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 16, 2026

Veritone, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-38093**	**47-1161641**
(State or other jurisdiction of incorporation)	*(Commission File Number)*	*(IRS Employer Identification No.)*

5291 California Avenue, Suite 350 Irvine, California	**92617**
(Address of principal executive offices)	*(Zip Code)*

(888) 507-1737

(Registrant's telephone number, including area code)

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 (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, par value $0.001 per share	VERI	The Nasdaq Global 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 November 16, 2026, Veritone, Inc. (the "Company") announced its financial results for the third quarter ended September 30, 2026. The press release issued by the Company in connection with the announcement is attached to this report as Exhibit 99.1.

The information in this Item 2.02 shall not be deemed "filed" for the 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 into any filing by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as may be set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description
99.1	Press Release of Veritone, Inc. dated November 16, 2026 (furnished pursuant to Item 2.02 and not deemed filed)
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.

VERITONE, INC.

By: /s/ MICHAEL L. ZEMETRA

Michael L. Zemetra
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Date: November 16, 2026

Veritone Reports Third Quarter 2026 Results
and Announces Debt Exchange and Commitment Letter to Bring in New Financing

– *Completed exchange of $38.7 million principal amount of outstanding 1.75% convertible senior notes due November 15, 2026 ("Old Convertible Notes") for $38.7 million principal amount of newly issued 1.75% convertible senior notes due December 15, 2026 ("New Convertible Notes") and an aggregate of 1.6 million shares of common stock. The $6.8 million remaining principal amount outstanding of Old Convertible Notes will be paid at maturity on November 16, 2026* –

– *Obtained commitment letter from Blue Torch Capital ("BTC") for a new $40 million senior secured term loan, subject to certain conditions precedent, including a requirement for the Company to obtain additional financing. The Company is in discussions with certain parties, including its largest stockholders, for up to $25.0 million in additional financing which will satisfy such condition. If obtained, the Company expects to use a portion of the proceeds from these financings to repay the New Convertible Notes at maturity in December 2026 and the remainder for corporate and operating purposes* –

– *Announced strategic integrations and advancements with Box, Inc. (NYSE: BOX), Getac, and JustFOIA/MCCI connecting aiWARE's award-winning public safety applications to accelerate our Public Sector iDEMS offering and existing sales and distribution* –

– Q3 Revenue of $18.6 million, Annual Recurring Revenue (ARR) of $55.9 million and Net Loss and Non-GAAP Net Loss of $19.2 million and $10.7 million, respectively –

– VDR sales pipeline of over $70.0 million with an active sales pipeline of up to $25.0 million –

– Completed next phase of restructuring, delivering over $18.0 million in annualized cost reductions since June 2026, or approximately 18% of annual Operating Expenses as compared to the trailing 12 months ended June 30, 2026 –

– Targeting additional cost reductions of $2.0 million to $7.0 million by year-end 2026, representing total annualized Operating Expense reductions of approximately 20% to 25% –

IRVINE, Calif. -- November 16, 2026 **-- Veritone, Inc. (NASDAQ: VERI) ("Veritone" or the "Company")**, a leader in building enterprise AI solutions, today announced results for the third quarter ended September 30, 2026.

"We have spent the majority of fiscal 2026 taking actions to put Veritone in a stronger financial and operational position," said Ryan Steelberg, President and Chief Executive Officer of Veritone. "With our newly announced convertible notes exchange and commitment letter, combined with our recent cost reduction efforts, we are on a clear path to greatly improve our financial position and ability to execute our operating model and product strategy. With the introduction of new products, and our expanded partnership ecosystem, I am confident in our go-forward strategy, and believe we are well positioned to accelerate growth in 2027."

Third Quarter 2026 Financial Highlights

- Revenue of $18.6 million, a decrease of $8.0 million, or 30.1%, compared to Q3 2025 primarily due to a decrease in revenue generated from our VDR product, along with a decline in consumption-based revenue across our talent acquisition solutions.
- Annual Recurring Revenue (ARR) of $55.9 million, down 12.6% from Q3 2025, principally due to the loss of iHeart Radio and lower subscription revenue across our talent acquisition solutions.
- Software Products and Services revenues of $11.7 million, a decrease of $8.7 million, or 42.7%, year over year.
- Managed Services revenue of $6.9 million, an increase of $0.7 million, or 11.3%, year over year.
- GAAP gross profit of $11.0 million, a decrease of $5.3 million, or 32.7%, year over year; GAAP gross margin of 59.1% as compared to 61.4% in Q3 2025, as a result of year-over-year declines in higher gross margin Software Products & Services revenue, resulting in a higher mix of lower gross margin Managed Services revenue.

- Non-GAAP gross profit of $12.4 million, a decrease of $5.8 million, or 32.0%, year over year; non-GAAP gross margin of 66.5% as compared to 68.3% in Q3 2025, as a result of year-over-year declines in higher gross margin Software Products & Services revenue, resulting in a higher mix of lower gross margin Managed Services revenue.
- Operating loss of $19.4 million, an increase of $1.2 million, or 6.9%, year over year, driven by the decrease of $5.4 million in GAAP Gross Profit and a $1.1 million increase in restructuring expenses, offset by an over $3.0 million improvement in operating expenses from our restructuring efforts through Q3 and a $1.8 million improvement in non-cash depreciation and amortization.
- Net loss of $19.2 million, an improvement of $10.1 million, or 34.5%, year over year driven primarily by an $8.4 million decrease in other expense, largely as a result of an $8.0 million loss on revaluation of the Veritone One earnout receivable in the third quarter of 2025.
- Non-GAAP net loss of $10.7 million, an increase of $2.5 million, or 31.2%, year-over-year principally driven by a decline in year over year Non-GAAP Gross Profit due to the mix of revenue in Q3 2026 as compared to Q3 2025, partially offset by a decrease in operating expenses.

