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 December 31, 2025

or

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

Commission File Number 001-35958

DIGITAL TURBINE, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**22-2267658**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
110 San Antonio Street, Suite 160, Austin, TX	**78701**
(Address of Principal Executive Offices)	**(Zip Code)**

(512) 387-7717

(Registrant's Telephone Number, Including Area Code)

Securities Registered Pursuant to Section 12(b) of the Act:

Common Stock, Par Value $0.0001 Per Share	**APPS**	**The Nasdaq Stock Market LLC (NASDAQ Capital Market)**
(Title of Class)	**(Trading Symbol)**	**(Name of Each Exchange on Which Registered)**

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	☐	Accelerated Filer	☒
Non-Accelerated Filer	☐	Smaller Reporting Company	☐
Emerging Growth Company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 January 31, 2026, the Company had 119,899,933 shares of its common stock, $0.0001 par value per share, outstanding.

DIGITAL TURBINE, INC.

QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED December 31, 2025

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PART I - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

Digital Turbine, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(in thousands, except par value and share amounts)

	December 31, 2025 (Unaudited)	March 31, 2025
ASSETS		
Current assets		
Cash, cash equivalents, and restricted cash	$ 40,423	$ 40,084
Accounts receivable, net	245,324	181,770
Prepaid expenses	7,529	6,923
Value-added tax receivable	10,552	8,291
Other current assets	14,246	5,711
Total current assets	318,074	242,779
Property and equipment, net	48,984	46,966
Right-of-use assets	7,577	9,924
Intangible assets, net	226,961	257,697
Goodwill	223,788	221,741
Other non-current assets	32,791	33,747
TOTAL ASSETS	**$ 858,175**	**$ 812,854**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 127,538	$ 139,944
Accrued revenue share	94,123	35,264
Accrued compensation	17,459	7,503
Acquisition purchase price liabilities	540	1,697
Short-term debt, net of debt discount and issuance costs	4,688	—
Other current liabilities	43,801	38,118
Total current liabilities	288,149	222,526
Long-term debt, net of debt discount and issuance costs	350,280	408,687
Derivative liabilities	4,402	—
Deferred tax liabilities, net	11,698	16,308
Other non-current liabilities	9,044	11,375
Total liabilities	663,573	658,896
Commitments and contingencies (Note 17)		
Stockholders' equity		
Preferred stock		
Series A convertible preferred stock at $0.0001 par value; 2,000,000 shares authorized, 100,000 issued and outstanding (liquidation preference of $1)	100	100
Common stock		
$0.0001 par value: 200,000,000 shares authorized; 120,372,292 issued and 119,614,167 outstanding at December 31, 2025; 106,735,767 issued and 105,977,642 outstanding at March 31, 2025	10	10
Additional paid-in capital	964,965	892,665
Treasury stock (758,125 shares at December 31, 2025, and March 31, 2025)	(71)	(71)
Accumulated other comprehensive loss	(52,568)	(51,304)
Accumulated deficit	(717,834)	(687,442)
Total stockholders' equity	194,602	153,958
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 858,175**	**$ 812,854**

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

Digital Turbine, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations and Comprehensive (Loss) Income
(Unaudited)
(in thousands, except per share amounts)

	Three months ended December 31,		Nine months ended December 31,	
	2025	2024	2025	2024
Net revenue	$ 151,399	$ 134,637	$ 422,702	$ 371,354
Costs of revenue and operating expenses				
Revenue share	64,425	69,947	185,656	182,092
Other direct costs of revenue	12,205	8,954	34,251	25,182
Product development	9,892	10,203	31,018	30,350
Sales and marketing	14,326	15,494	42,361	47,628
General and administrative	28,897	42,792	105,889	128,485
Total costs of revenue and operating expenses	129,745	147,390	399,175	413,737
Income (loss) from operations	21,654	(12,753)	23,527	(42,383)
Interest and other (expense) income, net				
Change in fair value of contingent consideration	(231)	(500)	(231)	(300)
Interest expense, net	(13,561)	(7,913)	(33,859)	(24,638)
Amortization of debt discount and issuance costs	(4,007)	(533)	(7,939)	(1,290)
Unrealized gain (loss) on derivatives	1,600	—	(735)	—
Foreign exchange transaction gain	2,815	1,037	3,037	879
Loss on extinguishment of debt	—	—	(9,795)	—
Other (expense) income, net	74	(57)	(1,801)	21
Total interest and other expense, net	(13,310)	(7,966)	(51,323)	(25,328)
Income (loss) before income taxes	8,344	(20,719)	(27,796)	(67,711)
Income tax provision	3,237	2,412	2,596	5,562
Net income (loss)	5,107	(23,131)	(30,392)	(73,273)
Other comprehensive loss				
Foreign currency translation loss	(3,260)	(4,119)	(1,264)	(3,175)
Comprehensive income (loss)	1,847	(27,250)	(31,656)	(76,448)
Net income (loss) per common share				
Basic	$ 0.04	$ (0.22)	$ (0.27)	$ (0.71)
Diluted	$ 0.03	$ (0.22)	$ (0.27)	$ (0.71)
Weighted-average common shares outstanding				
Basic	115,921	104,148	110,593	103,201
Diluted	120,474	104,148	110,593	103,201

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

Digital Turbine, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

	Nine months ended December 31,	
	2025	**2024**
Cash flows from operating activities		
Net loss	$ (30,392)	$ (73,273)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	54,768	59,784
Amortization of debt discount and issuance costs	7,939	1,290
Loss on extinguishment of debt	9,795	—
Provision for credit losses	189	2,144
Unrealized loss on derivatives	735	—
Stock-based compensation expense	12,213	25,417
Foreign exchange transaction gain	(3,037)	(879)
Change in fair value of contingent consideration	231	300
Non-cash lease expense	2,607	2,391
(Increase) decrease in assets:		
Accounts receivable, gross	(64,042)	(11,024)
Prepaid expenses	(520)	795
Value-added tax receivable	(1,703)	(2,930)
Other current assets	(8,435)	1,036
Right-of-use asset	88	(4,036)
Other non-current assets	1,028	702
Increase (decrease) in liabilities:		
Accounts payable	(12,746)	(11,384)
Accrued revenue share	58,735	491
Accrued compensation	9,780	1,379
Other current liabilities	4,688	12,417
Deferred income taxes	(4,886)	(5,352)
Other non-current liabilities	389	1,104
Net cash provided by operating activities - continuing operations	37,424	372
Net cash provided by operating activities	**37,424**	**372**
Cash flows from investing activities		
Capital expenditures	(23,172)	(20,533)
Net cash used in investing activities	**(23,172)**	**(20,533)**
Cash flows from financing activities		
Proceeds from borrowings, net of original issue discount	418,700	38,000
Payment of debt issuance costs	(20,486)	(1,627)
Payment of deferred business acquisition consideration	(1,157)	—
Repayment of debt obligations	(466,000)	(13,000)
Proceeds from issuance of common stock in connection with at-the-market offering, net of issuance costs of $1,757	56,809	—
Payment of withholding taxes for net share settlement of equity awards	(505)	(231)
Options exercised	2,307	103
Net cash provided by (used in) financing activities	**(10,332)**	**23,245**
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(3,581)	(1,375)
Net change in cash, cash equivalents, and restricted cash	**339**	**1,709**
Cash, cash equivalents, and restricted cash, beginning of period	40,084	33,605
Cash, cash equivalents, and restricted cash, end of period	**$ 40,423**	**$ 35,314**

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

Digital Turbine, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

	Nine months ended December 31,	
	2025	**2024**
Reconciliation of cash, cash equivalents, and restricted cash		
Cash and cash equivalents	$ 40,180	$ 34,620
Restricted cash	243	694
Total cash, cash equivalents and restricted cash	$ 40,423	$ 35,314
Supplemental disclosure of cash flow information		
Interest paid	$ 36,027	$ 27,597
Income taxes paid	$ 12,102	$ 1,558
Supplemental disclosure of non-cash activities		
Assets acquired not yet paid	$ 258	$ 491
Right-of-use assets acquired under operating leases	$ —	$ 4,096
Fair value of unpaid contingent consideration in connection with business acquisitions	$ —	$ 1,644

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

Digital Turbine, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(in thousands, except share counts)

	Common Stock Shares	Amount	Preferred Stock Shares	Amount	Treasury Stock Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance at March 31, 2025	105,977,642	$ 10	100,000	$ 100	758,125	$ (71)	$ 892,665	$ (51,304)	$ (687,442)	$ 153,958
Net loss	—	—	—	—	—	—	—	—	(14,104)	(14,104)
Foreign currency translation	—	—	—	—	—	—	—	4,200	—	4,200
Stock-based compensation expense	—	—	—	—	—	—	6,824	—	—	6,824
Shares issued:										
Exercise of stock options	926,215	—	—	—	—	—	1,560	—	—	1,560
Issuance of restricted shares and vesting of restricted units	1,008,970	—	—	—	—	—	—	—	—	—
Payment of withholding taxes related to the net share settlement of equity awards	—	—	—	—	—	—	(144)	—	—	(144)
Balance at June 30, 2025	107,912,827	$ 10	100,000	$ 100	758,125	$ (71)	$ 900,905	$ (47,104)	$ (701,546)	$ 152,294
Net loss	—	—	—	—	—	—	—	—	(21,395)	(21,395)
Foreign currency translation	—	—	—	—	—	—	—	(2,204)	—	(2,204)
Stock-based compensation expense	—	—	—	—	—	—	5,930	—	—	5,930
Shares issued:										
Exercise of stock options	42,278	—	—	—	—	—	85	—	—	85
Issuance of restricted shares and vesting of restricted units	671,509	—	—	—	—	—	—	—	—	—
Issuance of common stock in connection with at-the-market offering, net of issuance costs of $420	3,125,089	—	—	—	—	—	13,573	—	—	13,573
Payment of withholding taxes related to the net share settlement of equity awards	—	—	—	—	—	—	(157)	—	—	(157)
Balance at September 30, 2025	111,751,703	$ 10	100,000	$ 100	758,125	$ (71)	$ 920,336	$ (49,308)	$ (722,941)	$ 148,126
Net income	—	—	—	—	—	—	—	—	5,107	5,107
Foreign currency translation	—	—	—	—	—	—	—	(3,260)	—	(3,260)
Stock-based compensation expense	—	—	—	—	—	—	934	—	—	934
Shares issued:										
Exercise of stock options	228,029	—	—	—	—	—	662	—	—	662
Issuance of restricted shares and vesting of restricted units	814,388	—	—	—	—	—	—	—	—	—
Issuance of common stock in connection with at-the-market offering, net of issuance costs of $1,337	6,820,047	—	—	—	—	—	43,236	—	—	43,236
Payment of withholding taxes related to the net share settlement of equity awards	—	—	—	—	—	—	(203)	—	—	(203)
Balance at December 31, 2025	119,614,167	$ 10	100,000	$ 100	758,125	$ (71)	$ 964,965	$ (52,568)	$ (717,834)	$ 194,602

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

Digital Turbine, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(in thousands, except share counts)

	Common Stock Shares	Amount	Preferred Stock Shares	Amount	Treasury Stock Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance at March 31, 2024	102,118,932	$ 10	100,000	$ 100	758,125	$ (71)	$ 858,191	$ (48,955)	$ (595,343)	$ 213,932
Net loss	—	—	—	—	—	—	—	—	(25,156)	(25,156)
Foreign currency translation	—	—	—	—	—	—	—	(1,213)	—	(1,213)
Stock-based compensation expense	—	—	—	—	—	—	8,424	—	—	8,424
Shares issued:										
Exercise of stock options	8,599	—	—	—	—	—	14	—	—	14
Issuance of restricted shares and vesting of restricted units	390,752	—	—	—	—	—	—	—	—	—
Payment of withholding taxes related to the net share settlement of equity awards	—	—	—	—	—	—	(48)	—	—	(48)
Balance at June 30, 2024	102,518,283	$ 10	100,000	$ 100	758,125	$ (71)	$ 866,581	$ (50,168)	$ (620,499)	$ 195,953
Net loss	—	—	—	—	—	—	—	—	(24,986)	(24,986)
Foreign currency translation	—	—	—	—	—	—	—	2,157	—	2,157
Stock-based compensation expense	—	—	—	—	—	—	9,279	—	—	9,279
Shares issued:										
Exercise of stock options	1,667	—	—	—	—	—	79	—	—	79
Issuance of restricted shares and vesting of restricted units	1,001,502	—	—	—	—	—	—	—	—	—
Payment of withholding taxes related to the net share settlement of equity awards	—	—	—	—	—	—	(112)	—	—	(112)
Balance at September 30, 2024	103,521,452	$ 10	100,000	$ 100	758,125	$ (71)	$ 875,827	$ (48,011)	$ (645,485)	$ 182,370
Net loss	—	—	—	—	—	—	—	—	(23,131)	(23,131)
Foreign currency translation	—	—	—	—	—	—	—	(4,119)	—	(4,119)
Stock-based compensation expense	—	—	—	—	—	—	8,504	—	—	8,504
Shares issued:										
Exercise of stock options	9,537	—	—	—	—	—	10	—	—	10
Issuance of restricted shares and vesting of restricted units	1,303,989	—	—	—	—	—	—	—	—	—
Payment of withholding taxes related to the net share settlement of equity awards	—	—	—	—	—	—	(71)	—	—	(71)
Balance at December 31, 2024	104,834,978	$ 10	100,000	$ 100	758,125	$ (71)	$ 884,270	$ (52,130)	$ (668,616)	$ 163,563

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

Digital Turbine, Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements
December 31, 2025
(in thousands, except share and per share amounts)

Note 1—Description of Business

Digital Turbine, Inc., through its subsidiaries (collectively "Digital Turbine" or the "Company"), is a leading independent mobile growth platform that levels up the landscape for advertisers, publishers, carriers, and device original equipment manufacturers ("OEMs"). The Company offers end-to-end products and solutions leveraging proprietary technology to all participants in the mobile application ecosystem, enabling brand discovery and advertising, user acquisition and engagement, and operational efficiency for advertisers. In addition, the Company's products and solutions provide monetization opportunities for OEMs, carriers, and application ("app" or "apps") publishers and developers.

