

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended October 31, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-40348



UiPath, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

One Vanderbilt Avenue, 60th Floor  
New York, New York

(Address of principal executive offices)

47-4333187

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

10017

(Zip Code)

Registrant's telephone number, including area code: (844) 432-0455

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.00001 per share	PATH	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of December 4, 2025, the registrant had 460,443,681 shares of Class A common stock and 74,306,003 shares of Class B common stock, each with a par value of \$0.00001 per share, outstanding.

## Table of Contents

	<u>Page</u>
<b>PART I.</b>	<b><u>FINANCIAL INFORMATION</u></b>
Item 1.	<u>Financial Statements (Unaudited)</u> 1
	<u>Condensed Consolidated Balance Sheets</u> 1
	<u>Condensed Consolidated Statements of Operations</u> 2
	<u>Condensed Consolidated Statements of Comprehensive Income (Loss)</u> 3
	<u>Condensed Consolidated Statements of Stockholders' Equity</u> 4
	<u>Condensed Consolidated Statements of Cash Flows</u> 6
	<u>Notes to Condensed Consolidated Financial Statements</u> 7
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 27
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u> 40
Item 4.	<u>Controls and Procedures</u> 42
<b>PART II.</b>	<b><u>OTHER INFORMATION</u></b>
Item 1.	<u>Legal Proceedings</u> 43
Item 1A.	<u>Risk Factors</u> 43
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 43
Item 3.	<u>Defaults Upon Senior Securities</u> 43
Item 4.	<u>Mine Safety Disclosures</u> 43
Item 5.	<u>Other Information</u> 44
Item 6.	<u>Exhibits</u> 45
	<u>Signatures</u> 46

---

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), about UiPath, Inc. and its consolidated subsidiaries ("UiPath," the "Company," "we," "us," or "our") and our industry that involve substantial risks and uncertainties. All statements other than statements of historical fact contained in this Quarterly Report on Form 10-Q, including statements regarding our future results of operations or financial condition, business strategy, and plans and objectives of management for future operations, are forward-looking statements. In some cases, forward-looking statements can be identified because they contain words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "possible," "potential," "predict," "project," "should," "target," "will," or "would," or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning the following:

- our expectations regarding our revenue, annualized renewal run-rate ("ARR"), expenses, and other operating results;
- our ability to effectively manage our growth and achieve or sustain profitability;
- our ability to acquire new customers and successfully retain existing customers;
- the ability of the UiPath Platform™ to satisfy and adapt to customer demands and our ability to increase its adoption;
- our ability to grow our platform and release new functionality in a timely manner;
- future investments in our business, our anticipated capital expenditures, and our estimates regarding our capital requirements;
- the costs and success of our marketing efforts and our ability to evolve and enhance our brand;
- our growth strategies;
- the estimated addressable market opportunity for our platform and for automation in general;
- our reliance on key personnel and our ability to attract, integrate, and retain highly-qualified personnel and execute management transitions;
- our ability to obtain, maintain, and enforce our intellectual property rights and any costs associated therewith;
- the effect of significant events with macroeconomic impacts, including but not limited to military conflicts and other changes in geopolitical relationships and inflationary cost trends, on our business, industry, and the global economy;
- our reliance on third-party providers of cloud-based infrastructure;
- our ability to compete effectively with existing competitors and new market entrants, including new, potentially disruptive technologies;
- the size and growth rates of the markets in which we compete; and
- the price volatility of our Class A common stock.

These forward-looking statements should not be unduly relied upon or regarded as predictions of future events. The forward-looking statements contained in this Quarterly Report on Form 10-Q are based on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, and operating results. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in the section titled "Risk Factors" and elsewhere in our Annual Report on Form 10-K for the fiscal year ended January 31, 2025 filed with the Securities and Exchange Commission ("SEC") on March 24, 2025 (the "2025 Form 10-K"). Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. The results, events, and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

In addition, statements that "we believe," and similar statements reflect our beliefs and opinions on the relevant subject, based on information available to us as of the date of this Quarterly Report on Form 10-Q. While we believe such information provides a reasonable basis for these statements, that information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. Such statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments.

---

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited).

**UiPath, Inc.**  
**Condensed Consolidated Balance Sheets**  
*Amounts in thousands except per share data*  
*(unaudited)*

	As of	
	October 31, 2025	January 31, 2025
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 743,660	\$ 879,196
Restricted cash	438	438
Marketable securities	654,526	750,322
Accounts receivable, net of allowance for credit losses of \$4,291 and \$1,642, respectively	366,757	451,131
Contract assets	129,335	88,735
Deferred contract acquisition costs	86,499	82,461
Prepaid expenses and other current assets	112,128	86,276
Total current assets	2,093,343	2,338,559
Marketable securities, non-current	121,609	94,113
Contract assets, non-current	4,701	3,447
Deferred contract acquisition costs, non-current	137,775	139,341
Property and equipment, net	44,604	32,740
Operating lease right-of-use assets	65,166	66,500
Intangible assets, net	21,583	7,905
Goodwill	120,625	87,304
Deferred tax assets	212,999	27,963
Other assets, non-current	73,571	67,398
Total assets	\$ 2,895,976	\$ 2,865,270
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 14,280	\$ 33,178
Accrued expenses and other current liabilities	151,871	83,923
Accrued compensation and employee benefits	88,551	112,355
Deferred revenue	533,998	569,464
Total current liabilities	788,700	798,920
Deferred revenue, non-current	99,155	135,843
Operating lease liabilities, non-current	72,016	74,230
Other liabilities, non-current	11,488	10,515
Total liabilities	971,359	1,019,508
Commitments and contingencies (Note 10)		
Stockholders' equity		
Preferred stock, \$0.00001 par value per share, 20,000 shares authorized; none issued and outstanding	—	—
Class A common stock, \$0.00001 par value per share, 2,000,000 shares authorized; 528,120 and 508,680 shares issued; 460,348 and 471,059 shares outstanding, respectively	5	5
Class B common stock, \$0.00001 par value per share, 115,741 shares authorized; 74,306 and 82,453 shares issued and outstanding, respectively	1	1
Treasury stock, at cost, 67,772 and 37,621 shares, respectively	(824,329)	(494,779)
Additional paid-in capital	4,531,257	4,333,300
Accumulated other comprehensive income (loss)	27,690	(4,890)
Accumulated deficit	(1,810,007)	(1,987,875)
Total stockholders' equity	1,924,617	1,845,762
Total liabilities and stockholders' equity	\$ 2,895,976	\$ 2,865,270

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**UiPath, Inc.**  
**Condensed Consolidated Statements of Operations**  
*Amounts in thousands except per share data*  
*(unaudited)*

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2025	2024	2025	2024
<b>Revenue:</b>				
Licenses	\$ 150,043	\$ 137,174	\$ 390,490	\$ 389,553
Subscription services	247,573	206,922	703,239	586,726
Professional services and other	13,497	10,557	35,736	29,739
Total revenue	<u>411,113</u>	<u>354,653</u>	<u>1,129,465</u>	<u>1,006,018</u>
<b>Cost of revenue:</b>				
Licenses	1,311	2,340	3,779	7,334
Subscription services	40,121	43,487	116,818	123,770
Professional services and other	27,380	17,936	76,452	51,304
Total cost of revenue	<u>68,812</u>	<u>63,763</u>	<u>197,049</u>	<u>182,408</u>
Gross profit	<u>342,301</u>	<u>290,890</u>	<u>932,416</u>	<u>823,610</u>
<b>Operating expenses:</b>				
Sales and marketing	179,186	187,188	505,150	561,657
Research and development	96,869	96,976	290,049	281,012
General and administrative	53,175	50,090	160,743	177,119
Total operating expenses	<u>329,230</u>	<u>334,254</u>	<u>955,942</u>	<u>1,019,788</u>
Operating income (loss)	13,071	(43,364)	(23,526)	(196,178)
Interest income	11,701	10,055	36,353	37,255
Other (expense) income, net	(180)	7,810	(4,636)	26,199
Income (loss) before income taxes	24,592	(25,499)	8,191	(132,724)
Benefit from income taxes	(174,247)	(14,844)	(169,677)	(7,236)
Net income (loss)	<u>\$ 198,839</u>	<u>\$ (10,655)</u>	<u>\$ 177,868</u>	<u>\$ (125,488)</u>
Net income (loss) per share, basic	\$ 0.37	\$ (0.02)	\$ 0.33	\$ (0.22)
Net income (loss) per share, diluted	\$ 0.37	\$ (0.02)	\$ 0.33	\$ (0.22)
Weighted-average shares used in computing net income (loss) per share, basic	<u>532,255</u>	<u>551,036</u>	<u>538,854</u>	<u>562,950</u>
Weighted-average shares used in computing net income (loss) per share, diluted	<u>539,018</u>	<u>551,036</u>	<u>544,718</u>	<u>562,950</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**UiPath, Inc.**  
**Condensed Consolidated Statements of Comprehensive Income (Loss)**  
*Amounts in thousands*  
*(unaudited)*

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2025	2024	2025	2024
Net income (loss)	\$ 198,839	\$ (10,655)	\$ 177,868	\$ (125,488)
Other comprehensive income (loss), net of tax:				
Unrealized gain (loss) on available-for-sale marketable securities, net	831	(313)	573	(342)
Foreign currency translation adjustments, net	2,112	1,132	32,007	441
Other comprehensive income, net	2,943	819	32,580	99
Comprehensive income (loss)	\$ 201,782	\$ (9,836)	\$ 210,448	\$ (125,389)

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**UiPath, Inc.**  
**Condensed Consolidated Statements of Stockholders' Equity**  
*Amounts in thousands*  
*(unaudited)*

	Common Stock						Additional Paid-in Capital Amount	Accumulated Other Comprehensive Income (Loss) Amount	Accumulated Deficit Amount	Total Stockholders' Equity Amount
	Class A		Class B		Treasury Stock					
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance as of January 31, 2025	508,680	\$ 5	82,453	\$ 1	(37,621)	\$ (494,779)	\$ 4,333,300	\$ (4,890)	\$ (1,987,875)	\$ 1,845,762
Issuance of common stock upon exercise of stock options	851	—	—	—	—	—	301	—	—	301
Issuance of common stock upon settlement of restricted stock units	3,127	—	—	—	—	—	—	—	—	—
Conversion of Class B common stock into Class A common stock	5,000	—	(5,000)	—	—	—	—	—	—	—
Tax withholdings on settlement of restricted stock units	(1,026)	—	—	—	—	—	(10,566)	—	—	(10,566)
Charitable donation of Class A common stock	281	—	—	—	—	—	4,187	—	—	4,187
Repurchase of Class A common stock	—	—	—	—	(21,875)	(229,445)	—	—	—	(229,445)
Stock-based compensation	—	—	—	—	—	—	76,364	—	—	76,364
Other comprehensive income, net	—	—	—	—	—	—	—	34,413	—	34,413
Net loss	—	—	—	—	—	—	—	—	(22,555)	(22,555)
Balance as of April 30, 2025	516,913	\$ 5	77,453	\$ 1	(59,496)	\$ (724,224)	\$ 4,403,586	\$ 29,523	\$ (2,010,430)	\$ 1,698,461
Issuance of common stock upon exercise of stock options	818	—	—	—	—	—	222	—	—	222
Issuance of common stock upon settlement of restricted stock units	3,911	—	—	—	—	—	—	—	—	—
Tax withholdings on settlement of restricted stock units	(1,242)	—	—	—	—	—	(15,895)	—	—	(15,895)
Repurchase of Class A common stock	—	—	—	—	(8,276)	(100,618)	—	—	—	(100,618)
Issuance of common stock under employee stock purchase plan	776	—	—	—	—	—	8,719	—	—	8,719
Stock-based compensation	—	—	—	—	—	—	78,006	—	—	78,006
Other comprehensive loss, net	—	—	—	—	—	—	—	(4,776)	—	(4,776)
Net income	—	—	—	—	—	—	—	—	1,584	1,584
Balance as of July 31, 2025	521,176	\$ 5	77,453	\$ 1	(67,772)	\$ (824,842)	\$ 4,474,638	\$ 24,747	\$ (2,008,846)	\$ 1,665,703
Issuance of common stock upon exercise of stock options	1,446	—	—	—	—	—	443	—	—	443
Issuance of common stock upon settlement of restricted stock units	3,494	—	—	—	—	—	—	—	—	—
Conversion of Class B common stock into Class A common stock	3,147	—	(3,147)	—	—	—	—	—	—	—
Tax withholdings on settlement of restricted stock units	(1,143)	—	—	—	—	—	(15,299)	—	—	(15,299)
Repurchase of Class A common stock <sup>(1)</sup>	—	—	—	—	—	513	—	—	—	513
Stock-based compensation	—	—	—	—	—	—	71,475	—	—	71,475
Other comprehensive income, net	—	—	—	—	—	—	—	2,943	—	2,943
Net Income	—	—	—	—	—	—	—	—	198,839	198,839
Balance as of October 31, 2025	528,120	\$ 5	74,306	\$ 1	(67,772)	\$ (824,329)	\$ 4,531,257	\$ 27,690	\$ (1,810,007)	\$ 1,924,617

(1) Adjustment of excise tax accrual related to year-to-date repurchases of Class A common stock