Year to Date 2026 Financial Highlights

- Revenue of $63.1 million, a decrease of $9.1 million, or 12.6%, year over year.
- Software Products and Services revenues of $42.2 million, a decrease of $9.4 million, or 18.3%, year over year primarily due to a decrease in revenue generated from our VDR product, along with a decline in consumption-based revenue across talent acquisition solutions.
- Managed Services revenue of $20.9 million, an increase of $0.3 million, or 1.4%, year over year.
- GAAP gross profit of $37.6 million, a decrease of $8.1 million, or 17.7%, year over year; GAAP gross margin of 59.6% as compared to 63.2% for the nine months ended September 30, 2025, as a result of year-over-year declines in higher gross margin Software Products & Services revenue, resulting in a higher mix of lower gross margin Managed Services revenue.
- Non-GAAP gross profit of $41.5 million, a decrease of $8.1 million, or 16.4%, year over year; non-GAAP gross margin of 65.8% as compared to 68.7% for the nine months ended September 30, 2025, as a result of year-over-year declines in higher gross margin Software Products & Services revenue, resulting in a higher mix of lower gross margin Managed Services revenue.
- Operating loss of $61.0 million, an increase of $2.2 million, or 3.7%, year over year, driven by the decrease of $8.1 million in GAAP Gross Profit and a $5.7 million increase in restructuring expenses, offset by an over $7.0 million improvement in operating expenses from our restructuring efforts through Q3 and a $4.4 million improvement in non-cash depreciation and amortization.
- Net loss of $60.8 million, an improvement of $14.8 million, or 19.5%, year over year driven principally from lower interest expense.
- Non-GAAP net loss of $32.5 million, an increase of $4.9 million, or 17.5%, year-over-year principally driven by a decline in year over year Non-GAAP Gross Profit driven by the decrease in revenue generated from our VDR product for the nine months ended September 30, 2026 as compared to 2025, partially offset by a decrease in operating expenses.

Convertible Notes Exchange

On November 13, 2026, we entered into privately negotiated exchange agreements with certain holders of our Old Convertible Notes. Pursuant to the exchange agreements, on November 13, 2026, we exchanged $38.7 million principal amount of Old Convertible Notes for (i) $38.7 million principal amount of New Convertible Notes and (ii) an aggregate of 1.6 million shares of our common stock. The New Convertible Notes mature on December 15, 2026 and are guaranteed by the Company's U.S. subsidiaries. The New Convertible Notes are convertible into shares of our common stock at the same conversion rate as the Old Convertible Notes and, with the exception of the maturity date, the addition of subsidiary guarantees and a limitation on the incurrence of indebtedness, the New Convertible Notes have substantially the same terms as the Old Convertible Notes. The $6.8 million remaining aggregate principal amount of Old Convertible Notes will be paid upon maturity on November 16, 2026.

Commitment Letter for Senior Secured Term Loan

On November 15, 2026, we entered into a commitment letter (the "Commitment Letter") with BTC to provide us with a new $40.0 million senior secured first lien term loan (the "Term Loan"), subject to certain terms and conditions set forth in the Commitment Letter. The Term Loan will bear interest, at our option, at (i) a base rate equal to the greatest of 3.00%, the Wall Street Journal federal funds rate plus 0.50%, one-month Term SOFR plus 1.00% and the prime rate, in each case plus an applicable margin of 8.25%, or (ii) Adjusted Term SOFR plus an applicable margin of 9.25%, with Term SOFR subject to a 2.00% floor. Adjusted Term SOFR will include adjustments equal to (i) 0.11448% for base rate loans and Term SOFR loans with a 1-month tenor and (ii) 0.26161% for Term SOFR loans with a 3-month tenor. The Term Loan will mature three years following the closing date, and, beginning after the first anniversary of the closing date, will amortize at a rate of 7.5% per year, payable quarterly, with the remaining principal due at maturity. Voluntary prepayments will be subject to a prepayment premium of 3.0% in year one, 2.0% in year two and 1.0% in year three; mandatory prepayments will not be subject to such premium. The Term Loan also will be subject to customary mandatory prepayments, including from 50% of excess cash flow and 100% of certain asset sale, debt-incurrence and extraordinary-receipt proceeds.

The Term Loan is subject to negotiation of a mutually acceptable credit or loan agreement and other mutually acceptable definitive documentation, which will include certain representations and warranties, affirmative and negative covenants, financial covenants, events of default and collateral and guarantee agreements that are customarily required for similar financings. The Term Loan will be guaranteed by substantially all of our existing and future subsidiaries and secured by substantially all assets of the loan parties, subject to customary and specified exceptions. Additionally, funding of the Term Loan is subject to the Company obtaining an additional $25 million in financing. We are in discussions with certain parties, including our largest stockholders, for a potential financing to meet such condition. The documentation governing the Term Loan has not been finalized and, accordingly, the actual terms may differ from the descriptions in the foregoing summary of the Commitment Letter.