Note 2—Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The accompanying condensed consolidated financial statements are presented in accordance with accounting principles generally accepted in the United States ("GAAP"). The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. The Company consolidates the financial results and reports non-controlling interests representing the economic interests held by other equity holders of subsidiaries that are not 100% owned by the Company. The calculation of non-controlling interests excludes any net income (loss) attributable directly to the Company. All intercompany balances and transactions have been eliminated in consolidation. As a result, the Company owned 100% of all its subsidiaries as of December 31, 2025.

These financial statements should be read in conjunction with the Company's audited financial statements and related notes included in its Annual Report on Form 10-K for the fiscal year ended March 31, 2025.

Unaudited Interim Financial Information

These accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting. In the opinion of management, these unaudited condensed consolidated financial statements reflect all adjustments, consisting of normal recurring items, considered necessary to present fairly the Company's financial condition, results of operations, comprehensive income, stockholders' equity, and cash flows for the interim periods indicated. The results of operations for the three and nine months ended December 31, 2025, are not necessarily indicative of the operating results for the full fiscal year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Significant estimates and assumptions reflected in the financial statements include revenue recognition, including the determination of gross versus net revenue reporting, allowance for credit losses, stock-based compensation, fair value of acquired intangible assets and goodwill, useful lives of acquired intangible assets and property and equipment, incremental borrowing rates for right-of-use assets and lease liabilities, fair value of derivative liabilities, and tax valuation allowances. These estimates are based on information available as of the date of the financial statements; therefore, actual results could differ materially from management's estimates using different assumptions or under different conditions.

Management considered the potential impacts of ongoing macroeconomic uncertainty due to global events such as the conflicts in Ukraine and Israel, inflation, disruptions in supply chains, recessionary concerns impacting the markets in which the Company operates, and others, on the Company's critical and significant accounting estimates. As of the date of issuance of these financial statements, the Company is not aware of any specific event or circumstance that would require the Company to update its estimates or judgments or revise the carrying value of its assets or liabilities as a result of such factors. Management’s estimates may change as new events occur and additional information is obtained. Actual results could differ from estimates and any such differences may be material to the Company’s condensed consolidated financial statements.

Summary of Significant Accounting Policies

Other than as set forth below, there have been no significant changes to the Company’s significant accounting policies in Note 2—Basis of Presentation and Summary of Significant Accounting Policies, of the notes to the consolidated financial statements included in its Annual Report on Form 10-K for the fiscal year ended March 31, 2025.

Derivative Liabilities

The Company accounts for the 824,421 warrants and 397,997 warrants issued on August 29, 2025 and September 15, 2025, respectively, in accordance with the guidance contained in ASC 815 “Derivatives and Hedging” whereby under that provision these warrants do not meet the criteria for equity treatment and must be recorded as a liability (see Note 11—Debt). Accordingly, the Company classifies these warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. This liability is re-measured at each balance sheet date until the warrants are exercised or expire, and any change in fair value will be recognized in the Company’s statements of operations and comprehensive (loss) income. The fair value of these warrants is estimated using a Black-Scholes model. Such warrant classification is also subject to re-evaluation at each reporting period.

Fair Value of Financial Instruments

The Company’s derivative liabilities for warrants issued in connection with the Financing Agreement in August 2025 (see Note 11—Debt) was estimated using a Black-Scholes model using Level 2 inputs.

Note 3—Acquisitions

Acquisition of One Store International

On November 26, 2024, the Company completed the acquisition of 100% of all outstanding ownership and voting interests of One Store International Holding B.V. (“One Store International”), pursuant to a Stock Purchase Agreement (the “Purchase Agreement”) with One Store Co. LTD (“One Store”) and two additional selling parties. The acquisition of One Store International is part of the Company’s strategy to help deliver One Store’s app to the European market and expand the Company’s broader alternative app market business. The acquisition was accounted for as a business combination.

On October 30, 2024, the Company signed an additional agreement with One Store, the App Store Platform Commercial Agreement (the “Commercial Agreement”), which supersedes the Company’s original agreement with One Store, dated February 5, 2024, which contemplated a future potential joint venture with One Store. The Commercial Agreement allows the Company to take ownership of a license to (1) use the One Store app ("OSP") within the European, Latin American, and US markets (the "Territories"), (2) market, advertise, merchandise, distribute, and sell the OSP through the Company's distribution channels, (3) market the One Store brand within the Territories, and (4) reproduce, use and distribute One Store's intellectual property. In return, upon launch of the business in the Territories, the Company will pay One Store a discounted monthly platform fee as a percentage of the gross merchandising value the first 18 months of the term.

The Purchase Agreement required total cash consideration of $1,903, to be paid in 18 equal monthly installments starting on the date the Company begins providing service in the United States. On the acquisition date, the Company recorded the fair values of the assets acquired and liabilities assumed in the Purchase Agreement, which resulted in the recognition of: (1) total assets of $26, (2) total liabilities of $114, and (3) non-deductible goodwill of $1,991. One Store International and its value, primarily comprised of goodwill, was purchased for its potential synergistic advantage and value derived from the expertise of its workforce and process efficiencies. Transaction costs associated with the acquisition of One Store International were $207 and recorded in general and administrative expenses. The negotiated purchase price was primarily driven by One Store International’s history of OSP distribution and the part it will play in helping the Company to meet its future obligations under the Commercial Agreement.

During the fourth quarter of fiscal year 2025, the Company recognized an adjustment to the purchase price of ($206), related to working capital. As of December 31, 2025 and March 31, 2025 the balance of the purchase price liability was $540 and $1,697, respectively. $1,157 in payments were made on the liability during the nine months ended December 31, 2025.

Separate operating results and pro forma results of operations for One Store International have not been presented as the effect of this acquisition was not material to our financial results.

Note 4—Fair Value Measurements

Equity securities without readily determinable fair values

Occasionally, the Company may purchase certain non-marketable equity securities for strategic reasons. The Company did not make any such investments during the nine months ended December 31, 2025 and the year ended March 31, 2025.

As of December 31, 2025 and March 31, 2025, the carrying value of the Company's investments in equity securities without readily determinable fair values totaled $27,594 and are included in "Other non-current assets" in the accompanied consolidated balance sheet. These equity securities without readily determinable fair values represent the Company's strategic investments in alternative app stores.

As the non-marketable equity securities are investments in privately held companies without a readily determinable fair value, the Company elected the measurement alternative to account for these investments. Under the measurement alternative, the carrying value of the non-marketable equity securities is adjusted based on price changes from observable transactions of identical or similar securities of the same issuer or for impairment. Any changes in carrying value are recorded within other income (loss), net in the Company's condensed consolidated statement of operations.

For the nine months ended December 31, 2025, there were no adjustments to the carrying value of equity securities without readily determinable fair values.

Fair Value Measurements

The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1. Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2. Significant other inputs that are directly or indirectly observable in the marketplace.

Level 3. Significant unobservable inputs which are supported by little or no market activity.

As of December 31, 2025 and March 31, 2025, Level 1 equity securities recorded at fair value totaled $170 and $367, respectively, and are classified as other non-current assets. These securities represent investments in common stock that are traded on active markets. As of December 31, 2025 and March 31, 2025, there were no Level 2 or Level 3 equity securities recorded at fair value. The Company recorded an immaterial unrealized (gain)/loss related to these investments for the nine months ended December 31, 2025.

On August 29, 2025 and September 15, 2025, the Company issued 824,421 warrants and 397,997 warrants, respectively (see Note 11—Debt). The Company classified these warrant instruments as derivative liabilities at fair value and adjusts the instruments to fair value at each reporting period. This liability is re-measured at each balance sheet date until the warrants are exercised or expire, and any change in fair value will be recognized in the Company's statements of operations and comprehensive (loss) income. The fair value of these warrants is estimated using a Black-Scholes model, using Level 2 inputs. As of December 31, 2025, the derivative liabilities recorded at fair value totaled $4,402. For the three and nine months ended December 31, 2025, the Company recorded a $1,600 gain and $735 loss on changes in the fair value of the derivative liability, respectively.

Note 5—Segment Information

Operating segments are identified as components of an enterprise for which separate discrete financial information is available for evaluation by the chief operating decision maker (“CODM”) in making decisions regarding resource allocation and assessing performance. The Company has determined that its Chief Executive Officer is the CODM. The Company reports its results of operations through the following two segments, each of which represents an operating and reportable segment, as follows:

- **On Device Solutions (“ODS”) -** This segment generates revenue from the delivery of mobile application media or content to end users with solutions for all participants in the mobile application ecosystem that want to connect with end users and consumers who hold the device. This includes mobile carriers and device OEMs that participate in the app economy, app publishers and developers, and brands and advertising agencies. This segment's product offerings are enabled through relationships with mobile device carriers and OEMs.

- **App Growth Platform (“AGP”) -** AGP customers are primarily advertisers and publishers, and the segment provides platforms that allow mobile app publishers and developers to monetize their monthly active users via display, native, and video advertising. The AGP platforms allow demand side platforms, advertisers, agencies, and publishers to buy and sell digital ad impressions, primarily through programmatic, real-time bidding auctions and, in some cases, through direct-bought/sold advertiser budgets. The segment also provides brand and performance advertising products to advertisers and agencies.

The Company’s CODM evaluates the performance of the segments and makes resource allocation decisions based on segment net revenue and segment profit. The Company’s CODM regularly reviews the revenue share by segment and treats it as a significant segment expense.

Segment net revenue and revenue share are exclusive of certain activities and expenses that are not allocated to specific segments and are reported on a consolidated basis. In addition, operating expenses are evaluated on a consolidated basis and are not disaggregated or analyzed by segment within the Company’s internal reporting, as shown in the reconciling table below.

A summary of segment information follows:

	Three months ended December 31, 2025			
	ODS	AGP	Eliminations	Consolidated
Net revenue	$ 99,556	$ 52,616	$ (773)	$ 151,399
Revenue share	53,523	11,675	(773)	64,425
Segment profit	$ 46,033	$ 40,941	$ —	$ 86,974

	Three months ended December 31, 2024			
	ODS	AGP	Eliminations	Consolidated
Net revenue	$ 91,736	$ 44,241	$ (1,340)	$ 134,637
Revenue share	61,112	10,175	(1,340)	69,947
Segment profit	$ 30,624	$ 34,066	$ —	$ 64,690

	Nine months ended December 31, 2025			
	ODS	AGP	Eliminations	Consolidated
Net revenue	$ 291,468	$ 133,593	$ (2,359)	$ 422,702
Revenue share	161,779	26,236	(2,359)	185,656
Segment profit	$ 129,689	$ 107,357	$ —	$ 237,046

	Nine months ended December 31, 2024			
	ODS	AGP	Eliminations	Consolidated
Net revenue	$ 254,800	$ 119,979	$ (3,425)	$ 371,354
Revenue share	159,206	26,311	(3,425)	182,092
Segment profit	$ 95,594	$ 93,668	$ —	$ 189,262

	Three months ended December 31,		Nine months ended December 31,	
	2025	2024	2025	2024
Segment profit	$ 86,974	$ 64,690	$ 237,046	$ 189,262
Other direct costs of revenue	12,205	8,954	34,251	25,182
Product development	9,892	10,203	31,018	30,350
Sales and marketing	14,326	15,494	42,361	47,628
General and administrative	28,897	42,792	105,889	128,485
Income (loss) from operations	$ 21,654	$ (12,753)	$ 23,527	$ (42,383)

The reporting package provided to the Company's CODM does not include the measure of assets by segment, as that information is not reviewed by the CODM when assessing segment performance or allocating resources.