	Common Stock						Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Class A		Class B		Treasury Stock					
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance as of January 31, 2024	492,660	\$ 5	82,453	\$ 1	(5,840)	\$ (102,615)	\$ 4,024,079	\$ 8,825	\$ (1,914,181)	\$ 2,016,114
Issuance of common stock upon exercise of stock options	1,426	—	—	—	—	—	311	—	—	311
Issuance of common stock upon settlement of restricted stock units	3,843	—	—	—	—	—	—	—	—	—
Tax withholdings on settlement of restricted stock units	(1,317)	—	—	—	—	—	(29,944)	—	—	(29,944)
Charitable donations of Class A common stock	281	—	—	—	—	—	6,564	—	—	6,564
Repurchase of Class A common stock	—	—	—	—	(938)	(22,005)	—	—	—	(22,005)
Stock-based compensation	—	—	—	—	—	—	88,785	—	—	88,785
Other comprehensive loss, net	—	—	—	—	—	—	—	(4,085)	—	(4,085)
Net loss	—	—	—	—	—	—	—	—	(28,736)	(28,736)
Balance as of April 30, 2024	496,893	\$ 5	82,453	\$ 1	(6,778)	\$ (124,620)	\$ 4,089,795	\$ 4,740	\$ (1,942,917)	\$ 2,027,004
Issuance of common stock upon exercise of stock options	727	—	—	—	—	—	331	—	—	331
Issuance of common stock upon settlement of restricted stock units	3,970	—	—	—	—	—	—	—	—	—
Vesting of early exercise stock options	—	—	—	—	—	—	1	—	—	1
Tax withholdings on settlement of restricted stock units	(1,293)	—	—	—	—	—	(16,727)	—	—	(16,727)
Repurchase of Class A common stock	—	—	—	—	(16,326)	(197,427)	—	—	—	(197,427)
Issuance of common stock under employee stock purchase plan	865	—	—	—	—	—	8,824	—	—	8,824
Stock-based compensation	—	—	—	—	—	—	94,307	—	—	94,307
Other comprehensive income, net	—	—	—	—	—	—	—	3,365	—	3,365
Net loss	—	—	—	—	—	—	—	—	(86,097)	(86,097)
Balance as of July 31, 2024	501,162	\$ 5	82,453	\$ 1	(23,104)	\$ (322,047)	\$ 4,176,531	\$ 8,105	\$ (2,029,014)	\$ 1,833,581
Issuance of common stock upon exercise of stock options	520	—	—	—	—	—	291	—	—	291
Issuance of common stock upon settlement of restricted stock units	3,555	—	—	—	—	—	—	—	—	—
Vesting of early exercise stock options	—	—	—	—	—	—	1	—	—	1
Tax withholdings on settlement of restricted stock units	(1,153)	—	—	—	—	—	(14,744)	—	—	(14,744)
Repurchase of Class A Common Stock	—	—	—	—	(13,773)	(164,938)	—	—	—	(164,938)
Stock-based compensation	—	—	—	—	—	—	87,490	—	—	87,490
Other comprehensive income, net	—	—	—	—	—	—	—	819	—	819
Net loss	—	—	—	—	—	—	—	—	(10,655)	(10,655)
Balance as of October 31, 2024	504,084	\$ 5	82,453	\$ 1	(36,877)	\$ (486,985)	\$ 4,249,569	\$ 8,924	\$ (2,039,669)	\$ 1,731,845

The accompanying notes are an integral part of these condensed consolidated financial statements.

**UiPath, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
*Amounts in thousands*  
*(unaudited)*

	Nine Months Ended October 31,	
	2025	2024
<b>Cash flows from operating activities</b>		
Net income (loss)	\$ 177,868	\$ (125,488)
<b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b>		
Depreciation and amortization	11,996	14,017
Amortization of deferred contract acquisition costs	71,096	62,951
Net accretion on marketable securities	(9,047)	(26,552)
Stock-based compensation expense	225,842	270,520
Charitable donation of Class A common stock	4,187	6,564
Non-cash operating lease expense	12,904	11,762
Benefit from deferred income taxes	(187,310)	(20,773)
Credit loss expense <sup>(1)</sup>	4,591	1,765
Other non-cash charges (credits), net	6,137	(1,822)
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	93,457	98,062
Contract assets	(37,146)	(32,179)
Deferred contract acquisition costs	(65,617)	(59,657)
Prepaid expenses and other assets	(10,378)	10,228
Accounts payable	(17,401)	14,954
Accrued expenses and other liabilities	36,027	11,230
Accrued compensation and employee benefits	(28,846)	(48,587)
Operating lease liabilities, net	(7,452)	(10,750)
Deferred revenue	(92,048)	(1,762)
Net cash provided by operating activities	<u>188,860</u>	<u>174,483</u>
<b>Cash flows from investing activities</b>		
Purchases of marketable securities	(507,239)	(1,162,243)
Maturities of marketable securities	585,081	1,176,776
Purchases of property and equipment	(15,996)	(7,531)
Payments related to business acquisition, net of cash acquired	(24,821)	—
Other investing, net <sup>(1)</sup>	(16,839)	(35,809)
Net cash provided by (used in) investing activities	<u>20,186</u>	<u>(28,807)</u>
<b>Cash flows from financing activities</b>		
Repurchases of Class A common stock	(329,101)	(381,403)
Proceeds from exercise of stock options	967	934
Payments of tax withholdings on settlement of equity awards <sup>(1)</sup>	(41,703)	(60,384)
Proceeds from employee stock purchase plan contributions	11,864	12,893
Payment of deferred consideration related to business acquisition	—	(5,570)
Net cash used in financing activities	<u>(357,973)</u>	<u>(433,530)</u>
Effect of exchange rate changes	13,391	(194)
Net decrease in cash, cash equivalents, and restricted cash	(135,536)	(288,048)
Cash, cash equivalents, and restricted cash - beginning of period	879,634	1,062,116
Cash, cash equivalents, and restricted cash - end of period	<u>\$ 744,098</u>	<u>\$ 774,068</u>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	\$ —	\$ 309
Cash paid for income taxes, net	\$ 12,578	\$ 15,698
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Property and equipment purchases included in accounts payable	\$ 60	\$ 454
Deferred and contingent consideration recognized in connection with business acquisition	\$ 9,835	\$ —
Tax withholdings on net settlement of restricted stock units, accrued but not yet paid	\$ 4,761	\$ 4,293

(1) Prior period amounts have been expanded or aggregated to conform to current period presentation

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements**  
*(unaudited)*

## 1. Organization and Description of Business

### **Description of Business**

UiPath, Inc. ("UiPath," the "Company," "we," "us," or "our") was incorporated in Delaware in June 2015 and is headquartered in New York, New York. The UiPath Platform™ is designed to unify AI agents, robots, and people on a single intelligent system. With open and secure orchestration at its core, the platform allows customers to create, deploy, and manage these resources with scalability, flexibility, and compliance, enabling them to safely and confidently scale agentic automation and transform complex business processes.

## 2. Summary of Significant Accounting Policies

Our significant accounting policies are discussed in greater scope and detail in Note 2, *Summary of Significant Accounting Policies*, in the notes to consolidated financial statements included in the 2025 Form 10-K. There have been no significant changes to such policies during the nine months ended October 31, 2025.

### **Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and applicable regulations of the SEC regarding interim financial reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by U.S. GAAP may be condensed or omitted. The accompanying unaudited condensed consolidated financial statements and related financial information should be read in conjunction with the audited consolidated financial statements and the accompanying notes thereto for the fiscal year ended January 31, 2025, which are included in the 2025 Form 10-K.

The unaudited condensed consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, that are necessary for the fair presentation of our financial information. The unaudited condensed consolidated financial statements include the financial statements of UiPath, Inc. and its subsidiaries in which we hold a controlling financial interest. Intercompany transactions and accounts have been eliminated in consolidation.

The results of operations for the nine months ended October 31, 2025 are not necessarily indicative of the results to be expected for the fiscal year ending January 31, 2026 or for any other future interim or annual period.

### **Fiscal Year**

Our fiscal year ends on January 31. References to fiscal year 2026, for example, refer to the fiscal year ending January 31, 2026.

### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities at the balance sheet date and the amounts of revenue and expenses reported during the period. We evaluate estimates based on historical and anticipated results, trends, and various other assumptions. Such estimates include, but are not limited to, certain aspects of revenue recognition, expected period of benefit for deferred contract acquisition costs, allowance for credit losses, fair value of financial assets and liabilities, fair value of acquired assets and assumed liabilities, useful lives of long-lived assets, capitalized software development and internal-use software costs, carrying value of operating lease right-of-use ("ROU") assets and operating lease liabilities, incremental borrowing rates for operating leases, amount of stock-based compensation expense, amount of self-insurance liability, timing and amount of contingencies, costs related to our restructuring actions, uncertain tax positions, and valuation allowances on deferred income tax assets. Actual results could differ from these estimates and assumptions.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

**Foreign Currency**

The functional currency of our non-U.S. subsidiaries is the local currency. Asset and liability balances denominated in non-U.S. dollar currencies are translated into U.S. dollars using period-end exchange rates, while revenue and expenses are translated using average monthly exchange rates. Differences are included in stockholders' equity as a component of accumulated other comprehensive income (loss). Financial assets and liabilities denominated in currencies other than the functional currency are recorded at the exchange rate at the time of the transaction and subsequent gains and losses related to changes in the foreign currency are included in other (expense) income, net in the condensed consolidated statements of operations. For the three months ended October 31, 2025 and 2024, we recognized foreign currency transaction losses of \$2.3 million and \$0.3 million, respectively. For the nine months ended October 31, 2025 and 2024, we recognized foreign currency transaction (losses) gains of \$(6.5) million and \$1.9 million, respectively.

**Concentration of Risks**

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash and cash equivalents, marketable securities, and accounts receivable.

We maintain our cash balance at financial institutions that management believes are high-credit, quality financial institutions, where our deposits at times exceed Federal Deposit Insurance Corporation ("FDIC") limits. As of October 31, 2025 and January 31, 2025, 91% and 86%, respectively, of our cash and cash equivalents were concentrated in the U.S., European Union ("EU") countries, and Japan.

The selection of investments in marketable securities is governed by our investment policy. The policy aims to emphasize principles of safety and liquidity, with the overall objective of earning an attractive rate of return while limiting exposure to risk of loss and avoiding inappropriate concentrations. We use this policy to guide our investment decisions as it stipulates, among other things, a list of eligible investment types, minimum ratings and other restrictions for each type, and overall portfolio composition constraints.

With regard to accounts receivable, we extend differing levels of credit to customers based on creditworthiness, do not require collateral deposits, and when necessary maintain an allowance for potential credit losses based upon the expected collectability of accounts receivable. We manage credit risk related to our customers by performing periodic evaluations of creditworthiness and applying other credit risk monitoring procedures. Significant customers are those that represent 10% or more of our total revenue for the period or accounts receivable at the balance sheet date. For the three and nine months ended October 31, 2025 and 2024, no single customer accounted for 10% or more of our total revenue. As of October 31, 2025 and January 31, 2025, no single customer accounted for 10% or more of our accounts receivable.

**Segment Information**

Our chief operating decision maker ("CODM") is our Chief Executive Officer ("CEO"). The CODM reviews financial information at the consolidated level and manages business activities as one operating and reportable segment. Because the assets of our single reportable segment are presented as total assets on our condensed consolidated balance sheets, no other measure of segment assets is regularly provided to the CODM. Net income (loss), as reported on our condensed consolidated statements of operations, is one of the measures of segment profit or loss used by our CODM to evaluate performance relative to plan, make resource allocation decisions, and monitor profitability trends.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

### Significant Segment Expenses

Revenue is reduced by significant expenses regularly provided to the CODM, as well as other segment items, to arrive at net income (loss) for the periods presented as follows (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2025	2024	2025	2024
Revenue	\$ 411,113	\$ 354,653	\$ 1,129,465	\$ 1,006,018
Significant segment expenses:				
Adjusted cost of licenses <sup>(1)</sup>	1,060	1,518	3,037	4,849
Adjusted cost of subscription services <sup>(1)(2)(3)(4)</sup>	35,840	37,791	102,649	106,763
Adjusted cost of professional services and other <sup>(2)(3)(4)</sup>	24,999	14,980	68,906	42,644
Adjusted sales and marketing <sup>(1)(2)(3)(4)</sup>	156,263	151,881	430,361	442,040
Adjusted research and development <sup>(2)(3)(4)</sup>	64,276	62,341	185,986	181,982
Adjusted general and administrative <sup>(1)(2)(3)(4)(5)(6)</sup>	40,897	36,421	118,839	121,200
Other segment items <sup>(7)</sup>	72,637	83,505	241,937	270,970
Amortization of acquired intangible assets	2,250	1,770	5,912	5,549
Interest income	(11,701)	(10,055)	(36,353)	(37,255)
Benefit from income taxes	(174,247)	(14,844)	(169,677)	(7,236)
Net income (loss)	\$ 198,839	\$ (10,655)	\$ 177,868	\$ (125,488)

(1) Excludes amortization of acquired intangible assets

(2) Excludes stock-based compensation

(3) Excludes employer payroll tax on employee equity transactions

(4) Excludes restructuring costs

(5) Excludes charitable donation of Class A common stock

(6) Excludes change in fair value of contingent consideration

(7) Other segment items include stock-based compensation expense; employer payroll tax expense related to employee equity transactions; restructuring costs; charitable donation of Class A common stock; change in fair value of contingent consideration; and other income (expense), net, as applicable.

### Recently Issued Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. ASU No. 2023-09 will require additional tax disclosures, predominantly related to the effective income tax rate reconciliation and income taxes paid. ASU No. 2023-09 will be effective for us for annual periods beginning after December 15, 2024. Adoption of this ASU will not impact our consolidated financial statements for the fiscal year ending January 31, 2026, but will result in certain enhancements to tax disclosures in our Annual Report on Form 10-K.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures*. ASU No. 2024-03 requires additional disclosure on specific expense categories included in the expense captions presented on the statements of operations, and may be applied prospectively or retrospectively. ASU No. 2024-03 is effective for annual reporting periods beginning after December 15, 2026 and for interim reporting periods beginning after December 15, 2027. Early adoption is permitted. We are currently evaluating the impact of this ASU on our condensed consolidated financial statements.

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*. ASU No. 2025-06 amends certain aspects of the accounting for and disclosure of software costs under Accounting Standards Codification ("ASC") 350-40, and is effective for annual reporting periods beginning after December 15, 2027. Early adoption is permitted. We are currently evaluating the impact of this ASU on our condensed consolidated financial statements.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

### 3. Revenue Recognition

#### Disaggregation of Revenue

The following tables summarize revenue by geographical region (dollars in thousands):

	Three Months Ended October 31,			
	2025		2024	
	Amount	Percentage of Revenue	Amount	Percentage of Revenue
Americas <sup>(1)</sup>	\$ 213,180	52 %	\$ 178,837	50 %
Europe, Middle East, and Africa	124,985	30 %	113,031	32 %
Asia-Pacific <sup>(2)</sup>	72,948	18 %	62,785	18 %
Total revenue	\$ 411,113	100 %	\$ 354,653	100 %

(1) Revenue from the U.S. represented 48% and 46% of our total revenues for the three months ended October 31, 2025 and 2024, respectively.