We expect to use a portion of the proceeds from the Term Loan Facility and additional financing to repay the New Convertible Notes at maturity in December 2026 and the remainder for corporate and operating purposes.

About Our Total New Bookings and Sales Pipeline

Our total new bookings represents the total fees payable during the full contract term for new contracts received in the quarter (including fees payable during any cancellable portion and an estimate of license fees that may fluctuate over the term), excluding any variable fees under the contract (e.g., fees for cognitive processing, storage, professional services and other variable services). Our sales pipeline represents revenue we expect to receive based on the total fees payable during the full contract term for contracts that we believe have a high probability of closing in the next three to twelve months. We include in our sales pipeline fees payable during any cancellable portion and an estimate of license fees that may fluctuate over the term and we do not include any variable fees under the contract (e.g., fees for cognitive processing, storage, professional services and other variable services) and any fees payable after contract renewals or extensions that are at the discretion of our customer. Many of our contracts require us to provide services over more than one year and may include professional fees required to enable our technology in certain environments we do not host or have direct control over. In some cases, our customers may have the ability to terminate our agreements on short notice and our pipeline does not consider the potential impact of any early termination. No assurance can be given that we will ultimately realize our full sales pipeline.

Unaudited	Three Months Ended			Nine Months Ended		
(in $000s)	September 30, 2026	September 30, 2025	Change %	September 30, 2026	September 30, 2025	Change %
Revenue	$ 18,623	$ 26,632	(30.1)%	$ 63,145	$ 72,288	(12.6)%
Operating loss	(19,409)	(18,161)	(6.9)%	(60,968)	(58,807)	(3.7)%
Net loss	(19,163)	(29,239)	34.5 %	(60,832)	(75,606)	19.5 %
GAAP gross profit	11,005	16,350	(32.7)%	37,619	45,714	(17.7)%
Non-GAAP gross profit*	12,378	18,192	(32.0)%	41,542	49,662	(16.4)%
Non-GAAP net loss*	(10,698)	(8,155)	(31.2)%	(32,543)	(27,692)	(17.5)%

	Three Months Ended		
Unaudited	September 30, 2026	September 30, 2025	Change %
Total Software Products & Services Customers(1)	2,775	3,021	(8.1)%
Annual Recurring Revenue (SaaS) (in 000's)(2)	$ 41,069	$ 50,010	(17.9)%
Annual Recurring Revenue (Consumption) (in 000's)(3)	$ 14,839	$ 13,930	6.5 %
Annual Recurring Revenue (in 000's)(4)	$ 55,908	$ 63,940	(12.6)%
Total New Bookings (in 000's)(5)	$ 10,843	$ 19,042	(43.1)%
Gross Revenue Retention(6)	> 90%	> 90%	— %

(1) *"Total Software Products & Services Customers" includes Software Products & Services customers as of the end of each respective quarter set forth above with net revenues in excess of $10 during the last month of the quarter and also excludes any customers categorized by us as trial or pilot status. Management uses Total Software Products & Services Customers and we believe Total Software Products & Services Customers is useful to investors because it more accurately reflects our total customers for our Software Products & Services.*

(2) "Annual Recurring Revenue (SaaS)" represents an annualized calculation of monthly recurring subscription-based SaaS revenue during the last month of the applicable quarter for all Total Software Products & Services Customers. Management uses "Annual Recurring Revenue (SaaS)" and we believe Annual Recurring Revenue (SaaS) is useful to investors because it provides annual recurring subscription-based SaaS revenues as compared to consumption-based revenues and the split between the two allows us to delineate between predictable recurring SaaS revenues and more volatile consumption-based revenues, including VDR.

(3) "Annual Recurring Revenue (Consumption)" represents the trailing twelve months of all non-recurring and/or consumption-based revenue for all active Total Software Products & Services customers. Management uses "Annual Recurring Revenue (Consumption)" and we believe Annual Recurring Revenue (Consumption) is useful to investors because Annual Recurring Revenue provides a calculation of our trailing twelve months of consumption-based revenue from Total Software Products & Services Customers, which as noted above, excludes customers with insignificant revenue and customers on trial or pilot status. We believe the split between subscription-based SaaS revenue and consumption-based revenue allows us to delineate between predictable recurring SaaS revenues and more volatile consumption-based revenues, including VDR.

(4) "Annual Recurring Revenue" represents the sum of "Annual Recurring Revenue (SaaS)" and "Annual Recurring Revenue (Consumption)." Management uses "Annual Recurring Revenue" and we believe Annual Recurring Revenue is useful to investors because it provides our revenue from Total Software Products & Services Customers, which as noted above, excludes customers with insignificant revenue and customers on trial or pilot status.

(5) "Total New Bookings" represents the total fees payable during the full contract term for new contracts received in the quarter (including fees payable during any cancellable portion and an estimate of license fees that may fluctuate over the term), excluding any variable fees under the contract (e.g., fees for cognitive processing, storage, professional services and other variable services).

(6) "Gross Revenue Retention" represents a calculation of our dollar-based gross revenue retention rate as of the period end by starting with the revenue from Software Products & Services Customers as of the three months in the prior year quarter to such period, or Prior Year Quarter Revenue. We then deduct from the Prior Year Quarter Revenue any revenue from Software Products & Services Customers who are no longer customers as of the current period end, or Current Period Ending Software Customer Revenue. We then divide the total Current Period Ending Software Customer Revenue by the total Prior Year Quarter Revenue to arrive at our dollar-based gross retention rate, which is the percentage of revenue from all Software Products & Services Customers from our Software Products & Services as of the year prior that is not lost to customer churn.