Geographic Area Information

Long-lived assets, excluding deferred tax assets, by region follow:

	December 31, 2025	March 31, 2025
United States and Canada	$ 45,585	$ 40,149
Europe, Middle East, and Africa	3,349	6,751
Asia Pacific and China	50	66
Consolidated property and equipment, net	$ 48,984	$ 46,966

	December 31, 2025	March 31, 2025
United States and Canada	$ 1,438	$ 2,030
Europe, Middle East, and Africa	6,139	7,877
Asia Pacific and China	—	17
Consolidated right-of-use assets	$ 7,577	$ 9,924

	December 31, 2025	March 31, 2025
United States and Canada	$ 94,121	$ 108,580
Europe, Middle East, and Africa	129,120	145,253
Asia Pacific and China	3,720	3,864
Consolidated intangible assets, net	$ 226,961	$ 257,697

Net revenue by geography is based on the billing addresses of the Company's customers and a reconciliation of disaggregated revenue by segment follows:

	Three months ended December 31, 2025		
	ODS	AGP	Total
United States and Canada	$ 34,114	$ 28,685	$ 62,799
Europe, Middle East, and Africa	31,256	12,495	43,751
Asia Pacific and China	33,342	11,436	44,778
Mexico, Central America, and South America	844	—	844
Elimination	—	—	(773)
Consolidated net revenue	$ 99,556	$ 52,616	$ 151,399

	Three months ended December 31, 2024		
	ODS	AGP	Total
United States and Canada	$ 36,089	$ 27,819	$ 63,908
Europe, Middle East, and Africa	32,272	10,870	43,142
Asia Pacific and China	22,081	5,548	27,629
Mexico, Central America, and South America	1,294	4	1,298
Elimination	—	—	(1,340)
Consolidated net revenue	$ 91,736	$ 44,241	$ 134,637

	Nine months ended December 31, 2025		
	ODS	AGP	Total
United States and Canada	$ 105,517	$ 68,176	$ 173,693
Europe, Middle East, and Africa	86,921	35,494	122,415
Asia Pacific and China	95,976	29,757	125,733
Mexico, Central America, and South America	3,054	166	3,220
Elimination	—	—	(2,359)
Consolidated net revenue	$ 291,468	$ 133,593	$ 422,702

	Nine months ended December 31, 2024		
	ODS	AGP	Total
United States and Canada	$ 103,638	$ 75,965	$ 179,603
Europe, Middle East, and Africa	92,822	31,418	124,240
Asia Pacific and China	55,341	12,577	67,918
Mexico, Central America, and South America	2,999	19	3,018
Elimination	—	—	(3,425)
Consolidated net revenue	$ 254,800	$ 119,979	$ 371,354

Note 6—Goodwill and Intangible Assets

Goodwill

Changes in the carrying amount of goodwill by segment follows:

	ODS	AGP	Total
Goodwill as of March 31, 2025	$ 80,176	$ 141,565	$ 221,741
Foreign currency translation	$ —	$ 2,047	$ 2,047
Goodwill as of December 31, 2025	$ 80,176	$ 143,612	$ 223,788

The Company evaluates goodwill for impairment at least annually or upon the occurrence of events or circumstances that indicate they would more likely than not reduce the fair value of a reporting unit below its carrying value.

During the nine months ended December 31, 2025, no occurrence of events or circumstances indicated they would more likely than not reduce the fair value of a reporting unit below its carrying value. As such, no impairment of goodwill was recognized during the period.

During the year ended March 31, 2025, the Company sustained a decline in its forecasted operating trends, which was identified as a potential indicator of impairment for the Company's AGP reporting unit. As a result, the Company performed a quantitative goodwill impairment evaluation over its reporting units ODS and AGP to determine if their respective fair values were below their carrying values. Based on the evaluation, the Company determined that neither reporting unit was impaired, and no impairment of goodwill was recognized for either the ODS or AGP reporting unit during the fiscal year 2025.

Intangible Assets

Finite-lived intangible assets have been assigned an estimated finite useful life and are amortized on a straight-line basis over the number of years that approximate their respective useful lives. The Company evaluates intangible assets other than goodwill for impairment at least annually or upon the occurrence of events or circumstances that indicate the carrying value of an asset may not be recoverable. In determining whether an impairment exists, the Company considers factors such as changes in the use of the asset, changes in the legal or business environment, and current or historical operating or cash flow losses. Based on the analysis performed, no impairment was identified during the three and nine months ended December 31, 2025 or the fiscal year ended March 31, 2025.

The components of intangible assets were as follows as of the periods indicated:

	As of December 31, 2025			
	Weighted-Average Remaining Useful Life	Cost	Accumulated Amortization	Net
Customer relationships	10.59 years	$ 138,325	$ (46,515)	$ 91,810
Developed technology	2.62 years	145,764	(94,317)	51,447
Publisher relationships	15.16 years	109,836	(26,132)	83,704
Total		$ 393,925	$ (166,964)	$ 226,961

	As of March 31, 2025			
	Weighted-Average Remaining Useful Life	Cost	Accumulated Amortization	Net
Customer relationships	11.29 years	$ 137,094	$ (39,153)	$ 97,941
Developed technology	3.34 years	144,948	(78,526)	66,422
Trade names	0.33 years	69,966	(63,844)	6,122
Publisher relationships	15.89 years	108,879	(21,667)	87,212
Total		$ 460,887	$ (203,190)	$ 257,697

The Company recorded amortization expense of $8,868 and $32,729, respectively, during the three and nine months ended December 31, 2025, and $13,474 and $42,183, respectively, during the three and nine months ended December 31, 2024, in general and administrative expenses on the condensed consolidated statements of operations and comprehensive (loss) income.

During the nine months ended December 31, 2025, certain fully amortized intangible assets of approximately $70,242 were eliminated from gross intangible assets and accumulated amortization, with no corresponding impact to the income statement.

During the year ended March 31, 2025, certain fully amortized intangible assets of approximately $31,000 were eliminated from gross intangible assets and accumulated amortization, with no corresponding impact to the income statement.

Estimated amortization expense in future fiscal years is expected to be:

Fiscal year 2026	$	8,874
Fiscal year 2027		35,498
Fiscal year 2028		35,498
Fiscal year 2029		18,515
Fiscal year 2030		14,700
Thereafter		113,876
Total	$	226,961

Note 7—Accounts Receivable

	December 31, 2025		March 31, 2025	
Billed	$	142,435	$	106,880
Unbilled		111,358		84,438
Allowance for credit losses		(8,469)		(9,548)
Accounts receivable, net	$	245,324	$	181,770

Billed accounts receivable represent amounts billed to customers for which the Company has an unconditional right to consideration. Unbilled accounts receivable represent revenue recognized but billed after period-end. All unbilled receivables as of December 31, 2025 are expected to be billed and collected (subject to the allowance for credit losses) within twelve months.

The Company considers various factors, including credit risk associated with customers. To the extent any individual debtor is identified whose credit quality has deteriorated, the Company establishes allowances based on the individual risk characteristics of such customer. The Company makes concerted efforts to collect all outstanding balances due, however account balances are charged off against the allowance when management believes it is probable the receivable will not be recovered.

Allowance for Credit Losses

The Company maintains reserves for current expected credit losses on accounts receivable. Management reviews the composition of accounts receivable and analyzes historical bad debts, customer concentrations, current economic trends, and changes in customer payment patterns to evaluate the adequacy of these reserves.

The Company considers a receivable past due when a customer has not paid by the contractually specified payment due date. Account balances are written off against the allowance for credit losses if collection efforts are unsuccessful and the receivable balance is deemed uncollectible (customer default), based on factors such as customer credit assessments as well as the length of time the amounts are past due.

Changes in the allowance for credit losses on trade receivables were as follows:

	Three months ended December 31,				Nine months ended December 31,			
	2025		2024		2025		2024	
Balance, beginning of period	$	9,368	$	8,938	$	9,548	$	9,706
Provision for credit losses		(653)		846		189		2,144
Write-offs		(246)		(656)		(1,268)		(2,722)
Balance, end of period	$	8,469	$	9,128	$	8,469	$	9,128

The Company recorded a credit gain of $653 and $189 of credit loss expense during the three and nine months ended December 31, 2025, respectively, and $846 and $2,144 of credit loss expense during the three and nine months ended December 31, 2024, respectively, in general and administrative expenses on the condensed consolidated statements of operations and comprehensive (loss) income.

Note 8—Property and Equipment

	December 31, 2025	March 31, 2025
Computer-related equipment	$ 8,880	$ 7,933
Developed software	138,928	115,816
Furniture and fixtures	1,503	1,442
Leasehold improvements	3,702	3,648
Property and equipment, gross	153,013	128,839
Accumulated depreciation	(104,029)	(81,873)
Property and equipment, net	$ 48,984	$ 46,966

Depreciation expense was $7,698 and $22,039 for the three and nine months ended December 31, 2025, respectively, and $6,139 and $17,601 for the three and nine months ended December 31, 2024, respectively. Depreciation expense for the three and nine months ended December 31, 2025, includes $7,698 and $22,039, respectively, related to internal-use assets included in general and administrative expense. No depreciation expense was incurred related to internally developed software to be sold, leased, or otherwise marketed included in other direct costs of revenue. Depreciation expense for the three and nine months ended December 31, 2024, includes $6,122 and $17,399, respectively, related to internal-use assets included in general and administrative expense and $17 and $202, respectively, related to internally developed software to be sold, leased, or otherwise marketed included in other direct costs of revenue.

Cloud Computing Arrangements

As of December 31, 2025, the net carrying value of capitalized implementation costs related to cloud computing arrangements that were incurred during the application development stage was $4,808, of which $1,233 was included in prepaid expenses and other current assets and $3,575 was included in other non-current assets.

As of March 31, 2025, the net carrying value of capitalized implementation costs related to cloud computing arrangements that were incurred during the application development stage was $5,733, of which $1,233 was included in prepaid expenses and other current assets and $4,500 was included in other non-current assets.

For the nine months ended December 31, 2025 and 2024, amortization expenses for implementation costs of cloud-based computing arrangements were $925 and $921, respectively.

Note 9—Other Current Liabilities

Other current liabilities consisted of the following:

	December 31, 2025	March 31, 2025
Accrued expenses	$ 10,454	$ 8,913
Accrued interest	122	1,949
Foreign income tax payable	17,961	15,015
Current lease liabilities	3,249	3,390
Other current liabilities	12,015	8,851
Total	$ 43,801	$ 38,118

On a quarterly basis, the Company performs an assessment on the fair value of its contingent consideration associated with the Company's acquisition of In App Video Services UK LTD ("In App"). Based on the purchase agreement, executed on November 1, 2022, consideration included potential annual earn-out payments based on meeting annual revenue targets for the calendar years ended December 31, 2022, 2023, 2024, and 2025. The annual earn-out payments are up to $250 for the year ended December 31, 2022, and $1,000 for each of the calendar years ended December 31, 2023, 2024, and 2025. Also, the agreement outlines an incremental earn-out payment to be made for each of the calendar years 2023, 2024, and 2025 in an amount equal to 25% of revenue that is more than 150% of that calendar year's revenue target. Given that calendar year ended 2025 represents the final year of the earn-out, the Company determined the final payment based on the calendar year 2025 revenue, and the remaining liability associated with the purchase agreement is no longer considered contingent.

As of December 31, 2025 and March 31, 2025, the current balance of the earn-out liability related to In App was $875 and $1,644, respectively. As of December 31, 2025, the entirety of the liability is included within other current liabilities, to be paid in the fourth quarter of the fiscal year. As a result of the Company's assessments during the nine months ended December 31, 2025, a loss equal to the final change in fair value of $231 was recorded.