(2) Revenue from Japan represented 6% and 7% of our total revenues for the three months ended October 31, 2025 and 2024, respectively.

	Nine Months Ended October 31,			
	2025		2024	
	Amount	Percentage of Revenue	Amount	Percentage of Revenue
Americas <sup>(1)</sup>	\$ 555,668	49 %	\$ 482,539	48 %
Europe, Middle East, and Africa	361,675	32 %	315,647	31 %
Asia-Pacific <sup>(2)</sup>	212,122	19 %	207,832	21 %
Total revenue	\$ 1,129,465	100 %	\$ 1,006,018	100 %

(1) Revenue from the U.S. represented 46% and 44% of our total revenues for the nine months ended October 31, 2025 and 2024, respectively.

(2) Revenue from Japan represented 8% and 10% of our total revenues for the nine months ended October 31, 2025 and 2024, respectively.

#### Deferred Revenue

During the nine months ended October 31, 2025 and 2024, we recognized \$473.8 million and \$421.7 million of revenue that was included in the deferred revenue balance as of January 31, 2025 and 2024, respectively.

#### Remaining Performance Obligations

Our remaining performance obligations are comprised of licenses, subscription services, and professional services not yet delivered. As of October 31, 2025, the aggregate amount of the transaction price allocated to remaining performance obligations was \$1,264.6 million, which consists of \$633.2 million of billed consideration and \$631.4 million of unbilled consideration. We expect to recognize 66% of our remaining performance obligations as revenue over the next 12 months, and the remainder thereafter.

#### Deferred Contract Acquisition Costs

Our deferred contract acquisition costs are comprised of sales commissions that represent incremental costs to obtain customer contracts, and are determined based on sales compensation plans. Amortization of deferred contract acquisition costs was \$26.9 million and \$23.6 million for the three months ended October 31, 2025, and 2024, respectively, and \$71.1 million and \$63.0 million for the nine months ended October 31, 2025 and 2024, respectively, and is recorded in sales and marketing expense in the condensed consolidated statements of operations.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

#### 4. Marketable Securities

The following is a summary of our marketable securities (in thousands):

	As of October 31, 2025			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Treasury bills and U.S. government securities <sup>(1)</sup>	\$ 599,844	\$ 321	\$ —	\$ 600,165
Corporate bonds	163,381	—	(96)	163,285
Commercial paper <sup>(2)</sup>	9,792	8	—	9,800
Yankee bonds	2,889	—	(4)	2,885
<b>Total marketable securities</b>	<b>\$ 775,906</b>	<b>\$ 329</b>	<b>\$ (100)</b>	<b>\$ 776,135</b>

(1) Additional treasury bills with both amortized cost and estimated fair value of \$24.0 million are included in cash and cash equivalents due to their original maturities of three months or less.

(2) Additional commercial paper with both amortized cost and estimated fair value of \$28.4 million is included in cash and cash equivalents due to its original maturity of three months or less.

	As of January 31, 2025			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Treasury bills and U.S. government securities	\$ 703,740	\$ —	\$ (421)	\$ 703,319
Corporate bonds	93,989	36	—	94,025
Commercial paper	42,371	20	—	42,391
Yankee bonds	4,707	—	(7)	4,700
<b>Total marketable securities</b>	<b>\$ 844,807</b>	<b>\$ 56</b>	<b>\$ (428)</b>	<b>\$ 844,435</b>

As of October 31, 2025 and January 31, 2025, \$121.6 million and \$94.1 million, respectively, of our marketable securities had remaining contractual maturities of one year or more.

As of October 31, 2025 and January 31, 2025, \$7.9 million and \$2.4 million, respectively, of interest receivable was included in prepaid expenses and other current assets on the condensed consolidated balance sheets. We did not recognize an allowance for credit losses against interest receivable as of October 31, 2025 or January 31, 2025.

Unrealized losses during the periods presented are a result of changes in market conditions. We do not believe that any unrealized losses are attributable to credit-related factors based on our evaluation of available evidence. To determine whether a decline in value is related to credit loss, we evaluate, among other factors, the extent to which the fair value is less than the amortized cost basis and any adverse conditions specifically related to an issuer of a security or its industry.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

## 5. Fair Value Measurement

The following tables present the fair value hierarchy of our financial assets and liabilities measured at fair value on a recurring basis as of October 31, 2025 and January 31, 2025 (in thousands):

	As of October 31, 2025			
	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
Money market funds	\$ 171,318	\$ —	\$ —	\$ 171,318
Treasury bills	23,988	—	—	23,988
Commercial paper	—	28,381	—	28,381
Total cash equivalents	195,306	28,381	—	223,687
Treasury bills and U.S. government securities	600,165	—	—	600,165
Corporate bonds	—	163,285	—	163,285
Commercial paper	—	9,800	—	9,800
Yankee bonds	—	2,885	—	2,885
Total marketable securities	600,165	175,970	—	776,135
Other investments carried at fair value	—	—	13,708	13,708
Total	\$ 795,471	\$ 204,351	\$ 13,708	\$ 1,013,530
<b>Financial liabilities:</b>				
Contingent consideration	\$ —	\$ —	\$ 1,610	\$ 1,610
Total	\$ —	\$ —	\$ 1,610	\$ 1,610
<b>As of January 31, 2025</b>				
	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>				
Money market funds	\$ 311,942	\$ —	\$ —	\$ 311,942
Total cash equivalents	311,942	—	—	311,942
Treasury bills and U.S. government securities	703,319	—	—	703,319
Corporate bonds	—	94,025	—	94,025
Commercial paper	—	42,391	—	42,391
Yankee bonds	—	4,700	—	4,700
Total marketable securities	703,319	141,116	—	844,435
Other investments carried at fair value	—	—	11,879	11,879
Total	\$ 1,015,261	\$ 141,116	\$ 11,879	\$ 1,168,256

Our money market funds and treasury bills and U.S. government securities are classified within Level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets. We classify corporate bonds, commercial paper, and Yankee bonds as Level 2 because they are valued using inputs other than quoted prices which are directly or indirectly observable in the market, including readily-available pricing sources for the identical underlying security which may not be actively traded. Other investments carried at fair value (which consist of convertible bonds of a private company, the H Company, purchased during fiscal year 2025) and contingent consideration liability associated with business acquisition are classified as Level 3 because their valuation relies on unobservable inputs.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

## 6. Business Acquisition

### *Peak AI Limited*

On March 7, 2025, we acquired all outstanding equity of Peak AI Limited ("Peak"), a UK-based software company that provides pricing and inventory intelligence technology. With this acquisition, we gained an experienced team, established customer relationships in retail and manufacturing sectors, and technology that is optimized for industry-specific use cases.

The total purchase consideration for the acquisition of Peak was \$40.1 million, consisting of initial cash consideration of \$30.3 million and deferred and contingent consideration with an aggregate acquisition-date fair value of \$9.8 million.

The Peak acquisition was accounted for as a business combination. The following table summarizes the allocation of purchase price to the assets acquired and liabilities assumed as of the acquisition date (in thousands):

	March 7, 2025
Intangible assets	\$ 16,181
Other net liabilities	(4,055)
Goodwill	27,964
<b>Total</b>	<b>\$ 40,090</b>

The following table sets forth the identifiable intangible assets acquired and their estimated useful lives as of the acquisition date:

	Fair Value (in thousands)	Estimated Useful Life (in years)
Customer relationships	\$ 9,228	3.0
Developed technology	6,447	5.0
Trade names and trademarks	506	3.0
<b>Total</b>	<b>\$ 16,181</b>	

The acquisition of Peak generated goodwill of \$28.0 million representing expected synergies and acquired skilled workforce. None of this goodwill is deductible for tax purposes.

## 7. Intangible Assets and Goodwill

### *Intangible Assets, Net*

Acquired intangible assets, net consisted of the following as of October 31, 2025 (dollars in thousands):

	Intangible Assets, Gross	Accumulated Amortization	Intangible Assets, Net	Weighted-Average Remaining Useful Life (years)
Developed technology	\$ 36,709	\$ (26,225)	\$ 10,484	3.2
Customer relationships	20,373	(10,264)	10,109	2.5
Trade names and trademarks	803	(379)	424	2.4
Other intangibles	1,231	(665)	566	5.9
<b>Total</b>	<b>\$ 59,116</b>	<b>\$ (37,533)</b>	<b>\$ 21,583</b>	

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

Acquired intangible assets, net consisted of the following as of January 31, 2025 (dollars in thousands):

	Intangible Assets, Gross	Accumulated Amortization	Intangible Assets, Net	Weighted-Average Remaining Useful Life (years)
Developed technology	\$ 28,130	\$ (21,416)	\$ 6,714	2.2
Customer relationships	8,183	(7,648)	535	0.5
Trade names and trademarks	271	(271)	—	0.0
Other intangibles	1,231	(575)	656	6.4
Total	\$ 37,815	\$ (29,910)	\$ 7,905	

We record amortization expense associated with acquired developed technology in cost of licenses revenue and cost of subscription services revenue, trade names and trademarks in sales and marketing expense, customer relationships in sales and marketing expense, and other intangibles in general and administrative expense in the condensed consolidated statements of operations. Amortization of acquired intangible assets was \$2.3 million and \$1.7 million for the three months ended October 31, 2025 and 2024, respectively, and \$5.9 million and \$5.5 million for the nine months ended October 31, 2025 and 2024, respectively.

Expected future amortization expense related to intangible assets was as follows as of October 31, 2025 (in thousands):

	Amount
Remainder of year ending January 31, 2026	\$ 2,353
Year ending January 31,	
2027	8,029
2028	6,795
2029	2,585
2030	1,404
Thereafter	417
Total	\$ 21,583

### Goodwill

Changes in the carrying amount of goodwill during the nine months ended October 31, 2025 were as follows (in thousands):

	Carrying Amount
Balance as of January 31, 2025	\$ 87,304
Acquisition of Peak	27,964
Effect of foreign currency translation	5,357
Balance as of October 31, 2025	\$ 120,625

## 8. Operating Leases

Our operating leases consist of real estate and vehicles and have remaining lease terms of one year to 12 years. For purposes of calculating operating lease liabilities, lease terms are deemed to include options to extend the lease when it is reasonably certain that we will exercise those options. Our operating lease arrangements do not contain any material restrictive covenants or residual value guarantees.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

Lease costs are presented below (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2025	2024	2025	2024
Operating lease cost	\$ 4,213	\$ 4,200	\$ 12,904	\$ 11,762
Short-term lease cost	709	952	2,065	3,099
Variable lease cost	999	542	2,648	1,476
Total	\$ 5,921	\$ 5,694	\$ 17,617	\$ 16,337

The following table represents the weighted-average remaining lease term and discount rate as of the periods presented:

	As of	
	October 31, 2025	January 31, 2025
Weighted-average remaining lease term (years)	9.9	10.1
Weighted-average discount rate	7.2 %	7.2 %

Future undiscounted lease payments for our operating lease liabilities as of October 31, 2025 were as follows (in thousands):

	Amount
Remainder of year ending January 31, 2026	\$ 3,339
Year ending January 31, 2027	16,278
2028	14,687
2029	10,934
2030	9,742
Thereafter	57,368
Total operating lease payments	112,348
Less: imputed interest	(30,339)
Total operating lease liabilities	\$ 82,009

As of October 31, 2025, we had non-cancellable commitments in the amount of \$13.0 million related to operating leases of real estate facilities that have not yet commenced.

Current operating lease liabilities of \$10.0 million and \$3.6 million were included in accrued expenses and other current liabilities on our condensed consolidated balance sheets as of October 31, 2025 and January 31, 2025, respectively.

Supplemental cash flow information related to leases for the three and nine months ended October 31, 2025 and 2024 was as follows (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2025	2024	2025	2024
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 4,728	\$ 1,725	\$ 12,769	\$ 9,043
Operating lease ROU assets obtained in exchange for new operating lease liabilities	\$ 2,210	\$ 1,014	\$ 5,204	\$ 20,806

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

## 9. Condensed Consolidated Balance Sheet Components

### Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in thousands):

	As of	
	October 31, 2025	January 31, 2025
Prepaid expenses and service credits	\$ 54,957	\$ 65,334
Other current assets	57,171	20,942
Prepaid expenses and other current assets	\$ 112,128	\$ 86,276

### Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	As of	
	October 31, 2025	January 31, 2025
Computers and equipment	\$ 24,723	\$ 23,677
Leasehold improvements	51,043	31,402
Furniture and fixtures	9,028	7,124
Construction in progress	3,253	9,562
Other	652	635
Property and equipment, gross	88,699	72,400
Less: accumulated depreciation	(44,095)	(39,660)
Property and equipment, net	\$ 44,604	\$ 32,740

Depreciation expense for the three months ended October 31, 2025 and 2024 was \$1.5 million and \$2.1 million, respectively. Depreciation expense for the nine months ended October 31, 2025 and 2024 was \$3.9 million and \$6.7 million, respectively.

### Other Assets, Non-Current

As of October 31, 2025 and January 31, 2025, other assets, non-current included \$27.1 million and \$24.4 million, respectively, related to equity investments in private companies without readily determinable fair values. As a measurement alternative, these investments are reported at cost and are assessed periodically to determine whether their carrying value must be adjusted for observable changes in price or indicators of impairment.

As of October 31, 2025 and January 31, 2025, other assets, non-current also included \$13.7 million and \$11.9 million, respectively, related to private-company convertible bonds, which are carried at fair value. Refer to [Note 5, Fair Value Measurement](#) for further information.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

**Accrued Expenses and Other Current Liabilities**

Accrued expenses and other current liabilities consisted of the following (in thousands):

	As of	
	October 31, 2025	January 31, 2025
Accrued expenses	\$ 40,838	\$ 16,005
Accrued legal, accounting, and tax	5,348	3,805
Withholding tax from employee equity transactions	4,756	4,699
Employee stock purchase plan withholdings	6,742	3,335
Payroll taxes and other benefits payable	8,571	8,258
Income taxes payable	9,403	1,632
Value-added taxes payable	9,595	3,640
Operating lease liabilities, current	9,993	3,587
Deferred consideration for business acquisition	8,000	—
Contingent consideration for business acquisition	1,610	—
Accrued partner incentives	13,090	13,314
Cloud infrastructure liabilities	13,128	6,685
Other	20,797	18,963
Accrued expenses and other current liabilities	\$ 151,871	\$ 83,923

**10. Commitments and Contingencies****Letters of Credit**

We had a total of \$2.9 million and \$2.6 million in letters of credit outstanding in favor of certain landlords for office space as of October 31, 2025 and January 31, 2025, respectively. These letters of credit renew annually and expire on various dates through fiscal year 2027.