* *See tables below for reconciliation of non-GAAP financial measures to directly comparable GAAP measures and for the definitions used for these and additional Software Products & Services Supplemental Financial Information.*

Business Highlights

- Expanded partnership ecosystem to include Box and integrated Veritone Redact into Getac Video Suite to help public safety agencies streamline redaction of sensitive information from video, audio, documents, and images.
- Introduced several prominent and new products and services, including Broadbean Career Sites, DMH Fusion, Veritone Video Intelligence, and expanded AI-assisted managed services in Public Sector.
- Closed 208 commercial enterprise software and licensing contracts including agreements with A&E Networks, United States Tennis Association, Australian Radio Network, and New York Public Radio.
- Closed 184 public sector contracts from new and existing customers across federal, state, and local agencies.
- Closed 564 Broadbean software and recruitment media services agreements, inclusive of traditional and programmatic media executions.
- Completed next phase of restructuring, delivering over $18.0 million in annualized cost reductions since June 2026, or approximately 18% of annual operating expenses as compared to the trailing 12 months ended June 30, 2026.
- Targeting additional cost reductions of $2.0 million to $7.0 million, representing total annualized operating expense reductions of approximately 20% to 25%, by the end of fiscal 2026.
- Completed the exchange of $38.7 million principal amount of Old Convertible Notes for $38.7 million principal amount of New Convertible Notes and an aggregate of 1.6 million shares of common stock.
- Entered into a commitment letter with BTC in connection with up to a $40.0 million senior secured term loan subject to, among other conditions, obtaining an additional $25.0 million in financing.
- On September 30, 2026, entered into an agreement to sell 20,000,000 shares of common stock at $0.75 per share in a registered direct offering, for net proceeds of approximately $13.8 million after placement agent fees and offering expenses.

Financial Results for Three Months Ended September 30, 2026

Delivered third quarter revenue of $18.6 million, a decrease of $8.0 million from $26.6 million in the third quarter of 2025 primarily due to a decrease in revenue generated from Software Products & Services, as a result of a decrease in revenue generated from our VDR product, and to a lesser extent from a decline in consumption-based revenue across talent acquisition solutions. Partially offsetting the decrease in VDR revenue was an increase in Managed Services of $0.7 million, or 11.3% year over year, driven by increases in both representation and content licensing services.

GAAP gross profit of $11.0 million decreased by $5.3 million from $16.4 million in the third quarter of 2025 driven primarily by a decrease in revenue generated from our VDR product, with GAAP gross margin of 59.1% decreasing 230 bps from 61.4% in the third quarter of 2025. Non-GAAP gross margin was 66.5% as compared to 68.3% in the third quarter of 2025, a decrease of 184 bps as a result of year-over-year declines in higher gross margin Software Products & Services revenue, resulting in a higher mix of lower gross margin Managed Services revenue.

Operating loss of $19.4 million as compared to $18.2 million in the third quarter of 2025, a decline of $1.2 million, driven by the decrease of $5.4 million in GAAP Gross Profit and a $1.1 million increase in restructuring expenses, offset by an over $3.0 million improvement in operating expenses from our restructuring efforts through Q3 and a $1.8 million improvement in non-cash depreciation and amortization.

Net loss of $19.2 million decreased from $29.2 million for the third quarter of 2025 principally due to an $8.4 million decrease in other expense, largely as a result of an $8.0 million loss on revaluation of the Veritone One earnout receivable in the third quarter of 2025 and a reduction in interest expense of $2.6 million as the result of the retirement of the Company's senior secured term loan in November 2025 and the partial repayment of our Old Convertible Notes in November 2025. Non-GAAP net loss of $10.7 million increased by 31.2%, or $2.5 million, from a net loss of $8.2 million for the third quarter of 2025 primarily due to the $5.8 million decrease in Non-GAAP Gross Profit, offset by a year over year improvement in operating expenses as the result of our restructuring efforts through Q3 2026.

Total Software Products & Services Customers of 2,775 as of September 30, 2026 decreased by 8.1% compared to September 30, 2025. This decline was principally due to fewer consumption-based customers across our talent acquisition solutions. Annual Recurring Revenue of $55.9 million decreased $8.0 million from $63.9 million in Q3 2025 principally driven by the loss of iHeart Radio and lower subscription revenue across our talent acquisition solutions, partially offset by an increase of $0.9 million in Annual Recurring Revenue (Consumption).

Financial Results for Nine Months Ended September 30, 2026

During the nine months ended September 30, 2026 delivered revenue of $63.1 million, down $9.1 million from $72.3 million primarily due to a decrease in revenue generated from our VDR product, along with a decline in consumption-based revenue across our talent acquisition solutions. Software Products & Services revenue of $42.2 million decreased by $9.4 million, or 18.3%, year over year, principally due to a decrease in revenue generated from our VDR product, along with a decline in consumption-based revenue across our talent acquisition solutions. Managed Services increased $0.3 million, or 1.4% year over year, driven by a $0.4 million increase in representation services, as growth in our VeriAds services more than offset lower influencer-based advertising revenue as a result of the more challenging macro environment, partially offset by a $0.1 million decrease in content licensing.

