

**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): **February 26, 2026**

**SOUNDHOUND AI, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-40193**

(Commission File  
Number)

**85-1286799**

(I.R.S. Employer  
Identification No.)

**5400 Betsy Ross Drive  
Santa Clara, CA**

(Address of principal executive offices)

**95054**

(Zip Code)

Registrant's telephone number, including area code: (408) 441-3200

(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))

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value per share	SOUN	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share, subject to adjustment	SOUNW	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 February 26, 2026, SoundHound AI, Inc. (the “Company”) issued a press release announcing financial results and operational highlights for the fourth quarter and year ended December 31, 2025. A copy of the press release is furnished as Exhibit 99.1 to this current report on Form 8-K. The Company is also furnishing as Exhibit 99.2 to this current report on Form 8-K the consolidated balance sheets of the Company as of December 31, 2025, and the related consolidated statements of operations and comprehensive loss and consolidated statements of cash flows for the period ended December 31, 2025.

**Item 9.01. Financial Statement and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated February 26, 2026</a>
99.2	<a href="#">Financial statements for the period ended December 31, 2025</a>
104	Cover Page Interactive Data File (formatted as inline XBRL)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

February 26, 2026

SoundHound AI, Inc.

By: /s/ Keyvan Mohajer

Name: Keyvan Mohajer

Title: Chief Executive Officer

## SoundHound AI Reports Record Annual Revenue of \$169 Million, Up Nearly 100%, Forecasts Strong Growth

*Closed record number of enterprise deals in Q4; Extends lead as the agentic AI partner of choice for businesses amid disruption of legacy software and services.*

SANTA CLARA, Calif.--SoundHound AI, Inc. (Nasdaq: SOUN), a global leader in voice and conversational AI, today reported its financial results for the fourth quarter and full year 2025.

*"As traditional software faces massive AI disruption, businesses are looking to partner with AI natives that can help them achieve success in a new era. This is creating strong tailwinds for SoundHound," said Keyvan Mohajer, CEO and Co-Founder of SoundHound AI. "Our results speak for themselves. All key profit metrics were up and in the last quarter we closed a record number of customer deals as we capitalized on the surge in demand for enterprise-grade AI."*

### Financial Highlights

- Fourth quarter reported revenue was \$55.1 million, an increase of 59% year-over-year
- Fourth quarter GAAP gross margin was 47.9%; non-GAAP gross margin was 60.5%
- Fourth quarter GAAP net income was \$40.1 million; non-GAAP net loss was (\$7.3) million
- Fourth quarter adjusted EBITDA was a loss of (\$7.4) million
- Fourth quarter GAAP earnings per share was \$0.10; non-GAAP earnings per share was a loss of (\$0.02)
- Full year reported revenue was \$168.9 million, an increase of 99% year-over-year
- Full year GAAP gross margin was 42.4%; non-GAAP gross margin was 58.0%
- Full year GAAP net loss was (\$14.0) million; non-GAAP net loss was (\$53.9) million.
- Full year adjusted EBITDA was a loss of (\$58.4) million
- Full year GAAP earnings per share was a loss of (\$0.03); non-GAAP earnings per share was a loss of (\$0.13)
- GAAP results include a gain from the calculated fair value of contingent acquisition liabilities where future earnout shares are marked-to-market on a quarterly basis based on the company's stock price. Non-GAAP measures exclude this non-operating/non-cash impact.

*"The tremendous pace of change in our industry is creating a force multiplier for our voice AI innovation and agentic AI solutions," said Nitesh Sharan, CFO of SoundHound AI. "This traction was demonstrated once again in our Q4 results, with broad-based customer adoption, time to value acceleration and deepening market differentiation."*

### Fourth Quarter Business Highlights

- **Automotive:**
  - Signed a new prominent OEM in Japan with a seven-digit unit commitment
  - Closed a deal with a new Korean OEM with a global footprint
  - An iconic Italian manufacturer of high-performance sports cars chose SoundHound to displace their incumbent native voice assistant
  - Expanded reach with additional OEMs, including a Chinese and Vietnamese manufacturer
  - Expanded with Stellantis brands across Europe, Asia, and Latin America to include live generative AI capabilities for real time responses
  - Signed Ultraviolette, an electric 2-wheeler vehicle company based in India
  - Expanded further with Iveco to offer SoundHound's voice assistant to its wide range of vehicles
  - One of the largest American automobile manufacturers signed a multi-year renewal for SoundHound's enterprise AI solutions
- **Voice Commerce:**
  - Confirmed first major global automaker to roll out voice commerce
  - Advancing at different stages of development with four additional car brands
  - A global smart TV manufacturer signed up to become the first to enable on-screen voice ordering
  - Parkopedia and OpenTable joined growing voice commerce ecosystem, adding to dozens of merchants and thousands of locations
  - Expanded capabilities to allow event, ticket, and travel bookings, including flights and accommodation reservations
- **Restaurants:**
  - A number of top 25 restaurant chains chose Soundhound's Voice Insights to optimize drive thru performance
  - Expanded with Panda Express to deliver the company's solution to more drive-thru locations
  - Renewed with Casey's General Stores, a convenience store chain and the fifth-largest pizza retailer in the US, with a multi-year agreement