**Indemnification**

In the ordinary course of business, we may provide indemnification of varying scope and terms to customers, vendors, directors, and officers with respect to certain matters, including, but not limited to, losses arising out of our breach of such agreements, services to be provided by us, or from intellectual property infringement claims made by third parties.

These indemnification provisions may survive termination of the underlying agreement and the potential amount of future payments we could be required to make under these indemnification provisions may not be subject to maximum loss clauses. The maximum potential amount of future payments we could be required to make under these indemnification provisions is indeterminable. As of October 31, 2025 and January 31, 2025, we have not accrued a liability for these indemnification arrangements because the likelihood of incurring a payment obligation, if any, in connection with these indemnification arrangements is remote.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

**Workforce Restructuring**

On July 8, 2024, our board of directors approved restructuring actions (the "Fiscal Year 2025 Workforce Restructuring") to reshape the organization by streamlining our structure, particularly in operational and corporate functions, to better prioritize our go-to-market investments and focus our research and development investments on AI and driving innovation across our platform. The Fiscal Year 2025 Workforce Restructuring was completed during the three months ended July 31, 2025.

The following table presents amounts incurred for restructuring-related costs during the nine months ended October 31, 2025, and the remaining liability, which is recorded in accrued compensation and employee benefits in the condensed consolidated balance sheets, as of October 31, 2025 (in thousands):

	<b>Employee Termination Benefits</b>
Accrued restructuring costs as of January 31, 2025	\$ 9,778
Restructuring costs incurred during the nine months ended October 31, 2025	4,407
Amount paid during the nine months ended October 31, 2025	(13,616)
Accrued restructuring costs as of October 31, 2025	<u>\$ 569</u>

The following table presents restructuring charges (credits), consisting primarily of employee termination benefits, recognized during the nine months ended October 31, 2025 by financial statement line item (in thousands):

	<b>Employee Termination Benefits</b>
Cost of subscription services revenue	\$ 585
Cost of professional services and other revenue	18
Sales and marketing	2,524
Research and development	(52)
General and administrative	1,332
Total	<u>\$ 4,407</u>

**Defined Contribution Plans**

We sponsor retirement plans for qualifying employees, including a 401(k) plan in the U.S. and defined contribution plans in certain other countries, to which we make matching contributions. Our total matching contributions to all defined contribution plans were \$3.1 million and \$3.5 million for the three months ended October 31, 2025 and 2024, respectively, and \$12.3 million and \$13.7 million for the nine months ended October 31, 2025 and 2024, respectively.

**Litigation**

From time to time, we may be involved in lawsuits, claims, investigations, and proceedings, consisting of intellectual property, commercial, employment, and other matters which arise in the ordinary course of business. In accordance with ASC 450, *Contingencies*, we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

UiPath and certain of its officers and directors are currently parties to the following litigation matters:

**2023 Securities Action**

On September 6, 2023, a putative class action lawsuit was initiated in the United States District Court for the Southern District of New York against UiPath, then Co-Chief Executive Officer ("Co-CEO") Daniel Dines, and Chief Financial Officer ("CFO") Ashim Gupta (the "2023 Securities Action"). The complaint, captioned *In re UiPath, Inc. Securities Litigation*, has been amended multiple times. The substance of the allegations is that, in 2021 and 2022, defendants made material misstatements and omissions, including regarding UiPath's competitive position and its financial results, in violation of Sections 11 and 15 of the Securities Act and Section 10(b), Rule 10b-5, and Section 20(a) of the Exchange Act. The lawsuit is purportedly brought on behalf of a putative class of persons who

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

purchased or otherwise acquired UiPath common stock between April 21, 2021 and September 27, 2022 and seeks unspecified monetary damages, costs and attorneys' fees, and other unspecified relief as the Court deems appropriate. On April 23, 2024, the defendants moved to dismiss the 2023 Securities Action, and on November 4, 2024, the Court dismissed all claims under the Securities Act, but allowed the case to proceed with respect to two statements relating to competition that the plaintiffs allege violated the Exchange Act. On June 9, 2025, the plaintiff filed a third amended complaint to include two additional statements made by defendants during the same 2021 and 2022 period, which plaintiff alleges were materially misleading. On June 26, 2025, the defendants moved to dismiss the third amended complaint in its entirety, and on October 2, 2025, the court granted the defendants' motion to dismiss. On October 20, 2025, the plaintiff filed a Notice of Appeal regarding the dismissal.

Starting on November 30, 2023, five purported shareholder derivative lawsuits were filed in various courts against UiPath, as a nominal defendant, and then Co-CEO Daniel Dines, CFO Ashim Gupta, and several of UiPath's current and former directors, alleging that the individual defendants breached their fiduciary duties and committed other alleged misconduct in connection with the statements at issue in the 2023 Securities Action and by causing UiPath to repurchase shares at allegedly inflated prices. As of February 5, 2025, all of these derivative lawsuits were voluntarily dismissed without prejudice. On July 18, 2025, a new shareholder derivative lawsuit was filed in the District of Delaware against the same defendants alleging substantially similar claims. This case is captioned *Rudolph v. Dines et al.* ("Rudolph"). On November 19, 2025, the defendants moved to dismiss the Rudolph case in its entirety.

On June 20, 2024, a putative class action lawsuit was commenced in the United States District Court for the Southern District of New York against UiPath and select executives asserting claims under Sections 10(b) and 20(a) of the Exchange Act on behalf of a putative class of persons who purchased or acquired UiPath common stock, and purchasers of UiPath call options and sellers of put options, between December 1, 2023 and May 29, 2024 (the "2024 Securities Action"). Plaintiffs alleged that the defendants made material misstatements and omissions, including regarding UiPath's AI-powered Business Automation Platform and UiPath's strategy for, the success of, and customer demand for the platform, and sought unspecified monetary damages, costs and attorneys' fees, and other unspecified relief. On January 21, 2025, defendants moved to dismiss the amended complaint and on July 23, 2025, the Court granted the motion and dismissed the amended complaint in its entirety. On September 12, 2025, the plaintiffs filed a second amended complaint alleging that former CEO Robert Enslin and CFO Ashim Gupta made material misstatements and omissions during the earnings calls and in company disclosures during a class period of December 1, 2023 to May 29, 2024 in violation of Section 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder. On October 27, 2025, defendants moved to dismiss the second amended complaint in its entirety.

The two purported shareholder derivative lawsuits related to the 2024 Securities Action, filed in the United States District Court for the Southern District of New York on July 8, 2024 and April 27, 2025, respectively, remain stayed pending further resolution of the 2024 Securities Action.

We have not recorded any accrual related to the aforementioned litigation matters as of October 31, 2025, as we believe a loss in these matters is neither probable nor estimable at this time.

#### **Warranty**

We warrant to customers that our platform will operate substantially in accordance with its specifications. Historically, no significant costs have been incurred related to product warranties. Based on such historical experience, the probability of incurring such costs in the future is deemed remote. As such, no accruals for product warranty costs have been made.

#### **Other Matters**

Our indirect tax positions are subject to audit in multiple jurisdictions globally.

Notably, our Romanian subsidiary was subjected to audits by the Agenția Națională de Administrare Fiscală ("ANAF") for value-added tax and corporate income tax for the periods from January 2020 through January 2022 and January 2018 through January 2022, respectively, which were completed during the first quarter of fiscal year 2025. With regard to the value-added tax audit, an assessment of \$14.3 million has been issued. While we paid this assessment during fiscal year 2025, we disagree with the assessment and are in the process of appealing through

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

litigation. The amount of the payment is included in other assets, non-current on our condensed consolidated balance sheets as of October 31, 2025 and January 31, 2025. We have not recorded any estimated liability related to this litigation as of October 31, 2025, as we believe it is not probable that a material loss has been incurred.

Additionally, our Romanian subsidiary was selected for value-added tax audit for the period from February 2022 through April 2024. The audit for the period from March 2024 through April 2024 has been finalized with \$0.2 million to be refunded to us. The audit for the period from February 2022 through February 2024 is currently suspended until the appeal of the aforementioned prior period assessment is resolved in court. While the audit is ongoing and no official assessment has been issued, we estimate a possible loss of approximately \$13.0 million. We have not recorded any estimated liability related to this audit as of October 31, 2025, as we believe it is not probable that a material loss has been incurred.

Our Indian subsidiary is currently subject to goods and services tax ("GST") inspection for the period from April 2021 through March 2024. A preliminary inquiry for certain transactions with a GST amount of \$45.6 million has been raised. We have responded to all requests from the tax authority. The inspection for the period from April 2018 through March 2021 has been dropped as the statute of limitation has lapsed. We have not recorded any estimated tax liability related to this audit as of October 31, 2025, as we believe it is not probable that a material loss has been incurred.

Additionally, our Indian subsidiary has an open advance pricing agreement request with the Indian taxing authorities. Although no formal assessment has been issued as of October 31, 2025, based on several discussions with the tax authorities, we recognized a reserve during the three months ended October 31, 2025 to reflect the exposure arising from the difference between the mark-ups currently applied and those expected to be proposed by the tax authorities. The resulting tax and interest impact of \$7.5 million is included in the computation of benefit from income taxes for the period.

Further, we are currently subject to various other audits, including sales and use tax audit of our U.S. entity in New York State for the periods from March 2019 through February 2022 and December 2022 through May 2025, audit related to payroll withholding tax, vendor fees, and foreign payments for our Japan entity for the period from January 2021 through June 2025, and value-added tax audit of our Germany entity for 2021 and 2022. We have not recorded any estimated tax liabilities related to these audits as of October 31, 2025, as we believe it is not probable that a material loss has been incurred.

For additional information regarding corporate income tax audits, refer to [Note 13, Income Taxes](#).

#### **Non-Cancelable Purchase Obligations**

In the normal course of business, we enter into non-cancelable purchase commitments with various parties, mainly for hosting services, software products and services, and purchase of credits toward products and services from strategic alliance partners.

As of October 31, 2025, we had outstanding non-cancelable purchase obligations with a term of 12 months or longer as follows (in thousands):

	<b>Amount</b>
Remainder of year ending January 31, 2026	\$ 64,520
Year ending January 31,	
2027	138,456
2028	97,607
2029	32,812
2030	147
Thereafter	—
Total	\$ 333,542

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

## 11. Stockholders' Equity

### **Stock Repurchase Program**

On September 1, 2023, our board of directors authorized a stock repurchase program which authorized the repurchase from time to time of up to \$500.0 million of our outstanding shares of Class A common stock. This authorization was scheduled to expire on March 1, 2025. On August 30, 2024, our board of directors authorized the repurchase of an additional \$500.0 million of our Class A common stock. The current authorization may be suspended or discontinued at any time and does not have a specified expiration date. Repurchases under the program may be effected through open market purchases, privately-negotiated transactions, or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. The timing and actual number of shares repurchased will depend on a variety of factors, including price, general business and market conditions, and alternate uses of capital.

We repurchased 30.2 million and 31.0 million shares of our Class A common stock at an average price of \$10.87 and \$12.29 per share (inclusive of brokerage commission) during the nine months ended October 31, 2025 and 2024, respectively.

For the nine months ended October 31, 2025 and 2024, we accrued \$1.9 million and \$3.0 million, respectively, of related excise tax pursuant to the Inflation Reduction Act of 2022, which is included in the cost of treasury stock on our condensed consolidated balance sheets.

### **Charitable Donations of Class A Common Stock**

We have reserved 2.8 million shares of our Class A common stock to fund our social impact and environmental, social, and governance initiatives. We contributed 0.3 million shares of our Class A common stock during each of the nine-month periods ended October 31, 2025 and 2024 to a donor-advised fund in connection with our Pledge 1% commitment. The aggregate fair values of the shares on the respective contribution dates of \$4.2 million and \$6.6 million were recorded within general and administrative expense in the condensed consolidated statements of operations for the nine months ended October 31, 2025 and 2024, respectively.

### **Conversion of Class B Common Stock to Class A Common Stock**

During the nine months ended October 31, 2025, 8.1 million shares of Class B common stock beneficially owned by CEO Daniel Dines were converted into Class A common stock in connection with a previously disclosed Rule 10b5-1 trading plan. All remaining outstanding shares of Class B common stock continue to be beneficially owned by Mr. Dines.

### **Accumulated Other Comprehensive Income**

For the nine months ended October 31, 2025 and 2024, changes in the components of accumulated other comprehensive income (loss) were as follows (in thousands):

	Foreign Currency Translation Adjustments	Unrealized (Loss) Gain on Marketable Securities	Accumulated Other Comprehensive (Loss) Income
Balance as of January 31, 2025	\$ (4,518)	\$ (372)	\$ (4,890)
Other comprehensive income, net of tax	32,007	573	32,580
Balance as of October 31, 2025	\$ 27,489	\$ 201	\$ 27,690

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

	Foreign Currency Translation Adjustments	Unrealized Loss on Marketable Securities	Accumulated Other Comprehensive Income
Balance as of January 31, 2024	\$ 8,925	\$ (100)	\$ 8,825
Other comprehensive income (loss), net of tax	441	(342)	99
Balance as of October 31, 2024	\$ 9,366	\$ (442)	\$ 8,924

## 12. Equity Incentive Plans and Stock-Based Compensation

### 2021 Stock Plan

In April 2021, prior to and in connection with our initial public offering ("IPO"), we adopted our 2021 Equity Incentive Plan (the "2021 Plan"), which provides for grants of incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock awards ("RSAs"), restricted stock units ("RSUs"), performance stock units ("PSUs"), and other forms of awards. As of October 31, 2025, we have reserved 229.8 million shares of our Class A common stock to be issued under the 2021 Plan. The number of shares of our Class A common stock reserved for issuance under the 2021 Plan will automatically increase on February 1 of each year for a period of ten years, which began on February 1, 2022 and continues through February 1, 2031, in an amount equal to (1) 5% of the total number of shares of our common stock (both Class A and Class B) outstanding on the preceding January 31, or (2) a lesser number of shares determined by our board of directors no later than the February 1 increase.