GAAP gross profit of $37.6 million decreased by $8.1 million from $45.7 million during the nine months ended September 30, 2025 primarily due to a decrease in revenue generated from our VDR product compared to the prior year period. GAAP gross margin of 59.6% decreased 366 bps from 63.2% during the nine months ended September 30, 2025 as a result of year-over-year declines in higher gross margin Software Products & Services revenue, resulting in a higher mix of lower gross margin Managed Services revenue. Non-GAAP gross margin was 65.8% as compared to 68.7% during the nine months ended September 30, 2025, a decrease of 291 bps primarily as a result of year-over-year declines in higher gross margin Software Products & Services revenue, resulting in a higher mix of lower gross margin Managed Services revenue.

Operating loss of $61.0 million as compared to $58.8 million during the nine months ended September 30, 2025, a decline of $2.2 million, driven by the decrease of $8.1 million in GAAP Gross Profit and a $5.7 million increase in restructuring expenses, offset by an over $7.0 million improvement in operating expenses from our restructuring efforts through Q3 and a $4.4 million improvement in non-cash depreciation and amortization.

Net loss of $60.8 million decreased from a net loss of $75.6 million during the nine months ended September 30, 2025, was principally due to a reduction in interest expense of $8.2 million as the result of the retirement of the Company's senior secured term loan and the partial repayment of the Company's convertible senior notes in November 2025, and a $7.2 million loss on revaluation of the Veritone One earnout receivable in the nine months ended September 30, 2025. Non-GAAP net loss of $32.5 million increased by 17.5%, or $4.9 million, from a net loss of $27.7 million during the nine months ended September 30, 2025, principally driven by a year-over-year decrease in Non-GAAP gross profit, partially offset by a decrease in operating expenses.

Business Outlook

Full Year 2026

Veritone financial outlook for fiscal year 2026:

- Revenue is expected to be in the range of $100 million to $105 million, as compared to $92.2 million for fiscal 2025, an 11% implied annual increase at the midpoint.
- Non-GAAP net loss is expected to be in the range of $30.8 million to $32.2 million, as compared to non-GAAP net loss of $40.7 million for fiscal 2025, a 23% implied annual decrease at the midpoint.

Conference Call

Veritone will hold a conference call on November 16, 2026, at 8:30 a.m. Eastern Time (5:30 a.m. Pacific Time) to discuss its third quarter results, provide an update on the business and conduct a question-and-answer session. To participate, please join the conference call or live audio webcast links or use the following dial-in numbers and ask to be connected to the Veritone earnings conference call. To avoid any delays, please join at least fifteen minutes prior to the start of the call.

- Conference Call
- Live Audio Webcast
- Domestic Call Number: (844) 750-4897
- International Call Number: (412) 317-5293

A replay of the conference call can be accessed one hour after the end of the conference call through November 23, 2026. The full webcast replay will be available through November 16, 2027. To access the earnings webcast replay please visit the Veritone Investor Relations website.

- Domestic Replay Number: (855) 669-9658
- International Replay Number: (412) 317-0088
- Replay Access Code: 5195148

About the Presentation of Supplemental Non-GAAP Financial Information and Key Performance Indicators

In this news release, the Company has supplemented its financial measures prepared in accordance with U.S. generally accepted accounting principles (GAAP) with certain non-GAAP financial measures, including Non-GAAP net income (loss), Non-GAAP gross profit, and Non-GAAP gross margin. The Company also provides key performance indicators (KPI), including Total Software Products & Services Customers, Annual Recurring Revenue (SaaS), Annual Recurring Revenue (Consumption), Total New Bookings and Gross Revenue Retention.

Non-GAAP net income (loss) is the Company's net income (loss), adjusted to exclude interest expense, net, income taxes, depreciation and amortization, stock-based compensation, change in fair value of earnout receivable, contingent purchase compensation expense, foreign currency impact and other, acquisition and due diligence costs, restructuring expense, severance and executive transition costs, professional fees and lender consent fees. Non-GAAP gross profit is the Company's gross profit with adjustments to add back depreciation and amortization related to cost of revenue. Non-GAAP gross margin is defined as non-GAAP gross profit divided by revenue.

Reconciliations of each of these non-GAAP financial measures to the most closely comparable GAAP financial measure, including a breakdown of the excluded items noted above are included following the financial statements attached to this news release. These non-GAAP financial measures are not calculated and presented in accordance with GAAP and should not be considered as an alternative to net income (loss), operating income (loss), gross profit, gross margin or any other financial measures so calculated and presented, nor as an alternative to cash flow from operating activities as a measure of liquidity.

The Company has provided these non-GAAP financial measures and KPI because management believes such information to be important supplemental measures of performance that are commonly used by securities analysts, investors and other interested parties in the evaluation of companies in its industry. Management also uses this information internally for forecasting, budgeting and measuring annual bonus compensation targets for executive personnel, including the Company's named executive officers. Non-GAAP net income (loss) provides management and investors consistency and comparability with the Company's past financial performance and facilitates period-to-period comparisons of operations, as it eliminates the effect of items that are often unrelated to overall operating performance. Non-GAAP gross profit and non-GAAP gross margin allow investors and the Company's management team to analyze the Company's operating performance by excluding expenses that are not directly related to the cost of providing goods and services. Other companies (including the Company's competitors) may define these non-GAAP financial measures differently. The non-GAAP financial measures may not be indicative of the historical operating results of Veritone or predictive of potential future results. Investors should not consider these non-GAAP financial measures in isolation or as a substitute for analysis of the Company's results as reported in accordance with GAAP.