During the nine months ended December 31, 2025, the Company made total payments of approximately $1,000 as a result of In App meeting the 2024 calendar goals during the fiscal year ended March 31, 2025. During the nine months ended December 31, 2024, the Company made total payments of $0, as the payment for In App meeting the 2023 calendar goals were paid during the fourth quarter of fiscal year 2024. The Company performed an assessment on the fair value of the contingent consideration for the nine months ended December 31, 2024 and, as a result, a remeasurement loss equal to the change in fair value of $300 was recorded.

Note 10—Other Non-Current Liabilities

Other non-current liabilities consisted of the following:

	December 31, 2025	March 31, 2025
Non-current lease liabilities	$ 4,451	$ 6,111
Contingent consideration	—	644
Other long-term liabilities	4,593	4,620
Total	$ 9,044	$ 11,375

Note 11—Debt

The following table summarizes borrowings under the Company's debt obligations and the associated interest rates:

	December 31, 2025	
	Balance	Interest Rate
Term loans (subject to variable interest rate)	$ 375,000	*11.68 %*

	March 31, 2025		
	Balance	Interest Rate	Unused Line Fee
Revolver (subject to variable interest rate)	$ 411,000	8.17 %	0.35 %

Debt obligations on the consolidated balance sheets consist of the following:

	December 31, 2025	March 31, 2025
Revolver	$ —	$ 411,000
Term loans	375,000	—
Less: Original issuance discount	(11,965)	
Less: Debt issuance costs	(8,067)	(2,313)
Total debt, net	354,968	408,687
Less: Current portion of debt	(4,688)	—
Long-term debt, net of debt discount and issuance costs	$ 350,280	$ 408,687

Revolver

On April 29, 2021, the Company entered into an amended and restated credit agreement (the "Amended and Restated Credit Agreement") with Bank of America, N.A. ("BoA"), as a lender and administrative agent, and a syndicate of other lenders, which provided for a revolving line of credit and which was amended from time to time before being refinanced as described below under "Financing Agreement". At the time of such refinancing, the Amended and Restated Credit Agreement provided for the following terms: (i) the amount of the revolver was $411,000, (ii) the maturity date was August 29, 2026, (iii) the annual interest rate was, at the Company's election, (a) SOFR plus 5.50% from June 13, 2025 to August 29, 2025 and 7.50% from August 30, 2025 and thereafter or (b) Base Rate (means for any day the highest of (x) the Federal Funds Rate plus 0.50%, (y) BoA prime rate, and (z) SOFR plus 1.00%) plus 4.50% from June 13, 2025 to August 29, 2025 and 6.50% from August 30, 2025 and thereafter, (iv) the letter of credit fee was 5.5% through August 29, 2025, with an increase to 7.5% after August 29, 2025, (v) financial covenants of a decreasing consolidated secured net leverage ratio starting at 5.25 and decreasing to 4.00 on and after June 30, 2026 and an increasing fixed charge coverage ratio starting at 1.10 increasing to 1.30 on and after June 30, 2026, (vi) mandatory prepayments of net cash proceeds from equity issuances and certain other extraordinary receipts, and (vii) certain covenants including additional monthly reporting obligations, quarterly projections, biweekly 13-week cash flow forecast reporting, access rights, engagement of a financial advisor to, among other things, provide written analyses, including variance analyses, of actual amounts and projected amounts as set forth in the Company's business plan and budget and 13-week cash flow forecasts, and provide the lenders with reasonable access to the financial advisor. The Company's payment and performance obligations under the Amended and Restated Credit Agreement and related loan documents were secured by its grant of a security interest in substantially all of its personal property assets, whether now existing or hereafter acquired, subject to certain exclusions, and the issued and outstanding equity of certain foreign subsidiaries, including Digital Turbine (EMEA) LTD., Fyber B.V. and Digital Turbine (IL) Ltd. If the Company were to acquire any real property assets with a fair market value in excess of $5,000, it is required to grant a security interest in such real property as well. All such security interests were required to be first priority security interests, subject to certain permitted liens.

The Company incurred debt issuance costs of $15,861 for the Amended and Restated Credit Agreement, inclusive of costs incurred for the prior amendments. Deferred debt issuance costs were recorded as a reduction of the carrying value of the debt on the consolidated balance sheets. All deferred debt issuance costs were amortized on a straight-line basis over the term.

Because the Company refinanced the Amended and Restated Credit Agreement as described below, the Company terminated and fully paid off the outstanding balance of the revolver as of December 31, 2025, and all remaining deferred debt issuance costs were fully amortized on the effective date of termination.

Financing Agreement

On August 29, 2025 (the "Closing Date"), the Company refinanced the Amended and Restated Credit Agreement. The Amended and Restated Credit Agreement was repaid in full with the proceeds of the loans provided under the Financing Agreement (defined below) and terminated.

On the Closing Date, the Company and certain wholly-owned subsidiaries of the Company, as guarantors (the "Guarantors"), entered into a Financing Agreement (the "Financing Agreement") with Blue Torch Finance LLC, as administrative agent and as collateral agent ("Administrative Agent"), and the lenders from time to time party thereto (“Lenders”), pursuant to which the Lenders made loans and other extensions to the Company under certain term loan credit facilities on the terms and conditions as set forth therein.

The Financing Agreement (i) has a four-year term from the Closing Date and (ii) provides for three separate tranches of term loans in an aggregate principal amount of $430,000 (the “Loans”), all of which were borrowed in full by the Company on the Closing Date. The Loans are secured by substantially all of the assets of the Company and the Guarantors, subject to certain exceptions.

During the three and nine months ended December 31, 2025, subsequent to the execution of the Financing Agreement, the Company made payments of $44,908 and $55,000, respectively, on the principal of the Loans with proceeds raised from utilizing the Company’s At-the-Market offering (see **Note 12—At-the-Market Offering)**, except for $3,002, which was paid with operating cash. Under the Financing Agreement, any and all proceeds raised from an equity issuance during the term of the Loans are subject to use for mandatory prepayment of the Loans, including proceeds from at-the-market equity issuances. Under the Financing Agreement, the Company has the option to retain proceeds from one or more at-the-market equity issuances up to the aggregate amount not to exceed $5,000. As of December 31, 2025, the Company has not retained any proceeds from such equity issuances.

Pursuant to the Financing Agreement, the Company issued warrants to the lenders providing the term loans. The Company recorded the warrants as a liability at their full fair value and allocated the remaining proceeds from the incremental borrowings of the Financing Agreement to the Term Loans, net of a discount.

The Loans accrue interest, at the Company’s option, at a term SOFR rate or a reference rate for U.S. dollar borrowings, plus an applicable margin. The applicable margin for Loans accruing interest at the term SOFR rate ranges from 7.50% to 8.00% and ranges from 6.50% to 7.00% for loans accruing interest at the reference rate. The outstanding principal amount of the Loans is subject to scheduled repayment as follows: (i) on the last day of each fiscal quarter, beginning September 30, 2026, until the maturity of the Loans, the Company will repay the outstanding principal amount of term loans in an amount equal to $2,344 in the aggregate across the remaining two tranches and (ii) on the maturity date, the Company will pay the remaining aggregate outstanding principal amount, including all accrued and unpaid interest thereon. As of December 31, 2025, $4,688 was recorded under short-term debt, net of debt discount and issuance costs, with the remainder of the principal of the Loans recorded as long-term debt, net of debt discount and issuance costs.

As of December 31, 2025, the future principal payments for the outstanding debt are as follows:

Future principal payments due for fiscal years ended March 31:		
2026	$	—
2027		7,032
2028		9,376
2029		9,376
2030		349,216
Total payments	$	375,000

The remaining principal amount is scheduled to be repaid at maturity in fiscal year 2030. The Company would be required to pay certain escalating exit fees and duration fees if one of the two remaining tranches of term loans are not repaid by certain dates.

The Financing Agreement contains various customary affirmative and negative covenants, as well as financial covenants. The Financing Agreement requires the Company to maintain (i) a maximum leverage ratio with step-downs every fiscal quarter and (ii) minimum liquidity of (A) $10,000 from the Closing Date until March 31, 2026 and (B) $20,000 from and after April 1, 2026 until the maturity date, of which no less than $10,000 must be maintained within the United States. In addition, the Financing Agreement contains certain mandatory prepayment provisions, including from proceeds raised from equity issuances and, beginning in fiscal year 2027, 50% of any excess cash flows, and the Company would also be required to pay certain escalating exit fees and duration fees if one of the two remaining tranches of term loans is not repaid by a certain date.

As of December 31, 2025, the Company was in compliance with all covenants under the Financing Agreement.

Warrants to Purchase Common Stock

In connection with the Financing Agreement, on the Closing Date, the Company issued warrants (the "August 2025 Warrants") to purchase an aggregate of 824,421 shares of the Company's common stock, par value $0.0001 per share (the "Common Stock"), to certain affiliates of the Lenders (in such capacity, the "August Holders") at an exercise price of $4.84 per share (the "Exercise Price"), which is equal to the 30-day volume-weighted average price per share of Common Stock ending on and including the trading day immediately preceding the Closing Date. In addition, the Company issued, on September 15, 2025, an additional warrant to purchase an aggregate of 397,997 shares of Common Stock to an affiliate of a Lender (in such capacity, the "September Holder" and, together with the August Holders, the "Holders") at the Exercise Price (the "September 2025 Warrant" and, together with the August 2025 Warrants, the "2025 Warrants").

The 2025 Warrants expire on March 1, 2030. The Exercise Price and the number of shares underlying the 2025 Warrants are subject to adjustment in the event of specified events, including a subdivision or combination of the Common Stock, a reclassification of the Common Stock, certain change of control transactions, certain rights offerings or specified dividend payments, subject to certain limitations as set forth in the 2025 Warrants. Upon exercise, the aggregate exercise price may be paid, at each warrant holder's election, in cash or on a net issuance basis, based upon the fair market value of the Common Stock at the time of exercise.

The Company agreed to provide certain customary registration rights with respect to the resale of shares of Common Stock underlying 2025 Warrants held by or issuable to the holders from time to time. The 2025 Warrants also contain customary indemnity and contribution obligations in connection with such registration.

The Company uses the Black-Scholes option valuation model for estimating fair value of common stock warrants. During the three and nine months ended December 31, 2025, the Company recorded a $1,600 gain and $735 loss on changes in the fair value of the derivative liability, respectively. The table below is a summary of changes in the fair value of the Company's valuations for the derivative liability for the nine months ended December 31, 2025:

	Derivative Liability
Balance as of March 31, 2025	$ —
Issuance of 2025 Warrants	3,667
Change in fair value	735
Balance as of December 31, 2025	$ 4,402

Interest expense, net

Interest expense, net, and unused line of credit fees were recorded in interest expense, net, on the condensed consolidated statements of operations and comprehensive (loss) income, as follows:

	Three months ended December 31,		Nine months ended December 31,	
	2025	2024	2025	2024
Interest expense, net	$ (13,561)	$ (7,900)	$ (33,839)	$ (24,462)
Unused line of credit fees and other	—	(13)	(20)	(176)
Total interest expense, net	$ (13,561)	$ (7,913)	$ (33,859)	$ (24,638)

Note 12—At-the-Market Offering

On August 5th, 2025, the Company entered into a Sales Agreement with RBC Capital Markets LLC and Craig-Hallum Capital Group LLC as our sales agents, pursuant to which we could offer and sell from time-to-time shares of our Common Stock for aggregate gross proceeds of up to $150,000. As of three and nine months ended December 31, 2025, the Company sold 6,820,047 and 9,945,136 shares of Common Stock at an average selling price of $6.54 and $5.89 per share, yielding aggregate gross proceeds of $44,573 and $58,566, and incurred commission costs of $1,337 and $1,757 associated with such sales.

Note 13—Stock-Based Compensation

2020 Equity Incentive Plan of Digital Turbine, Inc. (the "2020 Plan")

On September 15, 2020, the Company's stockholders approved the 2020 Plan, pursuant to which the Company may grant equity incentive awards to directors, employees and other eligible participants. The 2020 Plan became effective on September 15, 2020, and has a term of ten years. A total of 12,000,000 shares of common stock were reserved for grant under the 2020 Plan. The types of awards that may be granted under the 2020 Plan include incentive and non-qualified stock options, stock appreciation rights, restricted stock, and restricted stock units. Stock options may be either incentive stock options, as defined in Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), or non-qualified stock options.