### 2021 Employee Stock Purchase Plan

In April 2021, prior to and in connection with the IPO, we adopted our 2021 Employee Stock Purchase Plan (the "ESPP"). As of October 31, 2025, the ESPP authorizes the issuance of 32.7 million shares of our Class A common stock under purchase rights granted to our employees. The number of shares of our Class A common stock reserved for issuance will automatically increase on February 1 of each year for a period of ten years, which began on February 1, 2022 and continues through February 1, 2031, by the lesser of (1) 1% of the total number of shares of our common stock (both Class A and Class B) outstanding on the preceding January 31; and (2) 15.5 million shares, except that before the date of any such increase, our board of directors may determine that such increase will be less than the amount set forth by (1) and (2) above. The ESPP allows participants to purchase shares at the lesser of (a) 85% of the fair market value of our Class A common stock as of the commencement of the offering period, and (b) 85% of the fair market value of our Class A common stock on the corresponding purchase date.

### Stock Options

Stock option activity during the nine months ended October 31, 2025 was as follows:

	Stock Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding as of January 31, 2025	7,935	\$ 0.60	7.5	\$ 108,138
Granted	2,814	\$ 0.10		
Exercised	(3,115)	\$ 0.31		
Forfeited	(341)	\$ 0.10		
Outstanding as of October 31, 2025	7,293	\$ 0.55	7.7	\$ 111,681
Vested and exercisable as of October 31, 2025	2,394	\$ 1.46	5.5	\$ 34,477

The weighted-average grant date fair value of stock options granted during the nine months ended October 31, 2025 was \$10.63 per share. The intrinsic value of stock options exercised during the nine months ended October 31, 2025 was \$38.6 million.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

Unrecognized compensation expense associated with unvested stock options granted and outstanding as of October 31, 2025 was approximately \$60.4 million, which is expected to be recognized over a weighted-average remaining period of 2.0 years.

**Restricted Stock Units**

RSU activity during the nine months ended October 31, 2025 was as follows:

	RSUs (in thousands)	Weighted-Average Grant Date Fair Value Per Share
Unvested as of January 31, 2025	22,449	\$ 17.81
Granted	15,740	\$ 11.12
Vested	(10,533)	\$ 17.21
Forfeited	(4,774)	\$ 16.05
Unvested as of October 31, 2025	22,882	\$ 13.85

The intrinsic value of RSUs released during the nine months ended October 31, 2025 was \$129.0 million.

As of October 31, 2025, total unrecognized compensation expense related to unvested RSUs was approximately \$293.4 million, which is expected to be recognized over a weighted-average remaining period of 2.2 years.

**Performance Stock Units**

During the nine months ended October 31, 2025, we granted 0.7 million PSUs subject to performance conditions related to the achievement of certain Company targets for fiscal year 2026, with a potential payout ranging from 0% to 150% of the base number of PSUs awarded (with some PSUs having a maximum payout of 150% and others having a maximum payout of 125%). To the extent that they are earned, these PSUs will vest over three years from the grant date.

As of October 31, 2025, total unrecognized compensation expense related to unvested PSUs expected to vest was approximately \$6.2 million, which is expected to be recognized over a weighted-average remaining period of 2.4 years.

**Employee Stock Purchase Plan Awards**

During the nine months ended October 31, 2025, 0.8 million shares were purchased under the ESPP at \$11.24 per share. As of October 31, 2025, total unrecognized compensation expense related to the ESPP was approximately \$0.6 million, which is expected to be recognized over a weighted-average remaining period of 0.1 years.

**Stock-Based Compensation Expense**

Stock-based compensation expense is classified in the condensed consolidated statements of operations as follows (in thousands):

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2025	2024	2025	2024
Cost of subscription services revenue	\$ 3,317	\$ 5,041	\$ 10,873	\$ 14,601
Cost of professional services and other revenue	2,359	2,953	7,445	8,438
Sales and marketing	21,589	32,688	68,577	106,377
Research and development	32,249	34,211	102,931	96,007
General and administrative	11,961	12,595	36,016	45,097
Total	\$ 71,475	\$ 87,488	\$ 225,842	\$ 270,520

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

### 13. Income Taxes

Our tax provision for interim periods is determined using an estimated annual effective tax rate, adjusted for discrete items arising in the applicable quarter. In each quarter, we update the estimated annual effective tax rate and make a year-to-date adjustment to the provision. The estimated annual effective tax rate may change due to several factors, including the relative amount of income we earn in various jurisdictions and certain book-tax differences.

For the three and nine months ended October 31, 2025, we had a benefit from income taxes of \$174.2 million and \$169.7 million, respectively. Our effective tax rate for these periods differed from the U.S. federal statutory rate primarily as a result of change in U.S. valuation allowance (as discussed below) and due to tax rate differences between the U.S. and foreign countries.

For the three and nine months ended October 31, 2024, we had a benefit from income taxes of \$14.8 million and \$7.2 million, respectively. Our effective tax rate for these periods differed from the U.S. federal statutory rate primarily as a result of change in U.K. valuation allowance and due to tax rate differences between the U.S. and foreign countries.

The realization of tax benefits of net deferred tax assets ("DTAs") is dependent upon future levels of taxable income of an appropriate character in the periods the items are expected to be deductible or taxable. As of October 31, 2025, based on the available positive and negative evidence, including the amount of taxable income in the U.S. in recent years and our expectation of future profits in the U.S., we believe it is more likely than not that our U.S. federal DTA is realizable. Therefore, during the three and nine months ended October 31, 2025, we released \$175.1 million of the valuation allowance associated with the U.S. federal DTA and \$9.3 million of the valuation allowance associated with the New York State and New York City DTAs. We continue to maintain a full valuation allowance against our Romania DTAs and other U.S. state DTAs as of October 31, 2025 because we believe it is more likely than not that these DTAs will not be realized. We intend to maintain each of these full valuation allowances until sufficient positive evidence exists to support a reversal of, or decrease in, each of the respective valuation allowances.

As of October 31, 2025, we had a reserve for gross unrecognized tax benefits totaling \$9.1 million related to income taxes, which would impact the effective tax rate if recognized. Of this amount, \$5.4 million pertains to uncertain tax positions, and the remainder relates to interest and penalties, which are accounted for as a component of our income tax provision.

Our tax positions are subject to income tax audits in multiple tax jurisdictions globally. Our estimates of the potential outcome of any uncertain tax position are subject to management's assessment of the relevant risks, facts, and circumstances existing at that time. We believe that we have provided adequate reserves for our income tax uncertainties in all open tax years. However, our future results may include adjustments to estimates in the period the audits are settled, which may impact our effective tax rate.

Our Indian subsidiary is currently appealing the corporate income tax assessment of \$2.1 million for the audit period of April 2019 through March 2021. It also has an open corporate income tax audit for the period from April 2022 through March 2024. Our Romanian subsidiary is currently appealing the corporate income tax audit decision for the period from January 2018 through January 2022. In addition, we have engaged in two bilateral transfer pricing negotiations for our transfer pricing model, one between the U.S. and Romania, and one between Japan and Romania. The U.S.-Romania negotiation is in its final stage, and we anticipate that an agreement will be reached in the next three months. During the nine months ended October 31, 2025, we recorded a \$3.1 million decrease to the U.S. DTA and the corresponding valuation allowance, representing the unrecognized tax benefit related to the U.S.-Romania bilateral advance agreement. Further, during the nine months ended October 31, 2025 we also recorded a \$5.5 million increase in the Romania DTA and the corresponding valuation allowance. The Japan-Romania negotiation is currently ongoing, and the ultimate outcome remains uncertain.

On December 20, 2021, the Organization for Economic Co-operation and Development ("OECD") published the Pillar Two Model Rules defining the global minimum tax for multinational enterprises with an annual revenue above €750.0 million. The OECD has since issued administrative guidance providing transition and safe harbor rules around the implementation of the Pillar Two global minimum tax. Based on the current Pillar Two rules, we anticipate a qualified domestic minimum top-up tax ("QDMTT") of \$1.0 million in Romania for the current fiscal year.

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

The impact of the QDMTT was included when calculating the estimated annual effective tax rate for the current year. In June 2025, the G7 countries reached an understanding that U.S.-based parent groups would be excluded from the income inclusion rules and undertaxed profit rule under the OECD Pillar Two framework. The G7 understanding has not been implemented in the OECD framework or in local legislation. We are currently assessing the impact of the G7 understanding but do not expect a significant impact on our effective tax rate in the current year.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was signed into law, resulting in significant changes to the U.S. federal income tax code, including restoring the 100% bonus depreciation deduction for qualified property, allowing the immediate expensing of domestic research and experimental expenditures, and causing various changes to other domestic and international tax provisions. ASC 740, *Income Taxes*, requires that the effects of changes in tax rates and laws to be recognized in the period in which the legislation is enacted. We have included the impact of OBBBA when calculating the estimated annual effective tax rate for the current year, and the legislation does not have a significant impact on our consolidated tax position.

#### 14. Net Income (Loss) Per Share

The following table sets forth the computation of basic and diluted net income (loss) per share for the periods presented (in thousands except per share amounts):

	Three Months Ended October 31,			
	2025		2024	
	Class A	Class B	Class A	Class B
<b>Numerator:</b>				
Net income (loss)	\$ 170,633	\$ 28,206	\$ (9,061)	\$ (1,594)
<b>Denominator:</b>				
Weighted-average shares used in computing net income (loss) per share, basic	456,752	75,503	468,583	82,453
Dilutive potential common shares from outstanding equity awards	6,763	—	—	—
Weighted-average shares used in computing net income (loss) per share, diluted	463,515	75,503	468,583	82,453
Net income (loss) per share, basic	\$ 0.37	\$ 0.37	\$ (0.02)	\$ (0.02)
Net income (loss) per share, diluted	\$ 0.37	\$ 0.37	\$ (0.02)	\$ (0.02)
	Nine Months Ended October 31,			
	2025		2024	
	Class A	Class B	Class A	Class B
<b>Numerator:</b>				
Net income (loss)	\$ 152,277	\$ 25,591	\$ (107,108)	\$ (18,380)
<b>Denominator:</b>				
Weighted-average shares used in computing net income (loss) per share, basic	461,326	77,528	480,497	82,453
Dilutive potential common shares from outstanding equity awards	5,864	—	—	—
Weighted-average shares used in computing net income (loss) per share, diluted	467,190	77,528	480,497	82,453
Net income (loss) per share, basic	\$ 0.33	\$ 0.33	\$ (0.22)	\$ (0.22)
Net income (loss) per share, diluted	\$ 0.33	\$ 0.33	\$ (0.22)	\$ (0.22)

Anti-dilutive common stock equivalents excluded from the computation of diluted net income (loss) per share were as follows (in thousands):

**UiPath, Inc.**  
**Notes to Condensed Consolidated Financial Statements (Continued)**  
*(unaudited)*

	Three Months Ended October 31,			
	2025		2024	
	Class A	Class B	Class A	Class B
Unvested RSUs	7,721	—	29,231	—
Outstanding stock options	1,288	—	9,995	—
Shares issuable under ESPP	—	—	825	—
Returnable shares issued in connection with business acquisition	—	—	136	—
Shares subject to repurchase from RSAs and early exercised stock options	—	—	3	—
Total	9,009	—	40,190	—

  

	Nine Months Ended October 31,			
	2025		2024	
	Class A	Class B	Class A	Class B
Unvested RSUs	11,213	—	31,640	—
Outstanding stock options	2,244	—	10,505	—
Shares issuable under ESPP	140	—	783	—
Returnable shares issued in connection with business acquisition	—	—	226	—
Shares subject to repurchase from RSAs and early exercised stock options	—	—	16	—
Total	13,597	—	43,170	—

## 15. Related Party Transactions

We have at times made use of an aircraft which is owned by Daniel Dines, our CEO, through a special purpose limited liability company and which is operated by a third-party aircraft management company. Mr. Dines, through the special purpose limited liability company, bears all associated operating, personnel, and maintenance costs. For the nine months ended October 31, 2025 and 2024, we incurred expenses of \$1.3 million and none, respectively, in connection with our business use of the aircraft.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and the related notes and the discussion under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" for the fiscal year ended January 31, 2025 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 24, 2025 (the "2025 Form 10-K"). This discussion, particularly information with respect to our future results of operations or financial condition, business strategy, and plans and objectives of management for future operations, includes forward-looking statements that involve risks and uncertainties as described under the heading "[Special Note Regarding Forward-Looking Statements](#)" in this Quarterly Report on Form 10-Q. You should review the disclosure under Part I, Item 1A, "Risk Factors," in the 2025 Form 10-K for discussion of important factors that could cause our actual results to differ materially from those anticipated in these forward-looking statements.*

### Overview

First established in an apartment in Bucharest, Romania in 2005, UiPath was incorporated in Delaware in 2015 as a company principally focused on building and managing automations, starting with computer vision technology and user interface automation in our initial robotic process automation ("RPA") offering, which remains the foundation of our platform today. Over the course of the past several years, we have followed a strategy of leveraging advances in AI to broaden our automation capabilities and have expanded, through both internal product development and strategic acquisitions, from RPA as a tool to automation as a platform.

The UiPath Platform is designed to unify AI agents, robots, and people on a single intelligent system. With open and secure orchestration at its core, the platform allows customers to create, deploy, and manage these resources with scalability, flexibility, and compliance, enabling them to safely and confidently scale agentic automation and transform complex business processes.

### Business Highlights for the Three and Nine Months Ended October 31, 2025:

- Quarter-to-date revenue of \$411.1 million increased 16% year-over-year.
- Year-to-date revenue of \$1,129.5 million increased 12% year-over-year.
- Annualized renewal run-rate ("ARR") at October 31, 2025 of \$1,782.4 million increased 11% year-over-year.
- Gross margin was 83% for the three and nine months ended October 31, 2025, compared to 82% for the three and nine months ended October 31, 2024.
- Cash flow from operations was \$188.9 million for the nine months ended October 31, 2025, compared to \$174.5 million for the nine months ended October 31, 2024.
- Cash and cash equivalents, restricted cash, and marketable securities were \$1,520.2 million as of October 31, 2025, compared to \$1,724.1 million as of January 31, 2025.