- Signed up additional franchise locations with IHOP, an American multinational pancake house restaurant chain that specializes in American breakfast foods with over 1,800 locations
- Signed up additional franchise locations with Jersey Mike's, an American multinational sandwich chain with over 3,500 locations
- **Retail and Consumer Goods:**
  - One of the world's largest supplier of athletic footwear and apparel renewed its corporate contract for multiple years to use SoundHound's AI customer service, and expanded services into various European countries including Poland, Turkey, Greece, and Portugal
  - One of the fastest growing global health clubs in the United States and a multi-hundred unit personal care company chose the SoundHound's outbound AI solution for customer retention campaigns
  - A nonprofit with over 2,500 fitness locations and a nonprofit organization with a network of over 3,200 retail thrift stores signed on for the SoundHound's AI solution for managing inbound calls
- **Financial Services:**
  - BNP Paribas SA, a French multinational bank and financial services company headquartered in Paris
  - A New York based global financial services platforms company
  - A large American multinational payment card services corporation
- **Healthcare:**
  - An eyewear and optical retailer which operates or manages over 700 stores in 40 U.S. states
  - An independent healthcare practice that supports more than 1,300 locations in 45 states
  - A Virginia based award-winning, non-profit offering healthcare and wellness services company with over 80 healthcare facilities
- **Insurance:**
  - A Fortune 100 multinational insurance and asset management company headquartered Germany
  - A global Japanese insurance company that has offices throughout the U.S.
  - One of the first motor clubs in the U.S., with more than 16 million members across 21 states
- **Government and Education:**
  - A United States government-sponsored enterprise helping to make housing more accessible and affordable
  - A Texas-based school offering music lessons for all ages and skill levels
  - A university in Washington D.C. focused on teacher education
- **Hospitality:**
  - One of the world's leading providers of food and support services, operating in over 25 countries
  - An American ticket sales and distribution company with operations in over 35 countries around the world
- **Telecommunications:**
  - A U.S. multinational telecommunications conglomerate and one of the largest telecommunication companies in the world
  - A European telecommunications company that provides cable television, broadband internet, and fixed telephony
  - A large British broadcast and telecommunications company
- **Channel Expansion:**
  - One of the largest telecommunications companies in the world, brings SoundHound Agentic AI call center automation to SMBs in their business market place
  - A global technology and professional services company that delivers technology solutions and mission services to every major agency across the U.S. government
  - A leading technology advisory firm, to expand enterprise AI adoption
  - A large customer experience management company providing services to approximately 150,000 businesses
  - A large multinational professional services firm to provide our solutions to financial services firms across Spain

#### Fourth Quarter 2025 Financial Measures<sup>1</sup>

### Three Months Ended

(thousands, unless otherwise noted)

	December 31, 2025	December 31, 2024	Change
Revenues	\$ 55,059	\$ 34,543	59 %
GAAP gross profit	\$ 26,350	\$ 13,784	91 %
GAAP gross margin	47.9%	39.9%	8.0 pp
Non-GAAP gross profit	\$ 33,324	\$ 18,007	85 %
Non-GAAP gross margin	60.5%	52.1%	8.4 pp
GAAP operating income (loss) <sup>2</sup>	\$ 42,573	\$ (257,072)	117 %
Non-GAAP adjusted EBITDA	\$ (7,430)	\$ (16,793)	56 %
GAAP net income (loss) <sup>2</sup>	\$ 40,057	\$ (258,599)	115 %
Non-GAAP net loss	\$ (7,348)	\$ (18,993)	61 %
GAAP net earnings (loss) per basic share <sup>2</sup>	\$ 0.10	\$ (0.69)	\$ 0.79
Non-GAAP net loss per basic share	\$ (0.02)	\$ (0.05)	\$ 0.03

### Full Year 2025 Financial Measures<sup>1</sup>

#### Year Ended

(thousands, unless otherwise noted)

