the time quarter of 2023, compared to \$1.7 million in the third quarter of 2023. The third quarter of 2023 was impacted by an \$8.1 million reduction in estimated future profit share revenues related to business in historic vintages as compared to a \$1.7 million increase for the third quarter of 2022.
- Gross profit was \$20.6 million during the third quarter of 2023, compared to \$45.5 million in the third quarter of 2022. Net income was \$3.0 million during the third quarter of 2023, compared to \$24.5 million in the third quarter of 2022.
- Adjusted EBITDA was \$10.3 million during the third quarter of 2023, compared to \$29.4 million in the third quarter of 2022.

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."

Fourth Quarter 2023 Outlook

Based on trends into fourth quarter of 2023, the Company is issuing guidance ranges as follows:

Total Certified Loans	22,000 - 26,000
Total Revenue	\$25 - \$29 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 third quarter 2023 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 13741179. 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 (Nasdad: 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 "Fourth Quarter 2023 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 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 partices in cluding 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; failure to realize the anticipated benefits of the business combination with Nebula Acquisition Corporation; and other risk discussed in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2022. If the risks materialize or assumptions, prove incorrect, actual res

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 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-necurring 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, 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)

	September 30, 2023	December 31, 2022
Assets		
Current assets		
Cash and cash equivalents	\$ 232,608	\$ 204,450
Restricted cash	5,803	4,069
Accounts receivable, net	5,266	5,721
Current contract assets, net	37,850	54,429
Income tax receivable	9,192	9,714
Other current assets	3,137	2,361
Total current assets	293,856	280,744
Property and equipment, net	3,713	2,573
Operating lease right-of-use asset, net	4,149	4,610
Contract assets	11,381	21,001
Deferred tax asset, net	64,742	65,128
Other assets	5,539	5,575
Total assets	\$ 383,380	\$ 379,631
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	\$ 221	\$ 288
Accrued expenses	9,302	6,388
Current portion of debt	3,750	3,750
Third-party claims administration liability	5,804	4,055
Other current liabilities	896	626
Total current liabilities	19,973	15,107
Long-term debt, net of deferred financing costs	141,139	143,683
Operating lease liabilities	3,617	4,082
Other liabilities	3,926	3,935
Total liabilities	168,655	166,807
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 119,499,504 shares outstanding as of September 30, 2023 and 128,198,185 shares issued and 123,646,059 shares outstanding as of December 31, 2022	1,282	1,282
Additional paid-in capital	503.981	499.625
Accumulated deficit	(188,907	(215,819)
Treasury stock at cost, 8,698,681 shares at September 30, 2023 and 4,552,126 at December 31, 2022	(101,631	
Total stockholders' equity	214,725	212,824
Total liabilities and stockholders' equity	\$ 383,380	-
		0.0,001

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

	Three Months Ended September 30,			Nine Months Ended September 30,				
		2023		2022	_	2023		2022
Revenue								
Profit share	\$	8,022	\$	26,523	\$	44,433	\$	83,990
Program fees		15,416		21,845		50,610		62,302
Claims administration and other service fees		2,568		2,293		7,478		6,481
Total revenue	-	26,006		50,661		102,521		152,773
Cost of services		5,369		5,199		16,917		15,072
Gross profit		20,637		45,462	-	85,604		137,701
Operating expenses								
General and administrative		9,875		9,335		31,041		24,785
Selling and marketing		4,509		5,981		13,136		13,708
Research and development		1,717		2,355		4,075		6,366
Total operating expenses		16,101		17,671		48,252		44,859
Operating income		4,536		27,791		37,352		92,842
Interest expense		(2,799)		(1,608)		(7,841)		(3,535)
Interest income		2,801		321		7,317		368
Other expense, net		(3)		(239)		(9)		(239)
Income before income taxes	-	4,535		26,265		36,819		89,436
Income tax expense		1,532		1,736		9,907		18,627
Net income	\$	3,003	\$	24,529	\$	26,912	\$	70,809
Net income per common share					_		_	
Basic	\$	0.02	\$	0.19	\$	0.22	\$	0.56
Diluted	\$	0.02	\$	0.19	\$	0.22	\$	0.56
Weighted average common shares outstanding								
Basic		120,217,857		126,228,723		121,318,872		126,222,084
Diluted		121,298,880		126,228,723		122,065,718		126,222,415