On August 27, 2024, our stockholders approved an amendment to the 2020 Plan to increase the number of shares of common stock reserved for issuance thereunder by 8,560,000 shares, from 12,000,000 shares to 20,560,000 shares and to make certain other changes. As of December 31, 2025, 2,694,109 shares of common stock were available for issuance as future awards under the 2020 Plan.

Stock Options

Stock options are granted with an exercise price no lower than the fair market value at the grant date. They typically encompass a vesting period of two to three years and a contractual term of ten years. Share-based compensation expense for stock options is recognized on a straight-line basis over the requisite vesting period, determined by the grant-date fair value for the portion of the award expected to vest. The Company employs the Black-Scholes options-pricing model to estimate the fair value of its stock options. The Company may issue either new shares or treasury shares upon exercise of these awards.

The following table summarizes stock option activity:

	Number of Shares	Weighted-Average Exercise Price (per share)	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Options outstanding as of March 31, 2025	7,239,383	$ 9.13	6.02	$ 3,738
Granted	1,168,725	4.45		
Exercised	(1,196,522)	1.99		
Forfeited / Expired	(482,781)	17.49		
Options outstanding as of December 31, 2025	6,728,805	$ 9.00	6.50	$ 8,829
Exercisable as of December 31, 2025	4,231,570	$ 11.69	5.02	$ 6,114

At December 31, 2025, total unrecognized stock-based compensation expense related to unvested stock options, net of estimated forfeitures, was $6,295, with an expected remaining weighted-average recognition period of 2.09 years.

Restricted Stock

Awards of restricted stock units may be either grants of time-based restricted stock units ("RSUs") or performance-based restricted stock units ("PSUs") that are issued at no cost to the recipient. The stock-based compensation expense for these awards is determined using the fair market value of the Company's common stock on the date of the grant. No capital transaction occurs until the units vest, at which time they are converted to restricted or unrestricted stock. Compensation expense for RSUs with a time condition is recognized on a straight-line basis over the requisite service period. The Company periodically grants PSUs to certain key employees that are subject to the achievement of specified internal performance metrics over a specified performance period. The terms and conditions of the PSUs generally allow for vesting of the awards ranging between forfeiture and up to 200% of target. Stock-based compensation expense for PSUs with a performance condition are recognized on a straight-line basis based on the most likely attainment scenario over the performance period. The most likely attainment scenario is re-evaluated each period.

Restricted stock awards ("RSAs") are awards of common stock that are legally issued and outstanding. RSAs are subject to time-based restrictions on transfer and unvested portions are generally subject to a risk of forfeiture if the award recipient ceases providing services to the Company prior to the lapse of the restrictions. The stock-based compensation expense for these awards is determined using the fair market value of the Company's common stock on the date of the grant. The RSAs have time conditions and in some cases, once the stock vests, the individual is restricted from selling the shares of stock for a certain defined period, from three months to one year, depending on the terms of the RSA.

The following table summarizes RSU, PSU, and RSA activity:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested restricted shares outstanding as of March 31, 2025	5,575,944	$ 5.53
Granted	3,195,023	4.39
Vested	(2,494,867)	5.04
Forfeited	(585,613)	5.46
Unvested restricted shares outstanding as of December 31, 2025	5,690,487	$ 4.81

At December 31, 2025, total unrecognized stock-based compensation expense related to RSUs, PSUs and RSAs, net of estimated forfeitures was $16,054, with an expected remaining weighted-average recognition period of 1.89 years.

Stock-Based Compensation Expense

Stock-based compensation expense for the three and nine months ended December 31, 2025, was $495 and $12,213, respectively, and was recorded within general and administrative expenses on the condensed consolidated statements of operations and comprehensive (loss) income. Stock-based compensation expense for the three and nine months ended December 31, 2024, was $8,250 and $25,417, respectively, and was recorded within general and administrative expenses on the condensed consolidated statements of operations and comprehensive (loss) income.

Note 14—Earnings per Share

Basic net (loss) income per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted net (loss) income per share is computed based on the weighted average number of common shares outstanding plus the effect of potentially dilutive common shares outstanding during the period using the applicable methods. The Company excludes equity instruments from the calculation of diluted earnings per share if the effect of including such instruments is antidilutive.

The following table sets forth the computation of basic and diluted net (loss) income per share of common stock (in thousands, except per share amounts):

	Three months ended December 31,		Nine months ended December 31,	
	2025	2024	2025	2024
Net income (loss) per common share	$ 5,107	$ (23,131)	$ (30,392)	$ (73,273)
Weighted-average common shares outstanding, basic	115,921	104,148	110,593	103,201
Basic net income / (loss) per common share	$ 0.04	$ (0.22)	$ (0.27)	$ (0.71)
Weighted-average common shares outstanding, diluted	120,474	104,148	110,593	103,201
Diluted net income / (loss) per common share	$ 0.03	$ (0.22)	$ (0.27)	$ (0.71)

Anti-dilutive outstanding securities of 4,126,024 for the nine months ended December 31, 2025, and 8,340,265 and 8,309,117 for the three and nine months ended December 31, 2024, respectively, were excluded from the computation of diluted net income per share because their effect would have been anti-dilutive driven by the net loss position for such periods. Dilutive securities of 4,552,472 were included for the three months ended

December 31, 2025 driven by the Company's quarter-to-date net income position. Additionally, the unrealized gain (loss) on derivatives has been removed from the calculation of net income for the purpose of calculating diluted net income per share.

Note 15—Income Taxes

The Company's provision for income taxes as a percentage of pre-tax earnings ("effective tax rate") is based on a current estimate of the annual effective income tax rate, adjusted to reflect the impact of discrete items. In accordance with ASC 740, Accounting for Income Taxes, jurisdictions forecasting losses that are not benefited due to valuation allowances are not included in our forecasted effective tax rate.

During the three and nine months ended December 31, 2025, a tax provision expense of $3,237 and a tax provision expense of $2,596, respectively, resulted in an effective tax rate of 38.8% and (9.3)%, respectively. Differences between the effective tax rate and the statutory tax rate primarily relate to foreign tax rate differences and a valuation allowance on loss from operations.

During the three and nine months ended December 31, 2024, a tax provision expense of $2,412 and $5,562, respectively, resulted in an effective tax rate of (11.6)% and (8.2)%, respectively. Differences between the effective tax rate and the statutory tax rate primarily relate to the non-deductible goodwill impairment charge, tax limitations on deductions for compensation, state tax benefits and foreign rate differences.

On July 4, 2025, President Donald Trump signed into law the reconciliation tax bill, commonly referred to as the "One Big Beautiful Bill Act" ("OBBBA"), which constitutes the enactment date under U.S. GAAP. Key corporate tax provisions of the OBBBA include the restoration of 100% bonus depreciation, the introduction of new Section 174A permitting immediate expensing of domestic research and experimental (R&E) expenditures, modifications to Section 163(j) interest expense limitations, updates to the rules governing global intangible low-taxed income (GILTI) and foreign-derived intangible income (FDII), amendments to energy credit provisions, and the expansion of Section 162(m) aggregation requirements.

Under U.S. GAAP, the effects of changes in tax laws are recognized in the period in which the new law is enacted. Accordingly, the impact of the OBBBA is reflected in the Company's financial statements for the three and nine months ended December 31, 2025.

Note 16—Transformation Program Activities

In October 2024, the Company began a transformation program intended to improve various measures across the organization. These measures include but are not limited to current and future operating expenses, cash flows, and personnel costs. Additionally, the initiatives intend to simplify and streamline business operations, including product optimization, procurement and cost optimization, and team restructuring.

As part of the transformation program, we implemented a two-phased reduction in our workforce, one in November 2024 and the other in January 2025. The transformation program includes a number of other initiatives that are underway, and the Company substantially completed the transformation program by the fourth quarter of fiscal year 2025.

No charges were incurred related to the transformation program for the nine months ended December 31, 2025.

During the year ended March 31, 2025, the Company incurred expenses of $2,886 related to our transformation program, which related specifically to severance costs, and was fully paid as of March 31, 2025. These aggregate pre-tax charges are primarily cash-based and consist of severance and other one-time termination benefits.

Note 17—Commitments and Contingencies

Hosting Agreements

The Company enters into hosting agreements with service providers and in some cases, those agreements include minimum commitments that require the Company to purchase a minimum amount of service over a specified time period (“the minimum commitment period”). The minimum commitment period is generally one-year in duration and the hosting agreements include multiple minimum commitment periods. Our minimum purchase commitments under these hosting agreements total approximately $201,925 over the next five fiscal years.

Legal Matters

The Company may be involved in various claims, suits, assessments, investigations, and legal proceedings that arise from time to time in the ordinary course of its business. The Company accrues a liability when it is both probable a liability has been incurred and the amount of the loss can be reasonably estimated. The Company reviews these accruals at least quarterly and adjusts them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel, and other relevant information. To the extent new information is obtained and the Company’s views on the probable outcomes of claims, suits, assessments, investigations, or legal proceedings change, changes in the Company’s accrued liabilities would be recorded in the period such determination is made. For some matters, the amount of liability is not probable, or the amount cannot be reasonably estimated and, therefore, accruals have not been made.

Note 18—Subsequent Events

Termination of At-the-Market Offering Program

On February 2, 2026, the Company delivered notice to RBC Capital Markets, LLC (“RBC”) and Craig-Hallum Capital Group LLC (collectively, the "Agents") of the termination of the Sales Agreement, dated as of August 5, 2025 (the "Sales Agreement"), pursuant to which the Company could offer and sell, from time to time, shares of the Company's common stock, par value $0.0001 per share, having an aggregate offering price of up to $150,000 through the Agents, as sales agents. The Company terminated the Sales Agreement at its sole discretion, as permitted under Section 7(a) of the Sales Agreement. The termination was effective as of February 2, 2026. As of the termination date, the Company had sold an aggregate of 9,945,136 shares of common stock under the Sales Agreement for aggregate gross proceeds of approximately $58,566.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with, and is qualified in its entirety by, the condensed consolidated financial statements and the notes thereto included in this Quarterly Report on Form 10-Q (this "Report"). The following discussion contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions 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"). Forward-looking statements involve substantial risks and uncertainties. When used in this Report, the words "anticipate," "believe," "estimate," "expect," "will," "seek," "should," "could," "can," "would," "may," "might," "intend," "plan," "target," "project," "contemplate," "predict," "suggest," "potential," and "continue" and the negative of these words and other similar expressions, as they relate to our management or us, are intended to identify such forward-looking statements. Our actual results, performance, or achievements could differ materially from those expressed in or implied by these forward-looking statements as a result of a variety of factors, including those set forth under "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended March 31, 2025, as well as those described elsewhere in this Report and in our other public filings. The risks included are not exhaustive and additional factors could adversely affect our business and financial performance. We operate in a very competitive and rapidly changing environment. New risk factors emerge from time-to-time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Historical operating results are not necessarily indicative of the trends in operating results for any future period. We do not undertake any obligation to update any forward-looking statements made in this Report. Accordingly, investors should use caution in relying on past forward-looking statements, which are estimates based on assumptions, known historical results and trends at the time they are made, to anticipate future results or trends. This Report and all subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

All numbers are in thousands, except share and per share amounts.

Company Overview

Digital Turbine, Inc., through its subsidiaries (collectively "Digital Turbine" or the "Company"), is a leading independent mobile growth platform that levels up the landscape for advertisers, publishers, carriers, and device original equipment manufacturers ("OEMs"). We offer end-to-end products and solutions leveraging proprietary technology to all participants in the mobile application ecosystem, enabling brand discovery and advertising, user acquisition and engagement, and operational efficiency for advertisers. In addition, our products and solutions provide monetization opportunities for OEMs, carriers, and application ("app" or "apps") publishers and developers.

Recent Developments

Impact of Economic Conditions and Geopolitical Developments

Our results of operations are affected by macroeconomic conditions and geopolitical developments, including but not limited to levels of business and consumer confidence, actions taken by governments to counter inflation, potential trade disputes, including but not limited to any U.S. government actions against China-based developers and publishers, Russia's invasion of Ukraine, and the recent conflict in Israel.

Inflation, rising interest rates, supply chain disruptions and constraints, changes in regional or global business, political, macroeconomic and market conditions, including as a result of conflicts, hostilities, recessionary fears, the impact of global instability, domestic and foreign tariffs and other trade protection measures, and reduced business and consumer confidence have caused and may continue to cause a global slowdown of economic activity, which has caused and may continue to cause a decrease in demand for a broad variety of goods and services, including those provided by our clients.