	December 31, 2025	December 31, 2024	Change
Revenues	\$ 168,920	\$ 84,693	99 %
GAAP gross profit	\$ 71,551	\$ 41,384	73 %
GAAP gross margin	42.4%	48.9%	(6.5) pp
Non-GAAP gross profit	\$ 97,969	\$ 49,538	98 %
Non-GAAP gross margin	58.0%	58.5%	(0.5) pp
GAAP operating loss <sup>2</sup>	\$ (23,272)	\$ (341,353)	93 %
Non-GAAP adjusted EBITDA	\$ (58,448)	\$ (61,915)	6 %
GAAP net loss <sup>2</sup>	\$ (14,006)	\$ (350,681)	96 %
Non-GAAP net loss	\$ (53,858)	\$ (69,073)	22 %
GAAP net loss per basic share <sup>2</sup>	\$ (0.03)	\$ (1.04)	\$ 1.01
Non-GAAP net loss per basic share	\$ (0.13)	\$ (0.20)	\$ 0.07

1) Please see tables below for a reconciliation from GAAP to non-GAAP.

2) GAAP-only operating profit (loss) includes a significant impact from the calculated fair value of contingent acquisition liabilities where future earn-out shares are marked-to-market on a quarterly basis, and with the decrease in stock price compared to the previous quarter the gain associated with this item was \$85 million and \$163 million in the fourth quarter and full year 2025, respectively. Non-GAAP measures exclude this non-operating/non-cash impact.

### Liquidity and Cash Flows

The company's total cash and cash equivalents was \$248 million at December 31, 2025, with no debt.

### Condensed Cash Flow Statement

#### Year Ended

(thousands)

	December 31, 2025	December 31, 2024
Cash flows:		
Net cash used in operating activities	\$ (98,222)	\$ (108,878)
Net cash used in investing activities	(59,504)	(12,372)
Net cash provided by financing activities	208,074	210,906
Effects of exchange rate changes on cash	(98)	225
Net change in cash and cash equivalents	<u>\$ 50,250</u>	<u>\$ 89,881</u>

### Business Outlook

SoundHound's full year 2026 revenue outlook is expected to be in a range of \$225 - \$260 million.

### Additional Information

For more information please see the company's SEC filings which can be obtained on the company's website at [investors.soundhound.com](https://investors.soundhound.com). The financial statements will be posted on the website, and will be included when the company files its 8-K. The financial data presented in this press release should be considered preliminary and unaudited until the company files its 10-K.

### Conference Call and Webcast

Keyvan Mohajer, Co-Founder and CEO, and Nitesh Sharan, CFO will host a live audio conference call and webcast today at 2:00 p.m. Pacific Time/5:00 p.m. Eastern Time. A live webcast and replay will also be accessible at [investors.soundhound.com](https://investors.soundhound.com).

### About SoundHound AI

SoundHound AI (Nasdaq: SOUN), a global leader in voice and conversational AI, delivers solutions that allow businesses to offer superior experiences to their customers. Built on proprietary technology, SoundHound's voice AI delivers best-in-class speed and accuracy in numerous languages to product creators and service providers across retail, financial services, healthcare, automotive, smart devices, and restaurants. The company's groundbreaking AI-driven products include Smart Answering, Smart Ordering, Dynamic Drive-Thru, and the Amelia Platform, which powers AI Agents for enterprise. In addition, SoundHound's Agentic AI for Automotive and Autonomics, a category-leading operations platform that automates IT processes, have enabled SoundHound to power millions of products and services, and process billions of interactions each year for world class businesses. For more information, visit: [www.soundhound.com](http://www.soundhound.com)

### **Forward Looking Statements**

This press release contains forward-looking statements, which are not historical facts, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In some cases, you can identify forward-looking statements by the use of words such as "may," "could," "expect," "intend," "plan," "seek," "anticipate," "believe," "estimate," "predict," "potential," "continue," "likely," "will," "would" and variations of these terms and similar expressions, or the negative of these terms or similar expressions. These forward-looking statements include, but are not limited to, statements concerning our expected financial performance, our ability to implement our business strategy and anticipated business and operations, and guidance for financial results for 2026. Such forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by us and our management, are inherently uncertain. As a result, readers are cautioned not to place undue reliance on these forward-looking statements. Our actual results may differ materially from those expressed or implied by these forward-looking statements as a result of risks and uncertainties impacting SoundHound's business including, our ability to successfully launch and commercialize new products and services and derive significant revenue, our market opportunity and our ability to acquire new customers and retain existing customers, unexpected costs, charges or expenses resulting from our recent acquisitions, the ability of our recent acquisitions to be accretive on the company's financial results, and those other factors described in our risk factors set forth in our filings with the Securities and Exchange Commission from time to time, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. We do not intend to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

### **Non-GAAP Measures of Financial Performance**

To supplement the company's financial statements, which are presented on the basis of U.S. generally accepted accounting principles (GAAP), the following non-GAAP measures of financial performance are included in this release: non-GAAP gross profit, non-GAAP gross margin, adjusted EBITDA, non-GAAP net loss and non-GAAP earnings per share.