About Veritone

Veritone (NASDAQ: VERI) builds enterprise AI and data solutions that transform unstructured data into actionable intelligence. Empowering customers in the commercial and public sectors, Veritone helps organizations run more efficiently, accelerate decision-making and increase profitability. Veritone's aiWARE™ platform orchestrates a robust ecosystem of machine learning models and intelligent applications to transform data, including video, audio, and images, that power smarter models, automated workflows and measurable business outcomes. By blending human expertise with cutting-edge, ethical AI, Veritone enables customers to navigate a rapidly evolving digital landscape, delivering seamless user experiences, sustainable business models, and safeguards for intellectual property owners. To learn more, visit Veritone.com.

Safe Harbor Statement

This news release contains forward-looking statements, including without limitation, statements regarding expectations regarding completing a $40.0 million senior secured term loan with BTC and obtaining an additional $25.0 million in financing, repayment of the remaining Old Convertible Notes and New Convertible Notes at maturity, expected total revenue and non-GAAP net loss for the full year 2026, the expected achievement amount and timing of operating expense reductions and operating profitability, our customer transaction pipelines and the estimated values thereof. In addition, words such as "may," "will," "expect," "believe," "anticipate," "intend," "plan," "outlook," "should," "could," "estimate," "confident" or "continue" or the plural, negative or other variations thereof or comparable terminology are intended to identify forward-looking statements, and any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements speak only as of the date hereof, and are based on management's current assumptions, expectations, beliefs and information. As such, our actual results could differ materially and adversely from those expressed in any forward-looking statement as a result of various factors. Important factors that could cause such differences include, among other things: our ability to continue as a going concern, including our ability to repay our 1.75% convertible senior notes due in December 2026 at their scheduled maturity; our ability to expand our aiWARE SaaS business; declines or limited growth in the market for AI-based software applications and concerns over the use of AI that may hinder the adoption of AI technologies; our requirements for additional capital and liquidity to support our operations, our business growth and the availability of such capital on acceptable terms, if at all; our ability to meet the minimum stock price requirements for continued listing on The Nasdaq Global Market, and any failure to regain and maintain compliance with the requirements for continued listing, and any related adverse impact upon our ability to publicly or privately issue and sell securities, and the liquidity of our common stock; our reliance upon a limited number of key customers for a significant portion of our revenue, and the corresponding risk of declines in key customers' usage of our products and other offerings; our identification of existing material weaknesses in our internal control over financial reporting and plans for remediation; fluctuations in our results over time; the impact of seasonality on our business; our ability to manage our growth, including through acquisitions and expansion into international markets; our ability to enhance our existing products and introduce new products that achieve market acceptance and keep pace with technological developments; our expectations with respect to the future performance of our products, such as the Intelligent Digital Evidence Management System and Veritone Data Refinery, including as drivers of future growth; actions by our competitors, partners and others that may block us from using third party technologies in our aiWARE platform, offering it for free to the public or making it cost prohibitive to continue to incorporate such technologies into our platform; interruptions or performance problems with our technology and infrastructure, or that of third parties with whom we work; the impact of the continuing economic disruption caused by macroeconomic and geopolitical factors, including lingering economic disruption caused by international conflicts, financial instability, inflation and the responses by central banking authorities to control inflation, monetary supply shifts, high interest rates, the imposition of tariffs, trade tensions, and global trade disputes, and the threat of recession in the United States and around the world on our business and our existing and potential customers; and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Certain of these judgments and risks are discussed in more detail in our most recently filed Annual Report on Form 10-K, and our Quarterly Reports on Form 10-Q and other periodic reports filed from time to time with the Securities and Exchange Commission. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives or plans will be achieved. The forward-looking statements contained herein reflect our beliefs, estimates and predictions as of the date hereof, and we undertake no obligation to revise or update the forward-looking statements contained herein to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events for any reason, except as required by law.

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Source: Veritone, Inc.

Veritone, Inc.
Condensed Consolidated Balance Sheets (unaudited)
(in thousands)

	September 30, 2026	December 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 7,262	$ 27,426
Registered direct offering receivable	15,000	—
Accounts receivable, net	27,721	36,768
Prepaid expenses and other current assets	7,957	9,720
Total current assets	57,940	73,914
Property, equipment, and improvements, net	8,599	9,582
Intangible assets, net	25,518	38,639
Goodwill	54,021	54,256
Restricted cash	337	289
Other assets	7,637	5,600
Total assets	$ 154,052	$ 182,280
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 23,797	$ 16,487
Deferred revenue	12,109	12,290
Convertible notes, current portion	45,542	45,317
Accrued purchase compensation, current portion	—	1,500
Accrued expenses and other current liabilities	26,447	28,186
Total current liabilities	107,895	103,780
Other non-current liabilities	9,432	10,376
Total liabilities	117,327	114,156
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Common stock	102	93
Additional paid-in capital	675,588	645,962
Accumulated other comprehensive income	878	1,081
Accumulated deficit	(639,843)	(579,012)
Total stockholders' equity	36,725	68,124
Total liabilities and stockholders' equity	$ 154,052	$ 182,280