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

		Nine Months Ended September 30,			
		2023	2022		
Cash flows from operating activities					
Net income	\$	26,912 \$	70,809		
Adjustments to reconcile net income to net cash provided by operating activities:					
Share-based compensation		6,826	3,564		
Depreciation and amortization of property and equipment		824	680		
Amortization of debt issuance costs		319	265		
Non-cash operating lease cost		461	431		
Deferred income taxes		386	(7,860)		
Other		10	_		
Changes in assets & liabilities:					
Accounts receivable, net		455	(129)		
Contract assets, net		26,199	13,016		
Other current and non-current assets		(789)	1,331		
Accounts payable		(67)	(1,101)		
Accrued expenses		2,299	4,849		
Income tax receivable, net		513	(984)		
Operating lease liabilities		(412)	(363)		
Third-party claims administration liability		1,749	308		
Other current and non-current liabilities		218	181		
Net cash provided by operating activities		65,903	84,997		
Cash flows from investing activities					
Purchase of property and equipment		(103)	(222)		
Capitalized software development costs		(1,485)	(415)		
Net cash used in investing activities		(1,588)	(637)		
Cash flows from financing activities					
Proceeds from term loans		_	150,000		
Payments on term loans		(2,813)	(122,656)		
Payments on revolving facility		_	(25,000)		
Payment of deferred financing cost		_	(976)		
Shares repurchased		(31,322)			
Shares withheld for taxes related to restricted stock units		(288)	(81)		
Net cash (used in) provided by financing activities		(34,423)	1,287		
Net change in cash and cash equivalents and restricted cash		29.892	85.647		
Cash and cash equivalents and restricted cash at the beginning of the period		208,519	119,509		
Cash and cash equivalents and restricted cash at the end of the period	\$	238,411 \$	205,156		
Supplemental disclosure of cash flow information:	÷	200,411 0	200,100		
Interest paid	\$	7,593 \$	2,859		
Income tax paid, net	\$	9.008 \$	2,659 27,471		
Non-cash investing and financing:	2	9,008 \$	27,471		
Property and equipment accrued but not paid	\$	2 \$	5		
Share-based compensation for capitalized software development	\$	2 \$ 63 \$	5		
			_		
Capitalized software development costs accrued but not paid	\$	230 \$	-		
Accrued excise tax associated with share repurchases	\$	290 \$			

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

	Three Months Ended September 30,			Nine Months En	nded September 30,		
		2023		2022	 2023		2022
Net income	\$	3,003	\$	24,529	\$ 26,912	\$	70,809
Non-GAAP adjustments:							
Interest expense		2,799		1,608	7,841		3,535
Income tax expense		1,532		1,736	9,907		18,627
Depreciation and amortization of property and equipment		328		233	824		680
Share-based compensation		2,663		1,295	6,826		3,564
Total adjustments		7,322		4,872	 25,398		26,406
Adjusted EBITDA	\$	10,325	\$	29,401	\$ 52,310	\$	97,215
Total revenue	\$	26,006	\$	50,661	\$ 102,521	\$	152,773
Adjusted EBITDA margin		40 %		58 %	51 %		64 %
Adjusted operating cash flows ⁽¹⁾							
Adjusted EBITDA	\$	10,325	\$	29,401	\$ 52,310	\$	97,215
CAPEX		(745)		(273)	(1,588)		(637)
Decrease (increase) in contract assets, net		10,424		6,808	26,199		13,016
Adjusted operating cash flows	\$	20,004	\$	35,936	\$ 76,921	\$	109,594

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



Q3 2023 Financial Highlights



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

2

Q3 2023 Key Performance Indicators

	Three Months Ended September 30,				Ni	ine Months En	ded S	September 30,		
		2023		2022		2023		2022		
Certs	~~									
Credit Union & Bank		22,660		36,446		76,069		113,553		
OEM		7,299		5,740		20,652		17,108		
Total Certs	_	29,959	_	42,186	_	96,721	_	130,661		
Unit Economics										
Avg. Profit Share Revenue per Cert (1)	\$	537	\$	589	\$	547	\$	588		
Avg. Program Fee Revenue per Cert	\$	527	\$	518	\$	530	\$	477		
Originations										
Facilitated Loan Origination Volume (\$ in 000s)	\$	883,470	\$	1,246,250	\$	2,850,133	\$	3,722,270		
Average Loan Size	\$	29,489	\$	29,542	\$	29,468	\$	28,488		
Channel Overview										
New Vehicle Certs as a % of Total		13.3 %	ò	11.8 %		13.2 %	6	9.0 %		
Used Vehicle Certs as a % of Total		86.7 %	Ó	88.2 %		86.8 %	6	91.0 %		
Indirect Certs as a % of Total		75.6 %	ó	55.1 %		72.3 %	6	50.8 %		
Direct Certs as a % of Total		21.1 %	Ď	17.0 %		20.3 %	6	15.8 %		
Refinance Certs as a % of Total		3.3 %	ó	28.0 %		7.4 %	6	33.4 %		