The company believes that providing this non-GAAP information in addition to the GAAP financial information allows investors to view the financial results in the way the company views its operating results. The company also believes that providing this information allows investors to not only better understand the company's financial performance, but also, better evaluate the information used by management to evaluate and measure such performance.

As such, the company believes that disclosing non-GAAP financial measures to the readers of its financial statements provides the reader with useful supplemental information that allows for greater transparency in the review of the company's financial and operational performance.

The company defines its non-GAAP measures by excluding certain items:

The company arrives at non-GAAP gross profit and non-GAAP gross margin by excluding (i) amortization of intangibles (including acquired intangible assets), and (ii) stock-based compensation and related payroll taxes.

The company arrives at adjusted EBITDA by excluding (i) total other income/(expense), net, (ii) loss on early extinguishment of debt, (iii) income taxes, (iv) depreciation and amortization expense (including acquired intangible assets), (v) stock-based compensation and related payroll taxes, (vi) change in fair value of contingent acquisition liabilities, and (vii) acquisition-related costs.

The company arrives at non-GAAP net loss and non-GAAP net loss per share by excluding (i) depreciation and amortization expense (including acquired intangible assets), (ii) stock-based compensation and related payroll taxes, (iii) loss on early extinguishment of debt, (iv) change in fair value of contingent acquisition liabilities, (v) change in fair value of derivative, (vi) gain on bargain purchase, (vii) acquisition-related costs, and (viii) income tax effects related to acquisitions.

Reconciliations of GAAP to these adjusted non-GAAP financial measures are included in the tables below. When analyzing the company's operating results, investors should not consider non-GAAP measures as substitutes for the comparable financial measures prepared in accordance with GAAP.

To the extent that the company presents any forward-looking non-GAAP financial measures, the company does not present a quantitative reconciliation of such measures to the most directly comparable GAAP financial measure (or otherwise present such forward-looking GAAP measures) because it is impractical to do so.

### **Fourth Quarter Reconciliation of GAAP Gross Profit to Non-GAAP Gross Profit and GAAP Gross Margin to Non-GAAP Gross Margin**

**Three Months Ended**  
(thousands, unless otherwise noted)

	December 31, 2025	December 31, 2024
<b>GAAP gross profit<sup>1</sup></b>	<b>\$ 26,350</b>	<b>\$ 13,784</b>
Adjustments:		
Amortization of intangibles	4,760	4,123
Stock-based compensation and related payroll taxes <sup>2</sup>	2,214	100
<b>Non-GAAP gross profit</b>	<b>\$ 33,324</b>	<b>\$ 18,007</b>
GAAP gross margin	47.9%	39.9%
<b>Non-GAAP gross margin</b>	<b>60.5%</b>	<b>52.1%</b>

- GAAP gross profit is calculated by subtracting the cost of revenues from revenues.
- Q4 2025 includes employer payroll taxes that result from stock-based compensation in the amount of \$0.1 million.

**Fourth Quarter Reconciliation of GAAP Net Income (Loss) to Non-GAAP Adjusted EBITDA**

**Three Months Ended**  
(thousands)

	December 31, 2025	December 31, 2024
<b>GAAP net income (loss)</b>	<b>\$ 40,057</b>	<b>\$ (258,599)</b>
Adjustments:		
Total other income (expense), net <sup>1</sup>	316	1,174
Loss on early extinguishment of debt	—	42
Income taxes	2,200	311
Depreciation and amortization	10,044	7,939
Stock-based compensation and related payroll taxes <sup>2</sup>	20,818	9,853
Change in fair value of contingent acquisition liabilities	(84,631)	220,946
Acquisition-related expenses	3,766	1,541
<b>Non-GAAP adjusted EBITDA</b>	<b>\$ (7,430)</b>	<b>\$ (16,793)</b>

- Includes other income, net of (\$0.2) and \$0.1 million for the three months ended December 31, 2025 and 2024, respectively.
- Q4 2025 includes employer payroll taxes that result from stock-based compensation in the amount of \$1.2 million.