### Macroeconomic Environment

As a corporation with a global presence, we are subject to risks and uncertainties caused by significant events with macroeconomic impacts, including, but not limited to, the impact of changes in geopolitical relationships, fluctuating inflation and interest rates, monetary and trade policy changes, government efficiency initiatives, and foreign currency fluctuations. Additionally, these macroeconomic impacts have generally disrupted the operations of our customers, prospective customers, and partners.

Internationally, we price our platform in currencies that may not be the functional currency. Accordingly, the heightened volatility of global markets has exposed us and will continue to expose us to foreign currency fluctuations, which may impact demand for our platform, our near-term results, the comparability of results to prior periods, and our ability to predict future results.

Further, cash, cash equivalents, and marketable securities represent a significant portion of our total assets, and the return on our cash, cash equivalents, and marketable securities is sensitive to changes in interest rates. Volatility in the interest rate environment may impact the amount of interest and other income reported on our

condensed consolidated statements of operations, the comparability of these amounts to prior periods, and our ability to predict future profitability.

We continuously monitor the direct and indirect impacts of these circumstances on our business and financial results, as well as the overall global economy and geopolitical landscape.

### **Fiscal Year 2025 Workforce Restructuring**

On July 8, 2024, our board of directors approved the Fiscal Year 2025 Workforce Restructuring to reshape the organization by streamlining our structure, particularly in operational and corporate functions, to better prioritize our go-to-market investments and focus our research and development investments on AI and driving innovation across our platform. The Fiscal Year 2025 Workforce Restructuring was completed during the three months ended July 31, 2025. Refer to [Note 10, Commitments and Contingencies—Workforce Restructuring](#) included in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information.

### **Key Performance Metric**

We monitor annualized renewal run-rate ("ARR") to help us measure and evaluate the effectiveness of our operations.

ARR is the key performance metric we use in managing our business because it illustrates our ability to acquire new subscription customers and to maintain and expand our relationships with existing subscription customers. We define ARR as annualized invoiced amounts per solution SKU from subscription licenses and maintenance and support obligations assuming no increases or reductions in customers' subscriptions. ARR does not include the costs we may incur to obtain such subscription licenses or provide such maintenance and support. ARR also does not reflect nonrecurring rebates payable to partners (upon establishing sufficient history of their nonrecurring nature), the impact of nonrecurring incentives (such as one-time discounts provided under sales promotional programs), and any actual or anticipated reductions in invoiced value due to contract non-renewals or service cancellations other than for certain reserves (for example those for credit losses or disputed amounts). At October 31, 2025 and 2024, our ARR was \$1,782.4 million and \$1,606.6 million, respectively, representing a growth rate of 11%. Approximately 28% of this growth rate was due to new customers and 72% of this growth rate was due to existing customers. Our dollar-based net retention rate, which represents the net expansion of ARR from existing customers over the preceding 12 months, was 107% and 113% as of October 31, 2025 and 2024, respectively. We calculate dollar-based net retention rate as of a period end by starting with the ARR from the cohort of all customers as of 12 months prior to such period end ("Prior Period ARR"). We then calculate the ARR from these same customers as of the current period end ("Current Period ARR"). Current Period ARR includes any expansion and is net of contraction or attrition over the last 12 months, but does not include ARR from new customers in the current period. We then divide the total Current Period ARR by the total Prior Period ARR to arrive at the point-in-time dollar-based net retention rate.

Our ARR may fluctuate as a result of a number of factors, including customers' satisfaction or dissatisfaction with our platform, pricing, competitive offerings, economic conditions, overall changes in our customers' spending levels, acquisitions, and our ability to successfully execute on our strategic goals. ARR should be viewed independently of revenue and deferred revenue as ARR is an operating metric and is not intended to be combined with or to replace these items. For clarity, we use annualized invoiced amounts per solution SKU rather than revenue calculated in accordance with U.S. GAAP to calculate our ARR. Our invoiced amounts are not matched to transfer of control of the performance obligations associated with the underlying subscription licenses and maintenance and support obligations. This can result in timing differences between our U.S. GAAP revenue and ARR calculations. Generally speaking, our ARR calculation simply takes our invoiced amounts per solution SKU under a subscription license or maintenance agreement as of the end of an invoiced period and divides that amount by the corresponding term and multiplies by 365 days to derive the annualized renewal value. In contrast, for our revenue calculated in accordance with U.S. GAAP, subscription licenses revenue derived from the sale of term-based licenses hosted on-premises is recognized at the point in time when the customer is able to use and benefit from our software, which is generally upon delivery to the customer or upon the commencement of the renewal term, and maintenance, support, and software-as-a-service ("SaaS") revenue is recognized ratably over the term of the arrangement. ARR is not a forecast of future revenue. Unlike ARR, revenue is impacted by contract start and end dates and duration. The timing of recognition of ARR is determined by contract billing structure, whereas billing structure will neither accelerate nor delay recognition of future revenue. For example, in a multi-year contract invoiced upfront, ARR is the annualized invoiced amount per solution SKU related to the final year of the contract assuming no reserve is applied, whereas revenue is determined by total contract value and timing of satisfaction of the underlying performance obligations. ARR does not include invoiced amounts associated with perpetual licenses

or professional services. Investors should not place undue reliance on ARR as an indicator of our future or expected results. Moreover, our presentation of ARR may differ from similarly titled metrics presented by other companies and may not be comparable to such other metrics.

A summary of ARR-related data at October 31, 2025 and 2024 is as follows:

	At October 31,	
	2025	2024
	<i>(dollars in thousands)</i>	
ARR	\$ 1,782,384	\$ 1,606,561
Incremental ARR <sup>(1)</sup>	175,823	228,409
Customers with ARR ≥ \$1 million:		
Number of customers	333	302
Percent of current period revenue	50 %	49 %
Customers with ARR ≥ \$100 thousand:		
Number of customers	2,506	2,235
Percent of current period revenue	86 %	85 %
Dollar-based net retention rate	107 %	113 %

(1) For the twelve months ended October 31, 2025 and 2024, respectively

## Components of Results of Operations

### Revenue

We derive revenue from the sale of: (1) software licenses for use of our proprietary software and related maintenance and support; (2) the right to access certain software products we host (i.e., SaaS); and (3) professional services.

We have a unified commercial offering for software products with both on-premises and cloud deployment options that allows customers the choice of either deployment option throughout the term of the contract. These Flex Offerings are comprised of three types of performance obligations: term license, maintenance and support, and SaaS.

### Licenses

Our term licenses (typically sold as a portion of Flex Offerings) provide customers the right to use software for a specified period of time. Revenue for licenses is recognized at the point in time at which the customer is able to use and benefit from the software, which is generally upon delivery to the customer or upon commencement of the renewal term. As licenses revenue is recognized at a point in time, any shift in license start dates or duration will have a direct impact on our licenses revenue.

### Subscription Services

We generate subscription services revenue through the provision of: (1) maintenance and support services, which include technical support and unspecified updates and upgrades on a when-and-if-available basis for our licenses, and (2) SaaS products (typically sold as a portion of Flex Offerings). Maintenance and support and SaaS products represent stand-ready obligations for which revenue is recognized ratably over the term of the arrangements.

### Professional Services and Other

Professional services and other revenue consists of fees associated with professional services for process automation, customer education, and training services. Our professional services contracts are structured on a time and materials or fixed price basis, and the related revenue is recognized as the services are rendered.

## **Cost of Revenue**

### *Licenses*

Cost of licenses revenue consists of all direct costs to deliver our licenses to customers, amortization of software development costs related to our licenses, and amortization of acquired developed technology.

### *Subscription Services*

Cost of subscription services revenue primarily consists of personnel-related expenses of our customer support and technical support teams, including salaries and bonuses, stock-based compensation expense, and employee benefit costs. Cost of subscription services revenue also includes third-party consulting services, hosting costs related to our SaaS products, amortization of acquired developed technology and capitalized software development costs related to SaaS products, depreciation, and allocated overhead. Overhead is allocated based on applicable headcount. We recognize these expenses as they are incurred. We expect cost of subscription services revenue to increase in absolute dollars in the longer term, particularly with regard to hosting and cloud infrastructure costs as our SaaS business grows. In the future, we expect further expansion of our cloud-based deployments, and as more of our customer base deploys our products via SaaS, we expect our gross margin to be impacted by these costs.

### *Professional Services and Other*

Cost of professional services and other revenue primarily consists of personnel-related expenses of our professional services team, including salaries and bonuses, stock-based compensation expense, and employee benefit costs. Cost of professional services and other revenue also includes expenses related to subcontracted third-party services, depreciation, and allocated overhead. We recognize these expenses as they are incurred. We expect cost of professional services and other revenue to increase in absolute dollars for the foreseeable future.

## **Operating Expenses**

Our operating expenses consist of sales and marketing, research and development, and general and administrative expenses. Personnel-related expenses are the most significant component of operating expenses and consist of salaries and bonuses, stock-based compensation expense, and employee benefit costs. Operating expenses also include allocated overhead.

### *Sales and Marketing*

Sales and marketing expenses consist primarily of personnel-related expenses associated with our sales and marketing teams and related sales support teams, including salaries and bonuses, stock-based compensation expense, and employee benefit costs. Sales and marketing expenses also include sales and partner commissions, marketing event costs, advertising costs, travel, trade shows, other marketing materials, amortization of acquired customer relationships, and allocated overhead. We expect that over the longer term our sales and marketing expenses will decrease as a percentage of revenue, although this percentage may fluctuate from period to period due to timing and extent of expenses.

### *Research and Development*

Research and development expenses consist primarily of personnel-related expenses, including salaries and bonuses, stock-based compensation expense, and employee benefit costs, for our research and development employees, and allocated overhead. Research and development costs are expensed as incurred, with the exception of certain software development costs which are eligible for capitalization. We expect that our research and development expenses will increase in absolute dollars for the foreseeable future as we continue to invest in efforts to develop new technology and enhance the functionality and capabilities of our existing products and platform infrastructure. Our research and development expenses may fluctuate as a percentage of revenue from period to period due to the timing and extent of expenses.

### *General and Administrative*

General and administrative expenses consist primarily of personnel-related expenses, including salaries and bonuses, stock-based compensation expense, and employee benefit costs, associated with our finance, legal, human resources, compliance, and other administrative teams, as well as accounting and legal professional services fees, other corporate-related expenses, and allocated overhead. We expect that over the longer term our

general and administrative expenses will decrease as a percentage of revenue, although this percentage may fluctuate from period to period due to timing and extent of expenses.

***Interest Income***

Interest income consists of interest earned on our cash and cash equivalents and marketable securities.

***Other (Expense) Income, Net***

Other (expense) income, net primarily consists of foreign exchange gains and losses. Other (expense) income, net also includes accretion of discounts and premiums on marketable securities.

***Benefit From Income Taxes***

Benefit from income taxes consists of U.S. federal and state income taxes and income taxes in foreign jurisdictions in which we conduct business. Our effective tax rate is impacted by tax rates in foreign jurisdictions and the relative amounts of income we earn in those jurisdictions, as well as by non-deductible expenses as permanent differences, and by changes in our valuation allowances. We currently maintain a partial valuation allowance on our U.S. state DTAs and a full valuation allowance on our Romania DTAs, as we have concluded as of October 31, 2025 that it is more likely than not that these DTAs will not be fully realized. However, given our current earnings and anticipated future earnings, we believe that there is a reasonable possibility that sufficient positive evidence may become available to allow us to conclude that a valuation allowance is no longer needed for our U.S. state DTAs within the next 12 months, and for our Romania DTA, or a portion thereof, within the next 24 months, which would result in income tax benefit in the period of the respective release.

## Results of Operations

The following tables set forth selected condensed consolidated statement of operations data and such data as a percentage of total revenue for each of the periods indicated:

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2025	2024	2025	2024
	<i>(in thousands)</i>		<i>(in thousands)</i>	
<b>Revenue:</b>				
Licenses	\$ 150,043	\$ 137,174	\$ 390,490	\$ 389,553
Subscription services	247,573	206,922	703,239	586,726
Professional services and other	13,497	10,557	35,736	29,739
Total revenue	411,113	354,653	1,129,465	1,006,018
<b>Cost of revenue:</b>				
Licenses <sup>(1)</sup>	1,311	2,340	3,779	7,334
Subscription services <sup>(1)(2)(3)(4)</sup>	40,121	43,487	116,818	123,770
Professional services and other <sup>(2)(3)(4)</sup>	27,380	17,936	76,452	51,304
Total cost of revenue	68,812	63,763	197,049	182,408
Gross profit	342,301	290,890	932,416	823,610
<b>Operating expenses:</b>				
Sales and marketing <sup>(1)(2)(3)(4)</sup>	179,186	187,188	505,150	561,657
Research and development <sup>(2)(3)(4)</sup>	96,869	96,976	290,049	281,012
General and administrative <sup>(1)(2)(3)(4)</sup>	53,175	50,090	160,743	177,119
Total operating expenses	329,230	334,254	955,942	1,019,788
Operating income (loss)	13,071	(43,364)	(23,526)	(196,178)
Interest income	11,701	10,055	36,353	37,255
Other (expense) income, net	(180)	7,810	(4,636)	26,199
Income (loss) before income taxes	24,592	(25,499)	8,191	(132,724)
Benefit from income taxes	(174,247)	(14,844)	(169,677)	(7,236)
<b>Net income (loss)</b>	<b>\$ 198,839</b>	<b>\$ (10,655)</b>	<b>\$ 177,868</b>	<b>\$ (125,488)</b>
(1) Includes amortization of acquired intangible assets as follows:				
Cost of licenses revenue	\$ 251	\$ 822	\$ 742	\$ 2,485
Cost of subscription services revenue	923	602	2,529	1,790
Sales and marketing	1,045	307	2,548	1,157
General and administrative	31	39	93	117
Total amortization of acquired intangible assets	\$ 2,250	\$ 1,770	\$ 5,912	\$ 5,549
(2) Includes stock-based compensation expense as follows:				
Cost of subscription services revenue	\$ 3,317	\$ 5,041	\$ 10,873	\$ 14,601
Cost of professional services and other revenue	2,359	2,953	7,445	8,438
Sales and marketing	21,589	32,688	68,577	106,377
Research and development	32,249	34,211	102,931	96,007
General and administrative	11,961	12,595	36,016	45,097
Total stock-based compensation expense	\$ 71,475	\$ 87,488	\$ 225,842	\$ 270,520
(3) Includes employer payroll tax expense related to equity transactions as follows:				
Cost of subscription services revenue	\$ 41	\$ 46	\$ 182	\$ 291
Cost of professional services and other revenue	22	24	83	117
Sales and marketing	289	356	1,140	2,156
Research and development	344	237	1,184	1,155
General and administrative	207	124	474	714
Total employer payroll tax expense related to equity transactions	\$ 903	\$ 787	\$ 3,063	\$ 4,433
(4) Includes restructuring expense as follows:				
Cost of subscription services revenue	\$ —	\$ 7	\$ 585	\$ 325
Cost of professional services and other revenue	—	(21)	18	105
Sales and marketing	—	1,956	2,524	9,927
Research and development	—	187	(52)	1,868
General and administrative	—	911	1,332	3,427
Total restructuring expense	\$ —	\$ 3,040	\$ 4,407	\$ 15,652