We are impacted by declining volume of sales of new mobile devices by our partners. We believe this is driven by the impact of inflation, economic uncertainty, and their potential impacts on consumers. These negative macroeconomic trends have resulted, and may continue to result in, a decrease in mobile phone sales volume. Continued weakness in the sale of new mobile devices is likely to continue to impact our business, financial condition, and results of operations, the full impact of which remains uncertain at this time.

Further, various U.S. federal and state governmental agencies continue to examine the distribution and use of apps developed and/or published by China based companies. In some cases, government agencies have banned certain apps from mobile devices. Further actions by U.S. federal or state governmental agencies or other countries to restrict or ban the distribution of China based apps could negatively impact our business, financial condition, and results of operations.

While Russia's invasion of Ukraine has not had a direct, material impact on our business, any European conflict, if expanded to include other countries, would likely have a material, negative impact on general economic conditions and would impact our business directly.

Additionally, we continue to actively monitor the recent developments in Israel, Gaza, Lebanon, and Syria for any material impacts to our business. While no adverse financial or operational impacts have been noted in the current period, if such conflict continues or escalates, it could have a potential negative impact on our business, given our significant presence in the region.

The extent of the impact of these macroeconomic factors on our operational and financial performance is also dependent on their impact on carriers and OEMs in relation to their sales of smartphones, tablets, and other devices, as well as the impact on application developers and in-app advertisers. If negative macroeconomic factors or geopolitical developments materially impact our partners over a prolonged period, our results of operations and financial condition could also be adversely impacted, the size and duration of which we cannot accurately predict at this time.

We continue to actively monitor these factors and we may take further actions that alter our business operations, as required, or that we determine are in the best interests of our employees, customers, partners, suppliers, and stockholders. In addition to monitoring the developments described above, the Company also considers the impact such factors may have on our accounting estimates and potential impairments of our non-current assets, which primarily consist of goodwill and finite-lived intangible assets.

See Part I, Item 1A, "Risk Factors," in its Annual Report on Form 10-K for the fiscal year ended March 31, 2025, filed with the Securities and Exchange Commission on June 16, 2025, for additional information related to risks associated with macroeconomic challenges.

Financing Agreement

On August 29, 2025 (the "Closing Date"), the Company refinanced its existing senior credit facility. The Company and certain wholly-owned subsidiaries of the Company, as guarantors (the "Guarantors"), entered into a Financing Agreement (the "Financing Agreement") with Blue Torch Finance LLC, as administrative agent and as collateral agent ("Administrative Agent"), and the lenders from time to time party thereto ("Lenders"), pursuant to which the Lenders made loans and other extensions to the Company under certain term loan credit facilities on the terms and conditions as set forth therein.

The Financing Agreement (i) has a four-year term from the Closing Date and (ii) provides for three separate tranches of term loans in an aggregate principal amount of $430,000 (the "Loans"), all of which were borrowed in full by the Company on the Closing Date. The Loans are secured by substantially all of the assets of the Company and the Guarantors, subject to certain exceptions.

During the three and nine months ended December 31, 2025, the Company made a payments of $44,908 and $55,000, respectively, on the principal of the Loans with proceeds raised from utilizing the Company's At-the-Market offering, except for $3,002, which was paid with operating cash. Under the Financing Agreement, the Company has the option to retain proceeds from one or more at-the-market equity issuances up to the aggregate amount not to exceed $5,000. As of December 31, 2025, the Company has not retained any proceeds from such equity issuances.

The Loans accrue interest, at the Company's option, at a term SOFR rate or a reference rate for U.S. dollar borrowings, plus an applicable margin. The applicable margin for Loans accruing interest at the term SOFR rate ranges from 7.50% to 8.00% and ranges from 6.50% to 7.00% for loans accruing interest at the reference rate. The outstanding principal amount of the Loans is subject to scheduled repayment as follows: (i) on the last day of each fiscal quarter until the maturity of the Loans, the Company will repay the outstanding principal amount of term loans in an amount equal to $2,344 in the aggregate across the remaining two tranches and (ii) on the maturity date, the Company will pay the remaining aggregate outstanding principal amount, including all accrued and unpaid interest thereon. In addition, the Financing Agreement contains certain mandatory prepayment provisions, including from proceeds raised from equity issuances and, beginning in fiscal year 2027, 50% of any excess cash flows, and the Company would also be required to pay certain escalating exit fees and duration fees if one of the two remaining tranches of term loans is not repaid by a certain date.

The Financing Agreement contains various customary affirmative and negative covenants, as well as financial covenants. The Financing Agreement requires the Company to maintain (i) a maximum leverage ratio with step-downs every fiscal quarter and (ii) minimum liquidity of (A) $10,000 from the Closing Date until March 31, 2026 and (B) $20,000 from and after April 1, 2026 until the maturity date, of which no less than $10,000 must be maintained within the United States.

Warrants to Purchase Common Stock

In connection with the Financing Agreement, on the Closing Date, the Company issued warrants (the “August 2025 Warrants”) to purchase an aggregate of 824,421 shares of the Company’s common stock, par value $0.0001 per share (the “Common Stock”), to certain affiliates of the Lenders (in such capacity, the “August Holders”) at an exercise price of $4.84 per share (the “Exercise Price”), which is equal to the 30-day volume-weighted average price per share of Common Stock ending on and including the trading day immediately preceding the Closing Date. In addition, the Company issued, on September 15, 2025, an additional warrant to purchase an aggregate of 397,997 shares of Common Stock to an affiliate of a Lender (in such capacity, the “September Holder” and, together with the August Holders, the “Holders”) at the Exercise Price (the “September 2025 Warrant” and, together with the August 2025 Warrants, the “2025 Warrants”).

The 2025 Warrants expire on March 1, 2030. The Exercise Price and the number of shares underlying the 2025 Warrants are subject to adjustment in the event of specified events, including a subdivision or combination of the Common Stock, a reclassification of the Common Stock, certain change of control transactions, certain rights offerings or specified dividend payments, subject to certain limitations as set forth in the 2025 Warrants. Upon exercise, the aggregate exercise price may be paid, at each warrant holder’s election, in cash or on a net issuance basis, based upon the fair market value of the Common Stock at the time of exercise.

The Company agreed to provide certain customary registration rights with respect to the resale of shares of Common Stock underlying 2025 Warrants held by or issuable to the holders from time to time. The 2025 Warrants also contain customary indemnity and contribution obligations in connection with such registration.

ATM Offering

On August 5th, 2025, the Company entered into a Sales Agreement with RBC Capital Markets LLC and Craig-Hallum Capital Group LLC as our sales agents, pursuant to which we could offer and sell from time-to-time shares of our Common Stock for aggregate gross proceeds of up to $150,000. During the nine months ended December 31, 2025, the Company sold 9,945,136 shares of Common Stock at an average selling price of $5.89 per share, yielding aggregate gross proceeds of $58,566, and incurred commission costs of $1,757 associated with such sales.

Net proceeds raised subsequent to the execution of the Financing Agreement were used to prepay the principal of the Loans, as required under the Financing Agreement.

On February 2, 2026, the Company delivered notice to RBC Capital Markets, LLC (“RBC”) and Craig-Hallum Capital Group LLC (collectively, the "Agents") of the termination of the Sales Agreement, dated as of August 5, 2025 (the "Sales Agreement"), pursuant to which the Company could offer and sell, from time to time, shares of the Company's common stock, par value $0.0001 per share, having an aggregate offering price of up to $150,000 through the Agents, as sales agents. The Company terminated the Sales Agreement at its sole discretion, as permitted under Section 7(a) of the Sales Agreement. The termination was effective as of February 2, 2026. As of the termination date, the Company had sold an aggregate of 9,945,136 shares of common stock under the Sales Agreement for aggregate gross proceeds of approximately $58,566.

Goodwill and Intangible Assets

The process of evaluating the potential impairment of goodwill is subjective and requires significant judgment, including qualitative and quantitative factors such as the identification of reporting units, identification and allocation of assets and liabilities to reporting units, and determinations of fair value. In estimating the fair value of our reporting units when performing our annual impairment test, or when an indicator of impairment is present, we make estimates and significant judgments about the future cash flows of those reporting units and other estimates including appropriate discount rates. Discount rates can fluctuate based on various economic conditions including our capital allocation and interest rates, including the interest rates on U.S. treasury bonds. Changes in judgments on these assumptions and estimates, particularly expectations of revenue and cash flow growth rates in future periods and discount rates, could result in goodwill impairment charges.

In addition to evaluating goodwill for impairment when events or circumstances indicate they would more likely than not reduce the fair value of a reporting unit below its carrying value, the Company also evaluates goodwill for impairment on an annual basis. The Company's next annual evaluation of goodwill for impairment will be as of March 31, 2026.

Finite-lived intangible assets and property, plant, and equipment have been assigned an estimated finite useful life and are amortized on a straight-line basis over the number of years that approximate their respective useful lives. The Company evaluates intangible assets other than goodwill for impairment at least annually or upon the occurrence of events or circumstances that indicate the carrying value of an asset may not be recoverable. In determining whether an impairment exists, the Company considers factors such as changes in the use of the asset, changes in the legal or business environment, and current or historical operating or cash flow losses.

Transformation Program

Beginning in fiscal year 2023, the Company entered into a business transformation project that includes the implementation of a new, global cloud-based enterprise resource planning ("ERP") system to upgrade our existing enterprise-wide operating systems. Additionally, a new human resource ("HR") system was also implemented to streamline employee management processes and enhance organizational effectiveness. We are also undertaking the consolidation of existing ancillary systems and deploying other new platforms and systems to improve our operations and drive business and cost efficiencies.

This is a multi-year project that includes various costs, including software configuration and implementation costs that would be recognized as either capital expenditures or deferred costs in accordance with applicable accounting policies, with certain costs recognized as operating expense associated with project development and project management costs, and professional services with business partners engaged in the planning, design and business process review that would not qualify as software configuration and implementation costs. In addition, the Company is incurring duplicative personnel and other operating costs to maintain legacy systems and operations during the deployment of the new systems and certain other ancillary platforms and systems. The Company completed the first deployment phase in the third quarter of fiscal year 2024. Costs are anticipated to be incurred through various deployment phases that are expected to continue through early fiscal year 2026. The Company incurred $31 and $1,309 of business transformation costs during the nine months ended December 31, 2025 and December 31, 2024, respectively. These costs are recorded in General and Administrative expenses and Product Development expenses in our Condensed Consolidated Statements of Operations and Comprehensive (Loss) Income.

Additionally, the Company is in the process of initiating further transformation efforts. The Company launched an additional transformation effort in October 2024, in which the Company began a transformation program intended to improve various measures across the organization. These measures include but were not limited to current and future operating expenses, cash flows, and personnel costs. Additionally, the initiatives intend to simplify and streamline business operations, including product optimization, procurement and cost optimization, and team restructuring. As part of the transformation program, the Company implemented a two phased reduction in our workforce, one in November 2024 and the other in January 2025. No costs associated with our transformation program were incurred during the nine months ended December 31, 2025. During the fiscal year ended March 31, 2025, the Company incurred expenses of $2,886, related to our transformation program primarily consisting of severance and other one-time termination benefits. The transformation program included several other initiatives and was substantially completed in the fourth quarter of fiscal year 2025. The transformation program was targeted to yield more than $25,000 in annual cash expense savings.