**Fourth Quarter Reconciliation of GAAP Net Income (Loss) to Non-GAAP Net Loss and Non-GAAP Net Loss Per Share**

**Three Months Ended**  
(thousands, unless otherwise noted)

	December 31, 2025	December 31, 2024
<b>GAAP net income (loss) attributable to SoundHound common shareholders</b>	<b>\$ 40,057</b>	<b>\$ (258,599)</b>
Adjustments:		
Depreciation and amortization	10,044	7,939
Stock-based compensation and related payroll taxes <sup>1</sup>	20,818	9,853
Loss on early extinguishment of debt	—	42
Change in fair value of contingent acquisition liabilities	(84,631)	220,946
Change in fair value of derivatives	2,598	—
Acquisition-related expenses	3,766	1,541
Income tax effects related to acquisitions	—	(715)
<b>Non-GAAP net loss</b>	<b>\$ (7,348)</b>	<b>\$ (18,993)</b>
<i>Basic:</i>		
<b>GAAP net earnings (loss) per share<sup>2</sup></b>	<b>\$ 0.10</b>	<b>\$ (0.69)</b>
Adjustments	(0.12)	0.64
<b>Non-GAAP net loss per share<sup>2</sup></b>	<b>\$ (0.02)</b>	<b>\$ (0.05)</b>
<i>Diluted:</i>		
<b>GAAP net loss per share<sup>3</sup></b>	<b>\$ (0.03)</b>	<b>\$ (0.69)</b>
Adjustments	0.01	0.64
<b>Non-GAAP net loss per share<sup>3</sup></b>	<b>\$ (0.02)</b>	<b>\$ (0.05)</b>

- Q4 2025 includes employer payroll taxes that result from stock-based compensation in the amount of \$1.2 million.
- Weighted average common shares outstanding (basic) for the three months ended December 31, 2025 and 2024 were 417,576,180 and 375,102,329, respectively.
- Weighted average common shares outstanding (diluted) for the three months ended December 31, 2025 and 2024 were 425,702,854 and 375,102,329, respectively. Excludes earnings impact from realized portion of contingently issuable shares related to prior acquisitions.

## Full Year Reconciliation of GAAP Gross Profit to Non-GAAP Gross Profit and GAAP Gross Margin to Non-GAAP Gross Margin

Year Ended (thousands, unless otherwise noted)	December 31, 2025	December 31, 2024
<b>GAAP gross profit<sup>1</sup></b>	<b>\$ 71,551</b>	<b>\$ 41,384</b>
Adjustments:		
Amortization of intangibles	17,224	7,696
Stock-based compensation and related payroll taxes <sup>2</sup>	9,194	458
<b>Non-GAAP gross profit</b>	<b>\$ 97,969</b>	<b>\$ 49,538</b>
<b>GAAP gross margin</b>	<b>42.4%</b>	<b>48.9%</b>
<b>Non-GAAP gross margin</b>	<b>58.0%</b>	<b>58.5%</b>

1) GAAP gross profit is calculated by subtracting the cost of revenues from revenues.

2) Starting in Q3 2025 the company includes employer payroll taxes that result from stock-based compensation. Therefore the amount here includes \$0.3 million for Q3 and Q4 only.

## Full Year Reconciliation of GAAP Net Loss to Non-GAAP Adjusted EBITDA

Year Ended (thousands)	December 31, 2025	December 31, 2024
<b>GAAP net loss</b>	<b>\$ (14,006)</b>	<b>\$ (350,681)</b>
Adjustments:		
Total other income (expense), net <sup>1</sup>	(13,998)	2,946
Loss on early extinguishment of debt	—	15,629
Income taxes/(benefits)	4,732	(9,247)
Depreciation and amortization	34,130	16,054
Stock-based compensation and related payroll taxes <sup>2</sup>	83,285	33,145
Change in fair value of contingent acquisition liabilities	(163,127)	222,670
Acquisition-related expenses	10,536	7,569
<b>Non-GAAP adjusted EBITDA</b>	<b>\$ (58,448)</b>	<b>\$ (61,915)</b>

1) Includes other income, net of \$14.7 and \$9.2 million for the years ended December 31, 2025 and 2024, respectively.

2) Starting in Q3 2025 the company includes employer payroll taxes that result from stock-based compensation. Therefore the amount here includes \$2.7 million for Q3 and Q4 only.