(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 \$(8.1) million and \$(8.5) million for the three and nine months ended September 30, 2023, respectively, and \$1.7 million and \$7.1 million, respectively, for the three and nine months ended September 30, 2022, respectively.

3 💻

Q3 2023 Financial Update

(\$ in '000s)	Three Months Er	ded September 30,	Nine Months End	led September 30,			
	2023	2022	2023	2022			
Revenue							
Profit share	\$ 8,022	\$ 26,523	\$ 44,433	\$ 83,990			
Program fees	15,416	21,845	50,610	62,302			
Claims administration and other service fees	2,568	2,293	7,478	6,481			
Total revenue	26,006	50,661	102,521	152,773			
Cost of services	5,369	5,199	16,917	15,072			
Gross profit	20,637	45,462	85,604	137,701			
Operating expenses							
General and administrative	9,875	9,335	31,041	24,785			
Selling and marketing	4,509	5,981	13,136	13,708			
Research and development	1,717	2,355	4,075	6,366			
Total operating expenses	16,101	17,671	48,252	44,859			
Operating income	4,536	27,791	37,352	92,842			
Interest expense	(2,799) (1,608)	(7,841)	(3,535)			
Interest income	2,801	321	7,317	368			
Other expense, net	(3) (239)	(9)	(239)			
Income before income taxes	4,535	-	36,819	89,436			
Income tax expense	1,532		9,907	18,627			
Net income	\$ 3,003	-	\$ 26,912	\$ 70,809			

4

Reconciliation of GAAP to Non-GAAP Financial Measures

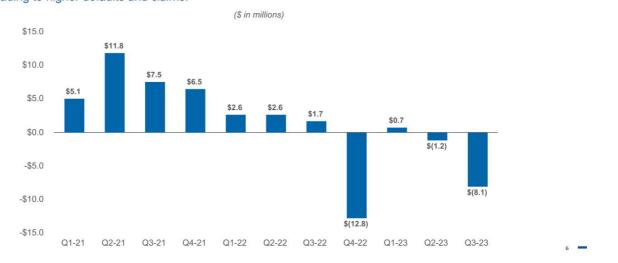
Adjusted EBITDA (\$ in 000's)

(\$ in 000's		Three Mo Septer			Nine Mon Septer	
		 2023	 2022		2023	 2022
	Net income	\$ 3,003	\$ 24,529	\$	26,912	\$ 70,809
	Non-GAAP adjustments:					
	Interest expense	2,799	1,608		7,841	3,535
	Income tax expense	1,532	1,736		9,907	18,627
	Depreciation and amortization of property and equipment	328	233		824	680
	Share-based compensation	2,663	1,295		6,826	3,564
	Total adjustments	7,322	4,872		25,398	 26,406
	Adjusted EBITDA	\$ 10,325	\$ 29,401	\$	52,310	\$ 97,215
	Total revenue	\$ 26,006	\$ 50,661	\$	102,521	\$ 152,773
	Adjusted EBITDA margin	40 %	58 %	6	51 %	64 %
Adjusted (\$ in 000's	operating cash flows					
	Adjusted EBITDA	\$ 10,325	\$ 29,401	\$	52,310	\$ 97,215
	CAPEX	(745)	(273)		(1,588)	(637)
	Decrease (increase) in contract assets, net	10,424	6,808		26,199	13,016
	Adjusted operating cash flows	\$ 20,004	\$ 35,936	\$	76,921	\$ 109,594

5 -

Profit Share Revenue Change in Estimate

Q3'23 decrease in contract asset profit share revenue estimate was primarily driven by rising delinquencies leading to higher defaults and claims.



Total Current Share Count

Shares	In thousands
Total Shares Outstanding November 7, 2023	119,754
Treasury Shares	8,444
Total Shares Issued	128,198