Veritone, Inc.
Condensed Consolidated Statements of Operations (unaudited)
(in thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Revenue	$ 18,623	$ 26,632	$ 63,145	$ 72,288
Operating expenses:				
Cost of revenue (exclusive of depreciation and amortization shown separately below)	6,245	8,440	21,603	22,626
Sales and marketing	10,493	10,511	31,444	31,712
Research and development	5,961	5,494	17,585	15,632
General and administrative	8,609	12,978	30,692	39,635
Restructuring expense	1,138	—	5,658	—
Depreciation and amortization	5,586	7,370	17,131	21,490
Total operating expenses	38,032	44,793	124,113	131,095
Operating loss	(19,409)	(18,161)	(60,968)	(58,807)
Interest expense, net	282	2,908	732	8,970
Other expense (income), net	80	8,453	666	7,554
Loss before income taxes	(19,771)	(29,522)	(62,366)	(75,331)
Income taxes	(608)	(283)	(1,534)	275
Net loss	$ (19,163)	$ (29,239)	$ (60,832)	$ (75,606)
Loss per share, basic and diluted	$ (0.19)	$ (0.45)	$ (0.63)	$ (1.39)
Weighted-average common shares outstanding used in computing loss per share, basic and diluted	101,045	64,947	96,020	54,367
Comprehensive loss:				
Net loss	$ (19,163)	$ (29,239)	$ (60,832)	$ (75,606)
Foreign currency translation adjustment, net of income taxes	(18)	(184)	(203)	694
Total comprehensive loss	$ (19,181)	$ (29,423)	$ (61,035)	$ (74,912)

Veritone, Inc.
Condensed Consolidated Statements of Cash Flows (unaudited)
(in thousands)

	Nine Months Ended	
	September 30, 2026	**September 30, 2025**
Cash flows used in operating activities:		
Net loss	$ (60,832)	$ (75,606)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	17,131	21,490
Impairment of fixed assets	264	—
Stock-based compensation	4,358	5,096
Non-cash interest expense	225	3,811
Deferred income taxes	(1,711)	(581)
Provision for credit losses	1,131	1,325
Non-cash barter revenue	(849)	(1,054)
Reduction in carrying amount of operating lease right-of-use assets	423	756
Change in fair value of earnout receivable	—	7,213
Changes in operating assets and liabilities:		
Accounts receivable	7,916	(3,550)
Prepaid expenses and other current assets	2,364	(92)
Other assets	(1,244)	809
Accounts payable	7,254	(1,442)
Deferred revenue	(393)	367
Accrued expenses and other current liabilities	(4,452)	437
Other non-current liabilities	—	(142)
Net cash used in operating activities	(28,415)	(41,163)
Cash flows from investing activities:		
Capital expenditures	(3,090)	(3,533)
Net cash used in investing activities	(3,090)	(3,533)
Cash flows from financing activities:		
Repayment of senior secured term loan	—	(5,813)
Proceeds from issuance of stock and pre-funded warrants under registered direct offerings and at-the-market offering, net of offering costs	11,897	70,896
Debt issuance costs	—	(114)
Proceeds from issuance of stock under employee stock plans, net	249	299
Taxes paid related to net share settlement of equity awards	(793)	(394)
Other	6	—
Net cash provided by financing activities	11,359	64,874
Effect of exchange rates on cash, cash equivalents, and restricted cash	30	(974)
Net change in cash, cash equivalents, and restricted cash	(20,116)	19,204
Cash, cash equivalents, and restricted cash, beginning of period	27,715	17,318
Cash, cash equivalents, and restricted cash at the end of the period	$ 7,599	$ 36,522

Veritone, Inc.
Revenue Detail (unaudited)
(in thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2026	**September 30, 2025**	**September 30, 2026**	**September 30, 2025**
Software Products & Services	$ 11,706	$ 20,419	$ 42,245	$ 51,677
Managed Services:				
Representation Services	1,904	1,426	5,962	5,601
Licensing	5,013	4,787	14,938	15,010
Total Managed Services	6,917	6,213	20,900	20,611
Total revenue	$ 18,623	$ 26,632	$ 63,145	$ 72,288

Veritone, Inc.
Reconciliation of GAAP Net Loss to Non-GAAP Net Loss (unaudited)
(in thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Net loss	$ (19,163)	$ (29,239)	$ (60,832)	$ (75,606)
Interest expense, net	282	2,908	732	8,970
Income taxes	(608)	(283)	(1,534)	275
Depreciation and amortization	5,586	7,370	17,131	21,490
Stock-based compensation	1,684	1,643	4,358	5,096
Change in fair value of earnout receivable	—	7,997	—	7,213
Contingent purchase compensation expense	—	137	—	350
Foreign currency impact and other	80	472	666	310
Acquisition and due diligence costs	272	664	699	1,520
Restructuring expense	1,138	—	5,658	—
Severance and executive transition costs	31	176	164	1,676
Other items (1)	—	—	415	1,014
Non-GAAP net loss	$ (10,698)	$ (8,155)	$ (32,543)	$ (27,692)

(1) Other items represent other expenses that are not indicative of our ongoing operations. There were no Other items for the three months ended September 30, 2026 and 2025. For the nine months ended September 30, 2026, Other items comprised of professional fees, and for the nine months ended September 30, 2025, other items comprised fees paid to the lenders in connection with the limited consent to the Company's Credit Agreement.