## Full Year Reconciliation of GAAP Net Loss to Non-GAAP Net Loss and Non-GAAP Net Loss Per Share

Year Ended (thousands, unless otherwise noted)	December 31, 2025	December 31, 2024
<b>GAAP net loss attributable to SoundHound common shareholders</b>	<b>\$ (14,006)</b>	<b>\$ (351,097)</b>
Adjustments:		
Depreciation and amortization	34,130	16,054
Stock-based compensation and related payroll taxes <sup>1</sup>	83,285	33,145
Loss on early extinguishment of debt	—	15,629
Change in fair value of contingent acquisition liabilities	(163,127)	222,670
Change in fair value of derivatives	(4,676)	—
Gain on bargain purchase	—	(1,223)
Acquisition-related expenses	10,536	7,569
Income tax effects related to acquisitions	—	(11,820)
<b>Non-GAAP net loss</b>	<b>\$ (53,858)</b>	<b>\$ (69,073)</b>
<i>Basic:</i>		
<b>GAAP net loss per share<sup>2</sup></b>	<b>\$ (0.03)</b>	<b>\$ (1.04)</b>
Adjustments	(0.10)	0.84
<b>Non-GAAP net loss per share<sup>2</sup></b>	<b>\$ (0.13)</b>	<b>\$ (0.20)</b>
<i>Diluted:</i>		
<b>GAAP net loss per share<sup>3</sup></b>	<b>\$ (0.28)</b>	<b>\$ (1.04)</b>
Adjustments	0.15	0.84
<b>Non-GAAP net loss per share<sup>3</sup></b>	<b>\$ (0.13)</b>	<b>\$ (0.20)</b>

1) Starting in Q3 2025 the company includes employer payroll taxes that result from stock-based compensation. Therefore the amount here includes \$2.7 million for Q3 and Q4 only.

2) Weighted average common shares outstanding (basic) for the years ended December 31, 2025 and 2024 were 405,421,412 and 338,462,574, respectively.

3) Weighted average common shares outstanding (diluted) for the years ended December 31, 2025 and 2024 were 409,456,342 and 338,462,574, respectively. Excludes earnings impact from realized portion of contingently issuable shares related to prior acquisitions.

**Investors:**

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**SOUNDHOUND AI, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
*(In thousands, except share and per share data)*

	December 31, 2025	December 31, 2024
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 248,490	\$ 198,240
Accounts receivable, net of allowances of \$2,254 and \$726 as of December 31, 2025 and 2024, respectively	32,336	23,159
Contract assets and unbilled revenue, net	38,189	26,645
Other current assets	10,114	7,476
Total current assets	329,129	255,520
Restricted cash equivalents, non-current	676	676
Right-of-use assets	3,791	4,692
Property and equipment, net	2,928	1,239
Goodwill	122,277	101,704
Intangible assets, net	181,395	174,943
Deferred tax asset	29	4
Contract assets and unbilled revenue, non-current, net	29,906	12,879
Other non-current assets	18,042	2,296
Total assets	\$ 688,173	\$ 553,953
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable	\$ 10,562	\$ 5,559
Acerued liabilities	26,325	26,291
Operating lease liabilities	1,812	1,898
Finance lease liabilities	332	49
Income tax liability	2,662	2,750
Deferred revenue	24,042	23,876
Contingent acquisition liabilities	4,400	—
Other current liabilities	1,604	7,319
Total current liabilities	71,739	67,742
Operating lease liabilities, net of current portion	2,069	2,403
Deferred revenue, net of current portion	8,195	6,862
Contingent acquisition liabilities, net of current portion	129,227	286,898
Income tax liability, net of current portion	2,254	3,075
Deferred tax liability	1,363	—
Other non-current liabilities	9,540	4,320
Total liabilities	224,387	371,300
Commitments and contingencies		
Stockholders' equity (deficit):		
Series A Preferred Stock, \$0.0001 par value; 1,000,000 shares authorized; 0 and 0 shares issued and outstanding, aggregate liquidation preference of \$— and \$— as of December 31, 2025 and 2024, respectively	—	—
Class A Common Stock, \$0.0001 par value; 755,000,000 and 455,000,000 shares authorized; 390,070,691 and 361,096,457 shares issued and outstanding as of December 31, 2025 and 2024, respectively	37	35
Class B Common Stock, \$0.0001 par value; 44,000,000 shares authorized as of December 31, 2025 and 2024; 32,535,408 and 32,535,408 shares issued and outstanding as of December 31, 2025 and 2024, respectively	3	3
Additional paid-in capital	1,420,672	1,125,470
Accumulated deficit	(957,066)	(943,060)
Accumulated other comprehensive income	140	205
Total stockholders' equity	463,786	182,653
Total liabilities and stockholders' equity	\$ 688,173	\$ 553,953