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2025	2024	2025	2024
	<i>(as a percentage of revenue)</i>		<i>(as a percentage of revenue)</i>	
<b>Revenue:</b>				
Licenses	37 %	39 %	35 %	39 %
Subscription services	60 %	58 %	62 %	58 %
Professional services and other	3 %	3 %	3 %	3 %
Total revenue	100 %	100 %	100 %	100 %
<b>Cost of revenue:</b>				
Licenses	— %	1 %	— %	1 %
Subscription services	10 %	12 %	10 %	12 %
Professional services and other	7 %	5 %	7 %	5 %
Total cost of revenue	17 %	18 %	17 %	18 %
Gross profit	83 %	82 %	83 %	82 %
<b>Operating expenses:</b>				
Sales and marketing	44 %	53 %	45 %	56 %
Research and development	23 %	27 %	26 %	28 %
General and administrative	13 %	14 %	14 %	18 %
Total operating expenses	80 %	94 %	85 %	102 %
Operating income (loss)	3 %	(12)%	(2)%	(20)%
Interest income	3 %	3 %	3 %	4 %
Other (expense) income, net	— %	2 %	— %	3 %
Income (loss) before income taxes	6 %	(7)%	1 %	(13)%
Benefit from income taxes	(42)%	(4)%	(15)%	(1)%
<b>Net income (loss)</b>	<b>48 %</b>	<b>(3)%</b>	<b>16 %</b>	<b>(12)%</b>

**Comparison of the Three Months Ended October 31, 2025 and 2024**
**Revenue**

	Three Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Licenses	\$ 150,043	\$ 137,174	\$ 12,869	9 %
Subscription services	247,573	206,922	40,651	20 %
Professional services and other	13,497	10,557	2,940	28 %
Total revenue	\$ 411,113	\$ 354,653	\$ 56,460	16 %

Total revenue increased by \$56.5 million, or 16%, for the three months ended October 31, 2025 compared to the three months ended October 31, 2024, primarily due to a \$40.7 million increase in subscription services revenue and a \$12.9 million increase in licenses revenue. Total revenue grew across all geographical regions. Of the growth in total revenue, 14% was attributable to new customers and 86% was attributable to existing customers. Subscription services revenue is recognized ratably over the subscription term; therefore, the increase in subscription services revenue is driven both by sales in prior periods for which we continue to provide maintenance and support and SaaS and by new sales in the current period.

**Cost of Revenue and Gross Margin**

	Three Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Licenses	\$ 1,311	\$ 2,340	\$ (1,029)	(44)%
Subscription services	40,121	43,487	(3,366)	(8)%
Professional services and other	27,380	17,936	9,444	53 %
Total cost of revenue	\$ 68,812	\$ 63,763	\$ 5,049	8 %
Gross margin	83 %	82 %		

Total cost of revenue increased by \$5.0 million, or 8%, for the three months ended October 31, 2025 compared to the three months ended October 31, 2024, driven by a \$9.4 million increase in cost of professional services and other revenue, partially offset by a \$3.4 million decrease in cost of subscription services revenue and a \$1.0 million decrease in cost of licenses revenue. The increase in cost of professional services and other revenue was primarily driven by an \$8.3 million increase in costs associated with the use of third-party subcontractors to deliver professional services to our customers and a \$0.6 million increase in personnel-related expenses. The decrease in cost of subscription services revenue was primarily driven by a \$5.9 million decrease in personnel-related expenses, which included a \$3.1 million decrease in salary-related and bonus expenses associated with reduced headcount and a \$1.7 million decrease in stock-based compensation expense, partially offset by a \$1.2 million increase in third-party hosting and software services costs as a result of increased usage of our subscription services and a \$0.3 million aggregate increase in depreciation and amortization and rent expense.

Our gross margin increased to 83% for the three months ended October 31, 2025 compared to 82% for the three months ended October 31, 2024, reflecting increased subscription services revenue and subscription services revenue margin.

**Operating Expenses**
**Sales and Marketing**

	Three Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Sales and marketing	\$ 179,186	\$ 187,188	\$ (8,002)	(4)%
Percentage of revenue	44 %	53 %		

Sales and marketing expense decreased by \$8.0 million, or 4%, for the three months ended October 31, 2025 compared to the three months ended October 31, 2024. The decrease was primarily attributable to a \$15.6 million decrease in personnel-related expenses, which included an \$11.1 million decrease in stock-based compensation

expense, a \$2.9 million decrease in salary-related and bonus expenses associated with reduced headcount, and a \$2.0 million decrease in employee termination benefits due to the completion of our Fiscal Year 2025 Workforce Restructuring during the second quarter of fiscal year 2026, partially offset by a \$1.1 million increase in general employee severance. The decrease in personnel-related expenses was partially offset by a \$5.4 million increase in third-party consulting fees and a \$1.3 million increase in sales commissions expense.

#### Research and Development

	Three Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Research and development	\$ 96,869	\$ 96,976	\$ (107)	— %
Percentage of revenue	23 %	27 %		

Research and development expense remained relatively constant for the three months ended October 31, 2025 compared to the three months ended October 31, 2024. Hosting and software services costs decreased \$3.8 million. This decrease was offset by a \$2.9 million increase in personnel-related expenses, which was driven by a \$4.6 million increase in salary-related and bonus expenses associated with higher headcount and merit increases partially offset by a \$2.0 million decrease in stock-based compensation expense.

#### General and Administrative

	Three Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
General and administrative	\$ 53,175	\$ 50,090	\$ 3,085	6 %
Percentage of revenue	13 %	14 %		

General and administrative expense increased by \$3.1 million, or 6%, for the three months ended October 31, 2025 compared to the three months ended October 31, 2024. The increase was primarily attributable to a \$2.4 million increase in credit loss expense, a \$1.8 million increase in third-party advisory fees, and a \$0.6 million increase in travel-related expenses, partially offset by a \$1.8 million decrease in software service and implementation costs.

#### Interest Income

	Three Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Interest income	\$ 11,701	\$ 10,055	\$ 1,646	16 %
Percentage of revenue	3 %	3 %		

Interest income increased marginally for the three months ended October 31, 2025 compared to the three months ended October 31, 2024.

#### Other (Expense) Income, Net

	Three Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Other (expense) income, net	\$ (180)	\$ 7,810	\$ (7,990)	(102)%
Percentage of revenue	— %	2 %		

Other expense, net increased by \$8.0 million, or 102%, for the three months ended October 31, 2025 compared to the three months ended October 31, 2024, primarily due to a \$2.0 million increase in losses from foreign currency transactions and a \$5.9 million decrease in accretion of net discounts on marketable securities.

### Benefit From Income Taxes

	Three Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Benefit from income taxes	\$ (174,247)	\$ (14,844)	\$ (159,403)	NM <sup>(1)</sup>
Percentage of revenue	(42)%	(4)%		

(1) Not meaningful

Benefit from income taxes increased by \$159.4 million for the three months ended October 31, 2025 compared to the three months ended October 31, 2024, driven by release of valuation allowance associated with our U.S. federal and New York City and State DTAs, as well period-over-period change in the proportion of operating profits realized across jurisdictions.

### Comparison of the Nine Months Ended October 31, 2025 and October 31, 2024

#### Revenue

	Nine Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Licenses	\$ 390,490	\$ 389,553	\$ 937	— %
Subscription services	703,239	586,726	116,513	20 %
Professional services and other	35,736	29,739	5,997	20 %
Total revenue	\$ 1,129,465	\$ 1,006,018	\$ 123,447	12 %

Total revenue increased by \$123.4 million, or 12%, for the nine months ended October 31, 2025 compared to the nine months ended October 31, 2024, primarily due to a \$116.5 million increase in subscription services revenue and a \$6.0 million increase in professional services and other revenue. Total revenue grew across all geographical regions. Of the growth in total revenue, 19% was attributable to new customers and 81% was attributable to existing customers. Subscription services revenue is recognized ratably over the subscription term; therefore, the increase in subscription services revenue is driven by both sales in prior periods for which we continue to provide maintenance and support and SaaS, and by new sales in the current period.

#### Cost of Revenue and Gross Margin

	Nine Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Licenses	\$ 3,779	\$ 7,334	\$ (3,555)	(48)%
Subscription services	116,818	123,770	(6,952)	(6)%
Professional services and other	76,452	51,304	25,148	49 %
Total cost of revenue	\$ 197,049	\$ 182,408	\$ 14,641	8 %
Gross margin	83 %	82 %		

Total cost of revenue increased by \$14.6 million, or 8%, for the nine months ended October 31, 2025 compared to the nine months ended October 31, 2024, due to a \$25.1 million increase in cost of professional services revenue, partially offset by a \$7.0 million decrease in cost of subscription services revenue and a \$3.6 million decrease in cost of licenses revenue. The increase in cost of professional services and other revenue was primarily driven by a \$22.4 million increase in costs associated with the use of third-party subcontractors to deliver professional services to our customers. The decrease in cost of subscription services revenue was primarily driven by a \$14.9 million decrease in personnel-related expenses, which included an \$8.9 million decrease in salary-related and bonus expenses associated with reduced headcount, a \$3.7 million decrease in stock-based compensation expense, and a \$1.4 million aggregate decrease in employee insurance costs and employer payroll taxes. This decrease was partially offset by a \$6.9 million increase in third-party hosting and software services costs as a result of increased usage of our subscription services and a \$0.9 million aggregate increase in depreciation

and amortization and rent expense. The decrease in cost of licenses revenue was primarily driven by a \$2.1 million decrease in depreciation and amortization expense and a \$1.4 million decrease in software services costs.

Our gross margin increased to 83% for the nine months ended October 31, 2025 compared to 82% for the nine months ended October 31, 2024, reflecting increased subscription services revenue and subscription services revenue margin.

### Operating Expenses

#### Sales and Marketing

	Nine Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Sales and marketing	\$ 505,150	\$ 561,657	\$ (56,507)	(10)%
Percentage of revenue	45 %	56 %		

Sales and marketing expense decreased by \$56.5 million, or 10%, for the nine months ended October 31, 2025 compared to the nine months ended October 31, 2024. This decrease was primarily attributable to a \$67.5 million decrease in personnel-related expenses, which included a \$37.8 million decrease in stock-based compensation expense, a \$17.2 million decrease in salary-related and bonus expenses associated with reduced headcount, a \$7.4 million decrease in employee termination benefits due to reduced activity under our Fiscal Year 2025 Workforce Restructuring, which was completed during the second quarter of fiscal year 2026, a \$3.1 million aggregate decrease in employee insurance costs and employer payroll taxes, and a \$1.4 million decrease in general employee severance. This decrease was partially offset by a \$9.2 million increase in third-party consulting fees.

#### Research and Development

	Nine Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Research and development	\$ 290,049	\$ 281,012	\$ 9,037	3 %
Percentage of revenue	26 %	28 %		

Research and development expense increased by \$9.0 million, or 3%, for the nine months ended October 31, 2025 compared to the nine months ended October 31, 2024. The increase was primarily driven by an \$18.0 million increase in personnel-related expenses, which included a \$12.0 million increase in salary-related and bonus expenses associated with higher headcount and merit increases, a \$6.9 million increase in stock-based compensation expense, and a \$1.6 million aggregate increase in employee insurance costs and employer payroll costs, partially offset by a \$1.9 million decrease in employee termination benefits due to reduced activity under our Fiscal Year 2025 Workforce Restructuring, which was completed during the second quarter of fiscal year 2026. This increase was partially offset by a \$10.3 million decrease in hosting and software services costs.

#### General and Administrative

	Nine Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
General and administrative	\$ 160,743	\$ 177,119	\$ (16,376)	(9)%
Percentage of revenue	14 %	18 %		

General and administrative expense decreased by \$16.4 million, or 9%, for the nine months ended October 31, 2025 compared to the nine months ended October 31, 2024. This decrease was primarily driven by an \$11.9 million decrease in personnel-related expenses, which included a \$9.1 million decrease in stock-based compensation expense, a \$2.1 million decrease in employee termination benefits due to reduced activity under our Fiscal Year 2025 Workforce Restructuring, which was completed during the second quarter of fiscal year 2026, and a \$1.2 million aggregate decrease in employee insurance costs and employer payroll taxes. General and administrative expense was also impacted by a \$4.2 million decrease in other taxes in non-U.S. jurisdictions, a \$2.8 million decrease in software service and implementation costs, a \$2.4 million decrease in charitable donation expense due

to reduced fair value of our Class A common shares contributed to a donor-advised fund in the current year, and a \$1.4 million aggregate decrease in depreciation and amortization and rent expense. These decreases were partially offset by a \$4.2 million increase in third-party advisory fees and a \$2.8 million increase in credit loss expense.

### Interest Income

	Nine Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Interest income	\$ 36,353	\$ 37,255	\$ (902)	(2)%
Percentage of revenue	3 %	4 %		

Interest income remained relatively constant for the nine months ended October 31, 2025 compared to the nine months ended October 31, 2024.