Veritone, Inc.
Reconciliation of Expected GAAP Net Loss Range to Expected Non-GAAP Net Loss Range (unaudited)
(in millions)

	Year Ending December 31, 2026
Net loss	$(68.4) to $(65.3)
Interest expense, net	$0.9
Income taxes	($2.2) to ($2.0)
Depreciation and amortization	$23.1 to $22.6
Stock-based compensation	$5.8 to $5.6
Foreign currency impact and other	$0.9 to $0.7
Severance and executive transition costs	$0.3 to $0.0
Restructuring and other	$6.6 to $6.0
Acquisition and due diligence costs	$0.8 to $0.7
Non-GAAP net loss	$(32.2) to $(30.8)

Veritone, Inc.
Supplemental Financial Information (unaudited)

We are providing the following unaudited supplemental financial information as a lookback of prior quarters to explain our recent historical performance.

	Quarter Ended				
	September 30, 2025	December 31, 2025	March 31, 2026	June 30, 2026	September 30, 2026
Total Software Products & Services Customers(1)	3,021	2,978	2,897	2,829	2,775
Annual Recurring Revenue (SaaS) (in 000's) (2)	$ 50,010	$ 46,499	$ 47,423	$ 43,245	$ 41,069
Annual Recurring Revenue (Consumption) (in 000's) (3)	$ 13,930	$ 16,207	$ 16,797	$ 18,757	$ 14,839
Annual Recurring Revenue (in 000's) (4)	$ 63,940	$ 62,706	$ 64,220	$ 62,002	$ 55,908
Total New Bookings (in 000's) (5)	$ 19,042	$ 16,654	$ 15,988	$ 13,949	$ 10,843
Gross Revenue Retention (6)	> 90%	> 90%	> 90%	> 90%	> 90%

(1) “Total Software Products & Services Customers” includes Software Products & Services customers as of the end of each respective quarter set forth above with net revenues in excess of $10 during the last month of the quarter and also excludes any customers categorized by us as trial or pilot status. Management uses Total Software Products & Services Customers and we believe Total Software Products & Services Customers is useful to investors because it more accurately reflects our total customers for our Software Products & Services.

(2) “Annual Recurring Revenue (SaaS)” represents an annualized calculation of monthly recurring subscription-based SaaS revenue during the last month of the applicable quarter for all Total Software Products & Services customers. Management uses “Annual Recurring Revenue (SaaS)” and we believe Annual Recurring Revenue (SaaS) is useful to investors because it provides annual recurring subscription-based SaaS revenues as compared to consumption-based revenues and the split between the two allows us to delineate between predictable recurring SaaS revenues and more volatile consumption-based revenues, including VDR.

(3) “Annual Recurring Revenue (Consumption)” represents the trailing twelve months of all non-recurring and/or consumption-based revenue for all active Total Software Products & Services customers. Management uses “Annual Recurring Revenue (Consumption)” and we believe Annual Recurring Revenue (Consumption) is useful to investors because Annual Recurring Revenue provides a calculation of our trailing twelve months of consumption-based revenue from Total Software Products & Services Customers, which as noted above, excludes customers with insignificant revenue and customers on trial or pilot status. We believe the split between subscription-based SaaS revenue and consumption-based revenue allows us to delineate between predictable recurring SaaS revenues and more volatile consumption-based revenues, including VDR.

(4) “Annual Recurring Revenue” represents the sum of “Annual Recurring Revenue (SaaS)” and “Annual Recurring Revenue (Consumption).” Management uses “Annual Recurring Revenue” and we believe Annual Recurring Revenue is useful to investors because it provides our revenue from Total Software Products & Services Customers, which as noted above, excludes customers with insignificant revenue and customers on trial or pilot status.

(5) “Total New Bookings” represents the total fees payable during the full contract term for new contracts received in the quarter (including fees payable during any cancellable portion and an estimate of license fees that may fluctuate over the term), excluding any variable fees under the contract (e.g., fees for cognitive processing, storage, professional services and other variable services).

(6) “Gross Revenue Retention” represents a calculation of our dollar-based gross revenue retention rate as of the period end by starting with the revenue from Software Products & Services Customers as of the three months in the prior year quarter to such period, or Prior Year Quarter Revenue. We then deduct from the Prior Year Quarter Revenue any revenue from Software Products & Services Customers who are no longer customers as of the current period end, or Current Period Ending Software Customer Revenue. We then divide the total Current Period Ending Software Customer Revenue by the total Prior Year Quarter Revenue to arrive at our dollar-based gross retention rate, which is the percentage of revenue from all Software Products & Services Customers from our Software Products & Services as of the year prior that is not lost to customer churn.

Veritone, Inc.
Reconciliation of GAAP Gross Profit to Non-GAAP Gross Profit (unaudited)
(in thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Revenue	$ 18,623	$ 26,632	$ 63,145	$ 72,288
Operating expenses:				
Cost of revenue (exclusive of depreciation and amortization)	6,245	8,440	21,603	22,626
Depreciation and amortization related to cost of revenue	1,373	1,842	3,923	3,948
GAAP gross profit	11,005	16,350	37,619	45,714
Depreciation and amortization related to cost of revenue	1,373	1,842	3,923	3,948
Non-GAAP gross profit	$ 12,378	$ 18,192	$ 41,542	$ 49,662
GAAP gross margin	59.1 %	61.4 %	59.6 %	63.2 %
Non-GAAP gross margin	66.5 %	68.3 %	65.8 %	68.7 %