**SOUNDHOUND AI, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
*(In thousands, except share and per share data)*

	<b>Three Months Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>(Unaudited)</b>	
Revenues	\$ 55,059	\$ 34,543
Operating expenses:		
Cost of revenues	28,709	20,759
Sales and marketing	17,415	9,566
Research and development	24,841	20,394
General and administrative	21,205	16,437
Change in fair value of contingent acquisition liabilities	(84,631)	220,946
Amortization of intangible assets	4,947	3,513
Total operating expenses	12,486	291,615
Loss from operations	42,573	(257,072)
Other income (expense), net:		
Loss on early extinguishment of debt	—	(42)
Interest expense	(113)	(1,309)
Other income (expense), net	(203)	135
Total other income (expense), net	(316)	(1,216)
Loss before provision (benefit) for income taxes	42,257	(258,288)
Provision (benefit) for income taxes	2,200	311
Net income (loss)	\$ 40,057	\$ (258,599)
Cumulative dividends attributable to Series A Preferred Stock	—	—
Net loss attributable to SoundHound common stockholders	\$ 40,057	\$ (258,599)
Other comprehensive income:		
Unrealized gains (losses) on investments	(85)	(57)
Comprehensive loss	\$ 39,972	\$ (258,656)
Net income (loss) per share:		
Basic	\$ 0.10	\$ (0.69)
Diluted	\$ (0.03)	\$ (0.69)
Weighted-average common shares outstanding:		
Basic	417,576,180	375,102,329
Diluted	425,702,854	375,102,329

**SOUNDHOUND AI, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
*(In thousands, except share and per share data)*

	Year Ended December 31,		
	2025 <b>(Unaudited)</b>	2024	2023
Revenues	\$ 168,920	\$ 84,693	\$ 45,873
Operating expenses:			
Cost of revenues	97,369	43,309	11,307
Sales and marketing	61,640	29,126	18,893
Research and development	98,250	70,555	51,439
General and administrative	82,188	53,270	28,285
Change in fair value of contingent acquisition liabilities	(163,127)	222,670	—
Amortization of intangible assets	15,872	7,116	—
Restructuring	—	—	4,557
Total operating expenses	192,192	426,046	114,481
Loss from operations	(23,272)	(341,353)	(68,608)
Other income (expense), net:			
Loss on early extinguishment of debt	—	(15,629)	(837)
Interest expense	(670)	(12,168)	(16,733)
Other income, net	14,668	9,222	1,155
Total other income (expense), net	13,998	(18,575)	(16,415)
Loss before provision (benefit) for income taxes	(9,274)	(359,928)	(85,023)
Provision (benefit) for income taxes	4,732	(9,247)	3,914
Net loss	(14,006)	(350,681)	(88,937)
Cumulative dividends attributable to Series A Preferred Stock	—	(416)	(2,774)
Net loss attributable to SoundHound common stockholders	\$ (14,006)	\$ (351,097)	\$ (91,711)
Other comprehensive loss:			
Unrealized gains on investments	(65)	6	199
Comprehensive loss	\$ (14,071)	\$ (350,675)	\$ (88,738)
Net loss per share:			
Basic	\$ (0.03)	\$ (1.04)	\$ (0.40)
Diluted	\$ (0.28)	\$ (1.04)	\$ (0.40)
Weighted-average common shares outstanding:			
Basic	405,421,412	338,462,574	229,264,904
Diluted	409,456,342	338,462,574	229,264,904