RESULTS OF OPERATIONS

The following table sets forth our results of operations for the three and nine months ended December 31, 2025 and 2024 (in thousands):

	Three months ended December 31,			Nine months ended December 31,		
	2025	2024	% of Change	2025	2024	% of Change
Net revenue	$ 151,399	$ 134,637	12.4 %	$ 422,702	$ 371,354	13.8 %
Costs of revenue and operating expenses						
Revenue share	64,425	69,947	(7.9)%	185,656	182,092	2.0 %
Other direct costs of revenue	12,205	8,954	36.3 %	34,251	25,182	36.0 %
Product development	9,892	10,203	(3.0)%	31,018	30,350	2.2 %
Sales and marketing	14,326	15,494	(7.5)%	42,361	47,628	(11.1)%
General and administrative	28,897	42,792	(32.5)%	105,889	128,485	(17.6)%
Total costs of revenue and operating expenses	129,745	147,390	(12.0)%	399,175	413,737	(3.5)%
Income (loss) from operations	21,654	(12,753)	(269.8)%	23,527	(42,383)	(155.5)%
Interest and other (expense) income, net						
Change in fair value of contingent consideration	(231)	(500)	(53.8)%	(231)	(300)	(23.0)%
Interest expense, net	(13,561)	(7,913)	71.4 %	(33,859)	(24,638)	37.4 %
Amortization of debt discount and issuance costs	(4,007)	(533)	651.8 %	(7,939)	(1,290)	515.4 %
Unrealized gain (loss) on derivatives	1,600	—	100.0 %	(735)	—	100.0 %
Foreign exchange transaction gain	2,815	1,037	171.5 %	3,037	879	245.5 %
Loss on extinguishment of debt	—	—	100.0 %	(9,795)	—	100.0 %
Other (expense) income, net	74	(57)	229.8 %	(1,801)	21	(8676.2)%
Total interest and other expense, net	(13,310)	(7,966)	67.1 %	(51,323)	(25,328)	102.6 %
Income (loss) before income taxes	8,344	(20,719)	(140.3)%	(27,796)	(67,711)	(58.9)%
Income tax provision	3,237	2,412	34.2 %	2,596	5,562	(53.3)%
Net income (loss)	5,107	(23,131)	(122.1)%	(30,392)	(73,273)	(58.5)%

Net revenue

	Three months ended December 31,			Nine months ended December 31,		
	2025	2024	% of Change	2025	2024	% of Change
Net revenue						
On Device Solutions	$ 99,556	$ 91,736	8.5 %	$ 291,468	$ 254,800	14.4 %
App Growth Platform	52,616	44,241	18.9 %	133,593	119,979	11.3 %
Elimination	(773)	(1,340)	(42.3)%	(2,359)	(3,425)	(31.1)%
Total net revenue	$ 151,399	$ 134,637	12.4 %	$ 422,702	$ 371,354	13.8 %

Comparison of the three and nine months ended December 31, 2025 and 2024

Over the three-month comparative periods, net revenue increased by $16,762 or 12.4%, and over the nine-month comparative periods, net revenue increased by $51,348 or 13.8%. See the segment discussion below for further details regarding net revenue.

On Device Solutions

ODS revenue for the three months ended December 31, 2025, increased by $7,820 or 8.5% compared to the three months ended December 31, 2024. Revenue from content media increased by $279, primarily due to increased activity with a carrier that resulted in higher daily active users on prepaid devices., and revenue from application media increased by approximately $7,541. This increase was primarily due to higher device volumes internationally and an increase in revenue-per-device in the US and internationally, offset by lower device volumes in the US. The increase in revenue was primarily driven by improved performance in the Asia Pacific and China regions.

ODS revenue for the nine months ended December 31, 2025, increased by $36,668 or 14.4% compared to the nine months ended December 31, 2024. Revenue from content media increased by approximately $1,144 primarily due to increased activity with a carrier that resulted in higher daily active users on prepaid devices. In addition, application media revenue increased by approximately $35,524 for the nine months ended December 31, 2025. The increase in revenue in application media was primarily due to higher device volumes internationally and an increase in revenue-per-device in the US and internationally, offset by lower device volumes in the US. The increase in revenue was primarily driven by improved performance in the Asia Pacific and China regions.

App Growth Platform

AGP revenue for the three months ended December 31, 2025, increased by $8,375 or 18.9% compared to the three months ended December 31, 2024. The increase was primarily driven by higher advertising exchange revenue of approximately $9,719, which was largely due to the continued onboarding of new publishers and demand partners. This increase was partially offset by a decline in performance and brand advertising revenue by approximately $1,073 primarily due to reduced demand by a major brand and a decrease in private marketplace spend. The increase in AGP revenue was primarily driven by higher performance in the Asia Pacific and China regions. Revenues from reseller partnerships decreased by $271, between the comparable periods.

AGP revenue for the nine months ended December 31, 2025, increased by $13,614 or 11.3% compared to the nine months ended December 31, 2024. The increase was primarily a result of an increase in advertising exchange of approximately $22,591, which was largely due to the continued onboarding of new publishers and demand partners. Performance and brand advertising revenue declined by approximately $8,148 primarily due to reduced demand by major brands. The increase in AGP revenue was primarily due to higher performance in the Asia Pacific and China regions. Revenues from reseller partnerships decreased by $829, between the comparable periods.

Costs of revenue and operating expenses

	Three months ended December 31,			Nine months ended December 31,		
	2025	2024	% of Change	2025	2024	% of Change
Costs of revenue and operating expenses						
Revenue share	$ 64,425	$ 69,947	(7.9)%	$ 185,656	$ 182,092	2.0 %
Other direct costs of revenue	12,205	8,954	36.3 %	34,251	25,182	36.0 %
Product development	9,892	10,203	(3.0)%	31,018	30,350	2.2 %
Sales and marketing	14,326	15,494	(7.5)%	42,361	47,628	(11.1)%
General and administrative	28,897	42,792	(32.5)%	105,889	128,485	(17.6)%
Total costs of revenue and operating expenses	$ 129,745	$ 147,390	(12.0)%	$ 399,175	$ 413,737	(3.5)%

Comparison of the three and nine months ended December 31, 2025 and 2024

Total costs of revenue and operating expenses decreased by $17,645 or 12.0% and decreased by $14,562 or 3.5%, respectively, for the three and nine months ended December 31, 2025, compared to the three and nine months ended December 31, 2024.

The decrease in total costs of revenue and operating expenses for the three months ended December 31, 2025 was due to a decrease in revenue share, product development expenses, sales and marketing expenses, and general and administrative expenses. These decreases were partially offset by higher other direct costs of revenue.

The decrease in total costs of revenue and operating expenses for the nine months ended December 31, 2025 was due to a decrease in sales and marketing expenses and general and administrative expenses. These decreases were partially offset by higher revenue share, other direct costs of revenue, and product development expenses.

Costs of revenue and operating expenses included total business transformation, acquisition-related expenses, and severance costs of $33 and $569 for the three and nine months ended December 31, 2025, respectively, compared to $3,094 and $5,228 for the three and nine months ended December 31, 2024, respectively.

Revenue share

Revenue share includes amounts paid to our carrier and OEM partners, as well as app publishers and developers, and are recorded as a cost of revenue.

Revenue share decreased by $5,522 or 7.9% to $64,425 for the three months ended December 31, 2025, and was 42.6% as a percentage of total net revenue compared to $69,947, or 52.0% of total net revenue, for the three months ended December 31, 2024. The decrease in revenue share and revenue share as a percentage of total net revenue was driven by product mix changes, including certain high-margin product lines driving a higher percentage of total net revenue between the comparative periods.

Revenue share increased by $3,564 or 2.0% to $185,656 for the nine months ended December 31, 2025, and was 43.9% as a percentage of total net revenue compared to $182,092, or 49.0% of total net revenue, for the nine months ended December 31, 2024. The increase in revenue share was attributable to the increase in total net revenue over the same periods, as these costs are typically paid as a percentage of our revenue. The decrease in revenue share as a percentage of total net revenue was driven by product mix changes, including certain high-margin product lines driving a higher percentage of total net revenue between the comparative periods.

Other direct costs of revenue

Other direct costs of revenue are comprised primarily of hosting expenses directly related to the generation of revenue and bidding and platform fees, which are fees incurred by the Company for facilitating certain programmatic ad transactions on our exchange platform. These fees are generally calculated as a percentage of gross advertising spend.

Other direct costs of revenue increased by $3,251 or 36.3% to $12,205 for the three months ended December 31, 2025, and was 8.1% as a percentage of total net revenue compared to $8,954, or 6.7% of total net revenue, for the three months ended December 31, 2024.

The increase in other direct costs for the three months ended December 31, 2025 was primarily driven by favorable monetization methodology changes implemented to the exchange. This change, while driving an increase in bidding and platform fees, also increased revenue, which resulted in a higher margin for the exchange platform. The increase in other direct costs was further driven by the achievement of higher revenue targets in the current year. The increase in other direct costs of revenue as a percentage of total net revenue was also due to the monetization methodology changes.

Other direct costs of revenue increased by $9,069 or 36.0% to $34,251 for the nine months ended December 31, 2025, and was 8.1% as a percentage of total net revenue compared to $25,182, or 6.8% of total net revenue, for the nine months ended December 31, 2024.

The increase in other direct costs for the nine months ended December 31, 2025 was primarily driven by favorable monetization methodology changes implemented to the exchange. This change, while driving an increase in bidding and platform fees, also increased revenue, which resulted in a higher margin for the exchange platform. The increase in other direct costs was further driven by the achievement of higher revenue targets in the current year. This increase was offset by lower amortization of developed technology intangible assets between comparable periods. The increase in other direct costs of revenue as a percentage of total net revenue was primarily due to the monetization methodology changes.

Product development

Product development expenses include the development and maintenance of the Company's product suite. Expenses in this area are primarily a function of personnel. Additionally, product development expenses include certain integration and business transformation costs, which may impact the comparability of product development expenses between periods.

Product development expenses decreased by $311 or 3.0% to $9,892 for the three months ended December 31, 2025, compared to $10,203 for the three months ended December 31, 2024. There were no severance costs included in product development expenses for the three months ended December 31, 2025. Product development expenses included severance costs of $491 for the three months ended December 31, 2024.

Product development expenses, after excluding severance costs, increased by approximately $180 for the three months ended December 31, 2025 compared to the three months ended December 31, 2024. The increase in product development expenses was driven by higher employee-related costs, primarily cash incentive compensation, of $1,438. The increase was partially offset by a decrease in professional service fees of $933, an increase in offsetting capitalization of labor costs related to internally-developed software of $162, and a decrease in hosting and software costs of $163.

Product development expenses increased by $668 or 2.2% to $31,018 for the nine months ended December 31, 2025, compared to $30,350 for the nine months ended December 31, 2024. Product development expenses included severance costs of approximately $105 for the nine months ended December 31, 2025. Product development expenses included severance costs of approximately $671 for the nine months ended December 31, 2024.

Product development expenses, after excluding severance costs, increased by approximately $1,234 for the nine months ended December 31, 2025 compared to the nine months ended December 31, 2024. The increase in product development expenses was primarily driven by higher employee-related costs, primarily cash incentive compensation, of $2,860 and an increase in hosting and software costs of $973. These increases were partially offset by a decrease in professional service fees of $2,045, an increase in offsetting capitalization of labor costs related to internally-developed software of approximately $323, and a decrease in other costs, including travel and recruiting of $231.

Product development expenses, excluding severance costs, changed to 6.5% and 7.3% of total net revenue for the three and nine months ended December 31, 2025, respectively, compared to 7.2% and 8.0% of total net revenue for the three and nine months ended December 31, 2024, respectively. The decrease in product development expenses as a percentage of total net revenue for the three and nine months ended December 31, 2025 was primarily due to revenues increasing at a rate faster than product development expenses.

Sales and marketing

Sales and marketing expenses represent the costs of sales and marketing personnel, advertising and marketing campaigns, and campaign management. Additionally, sales and marketing expenses include certain integration and business transformation costs, which may impact the comparability of sales and marketing expenses between periods.

Sales and marketing expenses decreased by $1,168 or 7.5% to $14,326 for the three months ended December 31, 2025, and was 9.5% as a percentage of total net revenue compared to $15,494, or 11.5% of total net revenue, for the three months ended December 31, 2024. Sales and marketing expenses included severance costs of approximately $33 and $1,018 for the three months ended December 31, 2025 and December 31, 2024, respectively.

Sales and marketing expenses, after excluding severance expenses, decreased by approximately $183 for the three months ended December 31, 2025 compared to the three months ended December 31, 2024. The decrease in sales and marketing expenses was primarily due to a higher offsetting capitalization of labor costs related to internally-developed software of approximately $502, lower events and generation costs of $280, and lower other operating costs, including various travel and facilities costs of $262. These decreases were offset by an increase in employee-related costs of $861.

Sales and marketing expenses decreased by $5,267 or 11.1% to $42,361 for the nine months ended December 31, 2025, and was 10.0% as a percentage of total net revenue compared to $47,628, or 12.8% of total net revenue, for the nine months ended December 31, 2024. Sales and marketing expenses included severance costs of approximately $388 for the nine months ended December 31, 2025. Sales and marketing expenses included severance costs of approximately $1,524 for the nine months ended December 31, 2024.

Sales and marketing expenses, after excluding severance expenses, decreased by approximately $4,131 for the nine months ended December 31, 2025 compared to the nine months ended December 31, 2024. The decrease in sales and marketing expenses was primarily due to lower employee-related costs of $1,259, inclusive of increased cash incentive compensation, higher offsetting capitalization of labor costs related to internally-developed software of approximately $2,128, and lower sales costs for marketing events and lead generation of $743.