### Other (Expense) Income, Net

	Nine Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Other (expense) income, net	\$ (4,636)	\$ 26,199	\$ (30,835)	(118)%
Percentage of revenue	— %	3 %		
(1) Not meaningful				

Other expense, net increased by \$30.8 million, or 118%, for the nine months ended October 31, 2025 compared to the nine months ended October 31, 2024, primarily due to a \$17.5 million decrease in accretion of net discounts on marketable securities, an \$8.4 million increase in losses from foreign currency transactions, and a \$5.2 million increase in legal expense related to shareholder litigation.

### Benefit From Income Taxes

	Nine Months Ended October 31,		Change	Change %
	2025	2024		
	<i>(dollars in thousands)</i>			
Benefit from income taxes	\$ (169,677)	\$ (7,236)	\$ (162,441)	NM <sup>(1)</sup>
Percentage of revenue	(15)%	(1)%		
(1) Not meaningful				

Benefit from income taxes increased by \$162.4 million for the nine months ended October 31, 2025 compared to the nine months ended October 31, 2024, mainly driven by release of valuation allowance associated with our U.S. federal and New York City and State DTAs, as well period-over-period change in the proportion of operating profits realized across jurisdictions.

### Liquidity and Capital Resources

As of October 31, 2025, our principal sources of liquidity were cash, cash equivalents, and marketable securities totaling \$1,519.8 million, and we had an accumulated deficit of \$1,810.0 million. For the nine months ended October 31, 2025, we reported net income of \$177.9 million and net cash provided by operating activities of \$188.9 million. Cash generated by our operations in recent periods has principally been used to fund working capital requirements such as personnel and facilities costs, invest in capital expenditures, engage in various business and asset acquisitions, and repurchase shares of our Class A common stock.

Our future capital requirements will depend on many factors, including our revenue growth rate, sales of our products and services, license renewal activity, the timing and the amount of cash received from customers, the expansion of sales and marketing activities, the timing and extent of spending to support development efforts, the introduction of new and enhanced products, the continuing market adoption of our products, expenses associated with international expansion, the timing and extent of capital expenditures to invest in existing and new office spaces, and the timing and extent of stock repurchases. We may in the future enter into arrangements to acquire or invest in complementary businesses or assets. We may be required to seek additional equity or debt financing. In

the event that we require additional financing, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in continued innovation, we may not be able to compete successfully, which would harm our business, operations, and financial condition.

We believe that our existing cash and cash equivalents, marketable securities, and payments from customers will be sufficient to fund our anticipated cash requirements for the next 12 months and the long term.

**Stock Repurchase Program**

On September 1, 2023, our board of directors authorized a stock repurchase program, pursuant to which we may repurchase from time to time up to \$500.0 million of our outstanding shares of Class A common stock. On August 30, 2024 our board of directors authorized the repurchase of an additional \$500.0 million of our outstanding shares of Class A common stock. Refer to [Note 11, Stockholders' Equity—Stock Repurchase Program](#) for further details.

**Cash Flows**

The following table summarizes our cash flows for the periods presented:

	<b>Nine Months Ended October 31,</b>	
	<b>2025</b>	<b>2024</b>
	<i>(in thousands)</i>	
Net cash provided by operating activities <sup>(1)</sup>	\$ 188,860	\$ 174,483
Net cash provided by (used in) investing activities	\$ 20,186	\$ (28,807)
Net cash used in financing activities	\$ (357,973)	\$ (433,530)
<sup>(1)</sup> Inclusive of:		
Cash paid for employer payroll taxes related to employee equity transactions	\$ (3,019)	\$ (4,435)
Net payments of employee tax withholdings on stock option exercises	\$ (7)	\$ (6)
Cash paid for restructuring costs	\$ (13,616)	\$ (11,475)

**Operating Activities**

Our largest source of operating cash is cash generation from sales to our customers. Our primary uses of cash from operating activities are for personnel-related expenses, direct costs to deliver licenses and provide subscription and professional services, and marketing expenses.

Net cash provided by operating activities for the nine months ended October 31, 2025 of \$188.9 million was driven by cash collections from our customers, with cash collections approximately 1% lower than during the nine months ended October 31, 2024. These cash inflows were partially offset by cash payments for operating expenditures, primarily associated with the compensation of our teams, including fiscal year 2025 annual bonuses paid in the first quarter of fiscal year 2026. Other cash operating expenditures included payments related to our Fiscal Year 2025 Workforce Restructuring and payments for professional services, software, and office rent.

Net cash provided by operating activities for the nine months ended October 31, 2024 of \$174.5 million was driven by cash collections from our customers, partially offset by cash payments for operating expenditures, primarily associated with the compensation of our teams, including fiscal year 2024 annual bonuses paid in the first quarter of fiscal year 2025. Other cash operating expenditures included payments related to our Fiscal Year 2025 workforce restructuring, and payments for professional services, software, and office rent.

**Investing Activities**

Net cash provided by investing activities for the nine months ended October 31, 2025 of \$20.2 million was driven by \$585.1 million in maturities of marketable securities, partially offset by \$507.2 million in purchases of marketable securities, a net payment of \$24.8 million in connection with the acquisition of Peak, \$16.0 million in capital expenditures primarily related to leasehold improvements, and \$16.8 million in other investing outflows.

Net cash used in investing activities for the nine months ended October 31, 2024 of \$28.8 million was driven by \$1,162.2 million in purchases of marketable securities, a \$35.8 million investment in the H Company, and \$7.5 million in capital expenditures, partially offset by \$1,176.8 million in maturities of marketable securities.

### *Financing Activities*

Net cash used in financing activities for the nine months ended October 31, 2025 of \$358.0 million was driven by \$329.1 million in repurchases of Class A common stock under our stock repurchase program and \$41.7 million in payments of tax withholdings on settlement of equity awards, partially offset by \$11.9 million in proceeds from ESPP contributions and \$1.0 million in proceeds from exercise of stock options.

Net cash used in financing activities for the nine months ended October 31, 2024 of \$433.5 million was driven by \$381.4 million in repurchases of Class A common stock under our stock repurchase program, \$60.4 million in payments of tax withholdings on settlement of equity awards, and \$5.6 million in deferred cash consideration paid on the second anniversary of the acquisition of Re:infer LTD, partially offset by \$12.9 million in proceeds from ESPP contributions and \$0.9 million in proceeds from exercise of stock options.

### **Material Cash Requirements**

Our material cash requirements predominantly relate to working capital requirements, including employee compensation, payment of employee tax withholdings on net settlement of equity awards, and material contractual obligations, including leases and purchase commitments.

As of October 31, 2025, accrued compensation and benefits of \$88.6 million are included in current liabilities on our condensed consolidated balance sheet. Refer to [Note 9, Condensed Consolidated Balance Sheet Components—Accrued Expenses and Other Current Liabilities](#) for details of additional short-term payroll-related obligations included in accrued expenses and other current liabilities.

Refer to [Note 8, Operating Leases](#) for more detailed information regarding timing of future lease payments, and [Note 10, Commitments and Contingencies—Non-Cancelable Purchase Obligations](#) for more detailed information regarding timing of purchase commitments with terms of 12 months or longer. During the nine months ended October 31, 2025, we entered into a purchase commitment for hosting services for \$199.8 million. There were no other significant changes from the contractual obligations disclosed in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” set forth in the 2025 Form 10-K.

Our stock repurchase program may also represent a material use of cash depending upon the number of shares repurchased, which is ultimately discretionary. Refer to [Note 11, Stockholders’ Equity—Stock Repurchase Program](#) for further details.

### **Critical Accounting Estimates**

There have been no material changes to our critical accounting estimates as compared to those disclosed in the 2025 Form 10-K.

### **Recent Accounting Pronouncements**

See [Note 2, Summary of Significant Accounting Policies—Recently Issued Accounting Pronouncements](#), included in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is principally the result of fluctuations in interest rates and foreign currency exchange rates.

### **Interest Rate Risk**

As of October 31, 2025, we had \$743.7 million of cash and cash equivalents. Cash and cash equivalents consist of cash in banks, bank deposits, and money market accounts. In addition, we had \$776.1 million of marketable securities, consisting primarily of treasury bills and U.S. government securities, corporate bonds, and commercial paper. Such interest-earning instruments carry a degree of interest rate risk. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs, and the fiduciary control of cash. We do not enter into investments for trading or speculative purposes. The effect of a hypothetical 10% change in interest rates would not have had a material impact on our condensed consolidated financial statements for the nine months ended October 31, 2025.

***Foreign Currency Exchange Risk***

The functional currency of our non-U.S. subsidiaries is the local currency. Asset and liability balances denominated in non-U.S. dollar currencies are translated into U.S. dollars using period-end exchange rates, while translation of revenue and expenses is based on average monthly rates. Translation adjustments are recorded as a component of accumulated other comprehensive income (loss), and transaction gains and losses are recorded in other (expense) income, net on our condensed consolidated financial statements. We have from time to time used foreign currency forward contracts to reduce our potential exposure to currency fluctuations, but did not have foreign currency forward contracts during the nine months ended October 31, 2025 and 2024. If we are not able to successfully mitigate the risks associated with currency fluctuations, our results of operations could be adversely affected. The estimated translation impact to our condensed consolidated financial statements of a hypothetical 10% change in foreign currency exchange rates would amount to \$34.0 million for the nine months ended October 31, 2025. For the nine months ended October 31, 2025, approximately 51% of our revenues and approximately 40% of our expenses were denominated in non-U.S. dollar currencies, and we recognized net foreign currency transaction losses of \$6.5 million.

## **Item 4. Controls and Procedures.**

### ***Evaluation of Disclosure Controls and Procedures***

Our disclosure controls and procedures, as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act, are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. In addition, they are designed to ensure that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our CEO and CFO, performed an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of October 31, 2025.

### ***Changes in Internal Control Over Financial Reporting***

During the three months ended October 31, 2025, no change in internal control over financial reporting was identified in connection with the evaluation required by Rule 13a-15(d) and Rule 15d-15(d) of the Exchange Act that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### ***Limitations on Effectiveness of Controls and Procedures***

Our management, including our CEO and CFO, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at a reasonable assurance level. However, any control system, no matter how well designed and operated, can only provide reasonable, not absolute, assurance that its objectives will be met. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures and internal control over financial reporting, including resource constraints, errors in judgment, and the possibility that controls and procedures will be circumvented by collusion, by management override, or by mistake. Additionally, the design of any control system is based in part on management assumptions about the likelihood of future events, and there can be no assurance that the system will succeed in achieving its objectives under all potential future scenarios. As a result of these limitations, our management does not expect that our disclosure controls and procedures and internal control over financial reporting will prevent all potential errors or fraud or detect all potential misstatements due to error or fraud.

**PART II—OTHER INFORMATION****Item 1. Legal Proceedings.**

Refer to [Note 10, Commitments and Contingencies—Litigation](#), to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for a description of current legal proceedings.

**Item 1A. Risk Factors.**

Our operations and financial results are subject to various risks and uncertainties, some of which are beyond our control. In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risks discussed in the 2025 Form 10-K, including the disclosure under Part I, Item 1A, "Risk Factors," which are risks we believe could materially affect our business, financial condition and future results. These are not the only risks we face. Other risks and uncertainties we are not currently aware of or that we currently consider immaterial also may materially adversely affect our business, financial condition, and future results. Risks we have identified but currently consider immaterial could still materially adversely affect our business, financial condition, and future results if our assumptions about those risks are incorrect or if circumstances change.

There have been no material changes to the risk factors previously disclosed in Part I, Item 1A of the 2025 Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****Recent Sales of Unregistered Equity Securities**

None.

**Issuer Purchase of Equity Securities**

The following table presents our Class A common stock repurchase activity under our previously announced stock repurchase program for the three months ended October 31, 2025 (in thousands, except for per share data):

Period	Total Number of Shares Purchased	Average Price Paid Per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (2)
August 1 - 31	—	\$ —	—	\$ 180,298
September 1 - 30	—	\$ —	—	\$ 180,298
October 1 - 31	—	\$ —	—	\$ 180,298
Total	—	—	—	—

(1) Excludes brokerage commission and excise tax accrued pursuant to the Inflation Reduction Act of 2022.

(2) On September 1, 2023, our board of directors authorized a stock repurchase program which authorized the repurchase from time to time of up to \$500.0 million of our outstanding shares of Class A common stock. This authorization was scheduled to expire on March 1, 2025. On August 30, 2024, our board of directors authorized an additional \$500.0 million of repurchases under the stock repurchase program. The current authorization may be suspended or discontinued at any time and does not have a specified expiration date. Repurchases under the program may be effected through open market purchases, privately-negotiated transactions, or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. The timing and actual number of shares repurchased will depend on a variety of factors, including price, general business and market conditions, and alternate uses of capital.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

During the three months ended October 31, 2025, our directors and officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated the contracts, instructions, or written plans for the purchase or sale of our securities as follows:

- On September 18, 2025, Brad Brubaker, our Chief Legal Officer, adopted a trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act to sell up to 137,908 shares of our Class A common stock through June 15, 2026, subject to limit prices.

**Item 6. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">31.1</a>	<a href="#">Certification of Chief Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">31.2</a>	<a href="#">Certification of Chief Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">32.1<sup>^</sup></a>	<a href="#">Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">32.2<sup>^</sup></a>	<a href="#">Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)
<sup>^</sup>	The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and are not deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, irrespective of any general incorporation language contained in such filing.

**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 thereunto duly authorized.

UiPath, Inc.

Date: December 8, 2025

By: /s/ Ashim Gupta  
Ashim Gupta  
Chief Financial Officer and Chief Operating Officer  
*(Principal Financial Officer)*

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Daniel Dines, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of UiPath, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 8, 2025

By: /s/ Daniel Dines  
Daniel Dines  
Chief Executive Officer and Chairman

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ashim Gupta, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of UiPath, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 8, 2025

By: /s/ Ashim Gupta  
Ashim Gupta  
Chief Financial Officer and Chief Operating Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of UiPath, Inc. (the "Company") on Form 10-Q for the period ended October 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel Dines, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 8, 2025

By: /s/ Daniel Dines

Daniel Dines

Chief Executive Officer and Chairman

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of UiPath, Inc. (the "Company") on Form 10-Q for the period ended October 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ashim Gupta, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 8, 2025

By: /s/ Ashim Gupta

Ashim Gupta

Chief Financial Officer and Chief Operating Officer