**SOUNDHOUND AI, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(In thousands)*

	Year Ended December 31,		
	2025 (Unaudited)	2024	2023
<b>Cash flows from operating activities:</b>			
Net loss	\$ (14,006)	\$ (350,681)	\$ (88,937)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>			
Depreciation and amortization	34,130	16,054	2,313
Stock-based compensation	80,620	33,145	27,931
Loss on change in fair value of ELOC program	—	—	1,901
Amortization of debt issuance cost	—	1,621	5,400
Non-cash lease amortization	2,906	2,613	3,346
Loss on disposal of property and equipment	42	—	—
Amortization of capitalized commissions	1,627	—	—
Loss on early extinguishment of debt	—	15,629	837
Foreign currency gain/loss from remeasurement	(947)	(24)	143
Change in fair value of contingent acquisition liabilities	(163,127)	222,670	—
Change in fair value of derivative	(4,676)	—	—
Deferred income taxes	1,338	(12,183)	30
Other, net	1,951	(580)	93
<b>Changes in operating assets and liabilities, net of effects of acquisitions:</b>			
Accounts receivable, net	(1,304)	(10,264)	(627)
Prepaid expenses	—	—	1,590
Other current assets	(2,956)	(3,131)	(821)
Contract assets	(22,420)	(7,304)	(19,578)
Other non-current assets	(4,498)	(196)	671
Accounts payable	1,930	(7,636)	(1,162)
Accrued liabilities	(3,918)	1,846	4,266
Other current liabilities	(2,334)	(642)	—
Operating lease liabilities	(2,742)	(3,214)	(3,657)
Deferred revenue	(4,956)	(6,186)	(4,135)
Other non-current liabilities	5,118	(415)	2,131
Net cash used in operating activities	(98,222)	(108,878)	(68,265)
<b>Cash flows from investing activities:</b>			
Purchases of property and equipment	(902)	(640)	(392)
Capitalized software development costs	(4,000)	—	—
Payment related to acquisitions, net of cash acquired	(54,602)	(11,732)	—
Net cash used in investing activities	(59,504)	(12,372)	(392)
<b>Cash flows from financing activities:</b>			
Proceeds from the issuance of Series A Preferred Stock, net of issuance costs	—	—	24,942
Proceeds from sales of Class A common stock under the ELOC program, net of issuance costs	—	—	71,615
Proceeds from sales of Class A common stock under the Sales Agreement, Equity Distribution Agreement, Execute Equity Distribution Agreement and Second Equity Distribution Agreement	201,522	407,270	12,412
Proceeds from exercise of stock options and employee stock purchase plan	10,835	29,685	—
Proceeds from warrants exercised	114	23	—
Payment of financing costs associated with the Sales Agreement, Equity Distribution Agreement, Execute Equity Distribution Agreement, and Second Equity Distribution Agreement	(4,030)	(10,357)	—
Proceeds from the issuance of debt, net of issuance costs	—	—	85,087
Proceeds from the issuance of common stock	—	—	9,369
Payments on Term Loan and Amelia Debt	—	(215,373)	(35,029)
Payment to settle contingent holdback liabilities from SYNQ3 acquisitions	(198)	(217)	—

**SOUNDHOUND AI, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**  
*(In thousands)*

	Year Ended December 31,		
	2025 (Unaudited)	2024	2023
Payments on finance leases	(169)	(125)	(159)
Net cash provided by financing activities	208,074	210,906	168,237
Effects of exchange rate changes on cash	(98)	225	(20)
Net change in cash, cash equivalents, and restricted cash equivalents	50,250	89,881	99,580
Cash, cash equivalents, and restricted cash equivalents, beginning of year	198,916	109,035	9,475
Cash, cash equivalents, and restricted cash equivalents, end of year	\$ 249,166	\$ 198,916	\$ 109,035
Reconciliation to amounts on the consolidated balance sheets:			
Cash and cash equivalents	\$ 248,490	\$ 198,240	\$ 95,260
Current portion of restricted cash equivalents	—	—	—
Non-current portion of restricted cash equivalents	676	676	13,775
Total cash, cash equivalents, and restricted cash equivalents shown in the consolidated statements of cash flows	\$ 249,166	\$ 198,916	\$ 109,035
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$ 26	\$ 6,337	\$ 11,984
Cash paid for income taxes, net of refunds	\$ 4,370	\$ 2,717	\$ 2,356
Noncash investing and financing activities:			
Conversion of Series A Preferred Stock to Class A common stock	\$ —	\$ 14,187	\$ 10,755
Issuance of Class A Common Stock to settle obligations under Amelia Debt	\$ —	\$ 11,817	\$ —
Issuance of Class A Common Stock to settle contingent holdback consideration of SYNQ3 acquisition	\$ 3,922	\$ 189	\$ —
Deferred offering costs reclassified to additional paid-in capital	\$ 210	\$ 220	\$ —
Purchases of property and equipment under accrued liabilities	\$ 163	\$ —	\$ —
Operating lease liabilities arising from obtaining right-of-use assets	\$ 1,001	\$ 1,559	\$ —
Debt discount through issuance of common stock warrants	\$ —	\$ —	\$ 4,136
Issuance of Class A Common Stock to settle commitment shares related to the ELOC program	\$ —	\$ —	\$ 915
Fair value of Class A common stock and deferred equity consideration issued to acquire SYNQ3 and Amelia	\$ —	\$ 33,606	\$ —
Fair value of contingent earnout consideration to acquire SYNQ3 and Amelia	\$ —	\$ 67,945	\$ —
Fair value of contingent holdback consideration to acquire SYNQ3	\$ —	\$ 570	\$ —
Fair value of deferred cash consideration under other acquisition	\$ —	\$ 195	\$ —
Fair value of deferred cash consideration under Interactions acquisition	\$ 1,150	\$ —	\$ —
Fair value of contingent earnout consideration under Interactions acquisition	\$ 9,900	\$ —	\$ —
Stock-based compensation included in capitalized software development costs	\$ 2,431	\$ —	\$ —