The decrease in sales and marketing expenses as a percentage of total net revenue for the three and nine months ended December 31, 2025 were driven by a decrease in overall headcount, improved sales performance, and an increase in offsetting capitalization of employee-related costs.

General and administrative

General and administrative expenses represent management, finance, and support personnel costs in both the parent and subsidiary companies, which include professional services and consulting costs, in addition to other costs such as rent, stock-based compensation, and depreciation and amortization expense. Additionally, general and administrative expenses include certain integration and business transformation costs, which may impact the comparability of general and administrative expenses between periods.

General and administrative expenses decreased by $13,895 or 32.5% to $28,897 for the three months ended December 31, 2025 compared to $42,792 for the three months ended December 31, 2024. There were no severance and business transformation costs included in general and administrative expenses for the three months ended December 31, 2025. General and administrative expenses included severance, acquisition-related, and business transformation costs of approximately $1,585 for the three months ended December 31, 2024.

General and administrative expenses, after excluding severance, acquisition-related, and business transformations costs, decreased by $12,310 for the three months ended December 31, 2025 compared to the three months ended December 31, 2024. The decrease was primarily due to lower stock-based compensation expense of $7,688, lower depreciation and amortization of $3,041 related to certain intangible assets that became fully amortized in the prior quarter, lower credit loss expense of $1,499, a decrease in facilities expense of $2,040, and a decrease in other costs of $654. These decreases were partially offset by higher costs for professional service fees of $937 and higher employee-related costs of $1,648, primarily driven by cash incentive compensation.

General and administrative expenses decreased by $22,596 or 17.6% to $105,889 for the nine months ended December 31, 2025, compared to $128,485 for the nine months ended December 31, 2024. General and administrative expenses included severance and business transformation costs of approximately $76 for the nine months ended December 31, 2025. General and administrative expenses included severance, acquisition-related, and business transformation costs of $3,033 for the nine months ended December 31, 2024.

General and administrative expenses, after excluding severance, acquisition-related, and business transformation costs, decreased by $19,639 for the nine months ended December 31, 2025 compared to the nine months ended December 31, 2024. The decrease was primarily due to lower stock-based compensation expense of $13,183, lower depreciation and amortization of $4,841 related to certain intangible assets that became fully amortized between comparative periods, lower credit loss expense of $1,955, lower facilities costs of $2,283, lower software and license fees of $381, lower recruiting and relocation costs of $472, and a decrease in other costs of $677. These decreases were partially offset by higher employee-related costs of $2,620, primarily cash incentive compensation, and higher professional fees of $1,529.

Interest and other income (expense), net

	Three months ended December 31,			Nine months ended December 31,		
	2025	2024	% of Change	2025	2024	% of Change
Interest and other (expense) income, net						
Change in fair value of contingent consideration	$ (231)	$ (500)	(53.8)%	$ (231)	$ (300)	(23.0)%
Interest expense, net	$ (13,561)	$ (7,913)	71.4 %	(33,859)	(24,638)	37.4 %
Amortization of debt discount and issuance costs	(4,007)	(533)	651.8 %	(7,939)	(1,290)	515.4 %
Unrealized gain (loss) on derivatives	1,600	—	100.0 %	(735)	—	100.0 %
Foreign exchange transaction gain	2,815	1,037	171.5 %	3,037	879	245.5 %
Loss on extinguishment of debt	—	—	100.0 %	(9,795)	—	100.0 %
Other (expense) income, net	74	(57)	(229.8)%	(1,801)	21	(8,676.2)%
Total interest and other (expense), net	$ (13,310)	$ (7,966)	67.1 %	$ (51,323)	$ (25,328)	102.6 %

Comparison of the three and nine months ended December 31, 2025 and 2024

Interest expense, net

For the three and nine months ended December 31, 2025, interest expense, net, increased by $5,648 or 71.4% and $9,221 or 37.4%, respectively, compared to the three and nine months ended December 31, 2024. The increase was primarily due to increased interest rates of 511 basis points and 268 basis points for the three and nine months, respectively. For the three and nine months ended December 31, 2025 the Company had lower average outstanding borrowings of $10,101 and higher average outstanding borrowings of $3,841, respectively, over the comparative periods. The decrease for the three months ended December 31, 2025 was due to payments on the term loans of $44,908, and the increase for the nine months ended December 31, 2025 was a result of the negotiated terms under the Company's August 29, 2025 Financing Agreement, in association with the new term loans.

Amortization of debt discount and issuance costs

For the three and nine months ended December 31, 2025, amortization of debt issuance costs increased by $3,474 or 651.8% and $6,649 or 515.4%, respectively, compared to the three and nine months ended December 31, 2024. The increase for the three months ended December 31, 2025 was primarily due to accelerated amortization of the debt discount and issuance costs associated with voluntary prepayments on the principal balance of the term loans during the period.

The increase for the nine months ended December 31, 2025 was primarily due to increased amortization of issuance costs associated with the Fifth Amendment to the Amended and Restated Credit Agreement, signed on June 13, 2025, contributing to higher monthly amortization beginning in June 2025. Subsequently, on August 29, 2025, the Company signed the Financing Agreement, fully paying off the revolver and replacing it with term loans, at which time all remaining capitalized debt issuance costs associated with the Amended and Restated Credit Agreement were fully amortized as a loss on extinguishment of debt. Additionally, the Company made total payments of $55,000 on the principal of the term loans, at which time a pro rata portion of the original issue discount and debt issuance costs were amortized.

Unrealized loss on derivatives

For the three and nine months ended December 31, 2025, there was an increase in unrealized gains of $1,600 and unrealized loss of $735 on derivatives, respectively, compared to the three and nine months ended December 31, 2024. The increase was due to the issuance of the 2025 Warrants in relation to the Company's Financing Agreement. The Company classified these warrant instruments as derivative liabilities at fair value and adjusts the instruments to fair value at each reporting period. This liability is re-measured at each balance sheet date until the 2025 Warrants are exercised or expire, and any change in fair value will be recognized in the Company's statements of operations and comprehensive (loss) income as an unrealized gain or loss on derivatives.

Foreign exchange transaction gain (loss)

For the three and nine months ended December 31, 2025, the Company recorded foreign exchange transaction gains of $2,815 and $3,037, respectively. For the three and nine months ended December 31, 2024, the Company recorded foreign exchange transaction losses of $1,037 and $879, respectively. The changes were primarily attributable to fluctuations in foreign exchange rates for trade accounts receivables and payables denominated in currencies other than the functional currency of foreign entities.

Loss on extinguishment of debt

For the three and nine months ended December 31, 2025, the Company recorded a loss on extinguishment of debt of $0 and $9,795, respectively, or 0% and 100.0% compared to the three and nine months ended December 31, 2024, during which no loss on extinguishment was incurred. The increase was driven by the amortization of all remaining debt issuance costs associated with the Company's revolver in connection with the Amended and Restated Credit Agreement, which was terminated and fully paid as of December 31, 2025.

Liquidity and Capital Resources

Liquidity

Our primary sources of liquidity are our cash and cash equivalents, cash from operations, and borrowings under the Financing Agreement. As of December 31, 2025, we had unrestricted cash of approximately $40,180 and restricted cash of approximately $243. For the three and nine months ended December 31, 2025, we incurred net income of $5,107 and a net loss of $30,392, respectively, and generated cash from operating activities of $14,176 and $37,424, respectively.

Our principal cash requirements for the twelve-month period following this Report primarily consist of refinancing certain Loan tranches under the Financing Agreement and payment of interest and required principal payments thereunder in addition to personnel costs, contractual payment obligations, including office leases, cloud hosting costs, capital expenditures, minimum commitments under hosting agreements (see Liquidity and Capital Resources—Hosting Agreements below), cash outlays for income taxes, and cash requirements to fund working capital.

We have been and are continuing to explore various cost saving opportunities, and we intend to continue seeking opportunities to generate additional revenue through operations. There can be no assurance that we will be successful in our plans described above. If we are unable to effectively implement additional cost reductions, generate additional revenue or refinance certain Loan tranches under the Financing Agreement or raise additional funding, we may be forced to delay, reduce or eliminate some or all of our strategic operational efforts and product and service expansion, and our business, financial condition and results of operations could be materially and adversely affected.

As described above, we are currently seeking to refinance certain Loan tranches under the Financing Agreement and are exploring options to raise additional capital through the sale of equity securities or equity-linked or debt-financing arrangements. Under the Financing Agreement, the Company is required to pay certain escalating exit fees and duration fees if one of the two remaining tranches of term loans is not repaid by certain dates. If we successfully refinance such Loans on acceptable terms, we believe our existing cash and cash equivalents, cash flow from operations, and ability to access debt financing arrangements would be sufficient to meet our working capital and other business requirements for at least 12 months from the filing date of this Report. However, our ability to meet our debt service obligations and to fund working capital, capital expenditures, and investments in our business will depend upon our future performance and our ability to access capital markets and refinance such Loans, as well as financial, business, and other factors affecting our operations, many of which are beyond our control. These factors include general and regional economic, financial, competitive, legislative, regulatory, and other factors such as the U.S. and global economic climate uncertainty, the impact of tariffs, the state of the equity and debt markets and the ability to raise capital in such markets, health epidemics, economic and macro-economic factors like labor shortages, supply chain disruptions, and inflation, and geopolitical developments, including the conflict in Ukraine, the political climate related to China, and the conflict in Israel. We cannot guarantee we will generate sufficient cash flow from operations, or that future borrowings or capital markets will be available, in an amount sufficient to enable us to pay our debt, refinance Loan tranches under the Financing Agreement or to fund our other liquidity needs. See Part I, Item 1A, “Risk Factors,” in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2025, filed with the Securities and Exchange Commission on June 16, 2025, and Part II, Item 1A in this Report for additional information related to the foregoing risks.

Capital Resources

Our outstanding secured indebtedness under the Financing Agreement is $375,000 as of December 31, 2025. The maturity date of the Financing Agreement is August 29, 2029, and the outstanding balance is classified as long-term debt, net of debt issuance costs of $8,067, original issuance discount of $11,965, and short-term debt, net of debt discount and issuance costs of $4,688 on our consolidated balance sheets as of December 31, 2025. For further description of the terms of the Financing Agreement, see Note 11—Debt under the heading “Financing Agreement” in the notes to our condensed consolidated financial statements under Part I, Item 1 of this Report.

The collateral pledged to secure our secured debt, consisting of substantially all of our U.S. subsidiaries’ assets, would be available to the secured creditor in a foreclosure, in addition to many other remedies. Accordingly, any adverse change in our ability to service our secured debt could result in an event of default, cross default, and foreclosure or forced sale. Depending on the value of the assets, there could be little, if any, assets available for common stockholders in any foreclosure or forced sale.

Our Financing Agreement also contains a maximum leverage ratio and minimum liquidity amount. If we fail to satisfy these covenants, the lender may declare a default, which could lead to acceleration of the debt maturity. Any such default would have a material adverse effect on us.

As of December 31, 2025, we were in compliance with all covenants under the Financing Agreement.

As described above, we are currently seeking to refinance certain Loan tranches under the Financing Agreement and are exploring options to raise additional capital through the sale of equity securities or equity-linked or debt-financing arrangements. If we raise additional funds by issuing equity or equity-linked securities, it may be at a price and on terms and conditions that are less favorable to the Company, and the ownership of our existing stockholders will be diluted. If we raise additional financing by incurring new indebtedness, we may be subject to increased interest rates, increased fixed payment obligations and could also be subject to additional restrictive covenants and other operating restrictions that could adversely impact our ability to conduct our business. Any future indebtedness we incur may result in terms that could be less favorable to the Company. We cannot assure you that we will be able to refinance any of our indebtedness or enter into equity or equity-linked financing arrangements on commercially reasonable terms, or at all.

If the Company is unable to refinance certain Loan tranches under the Financing Agreement by certain dates, the Company will be required to pay exit and duration fees on such tranches when repaid, which could have a material adverse impact on our business, financial condition and results of operations.

Hosting Agreements

We enter into hosting agreements with service providers, and, in some cases, those agreements include minimum commitments that require us to purchase a minimum amount of service over a specified time period (“the minimum commitment period”). The minimum commitment period is generally one year in duration, and the hosting agreements include multiple minimum commitment periods. Our minimum purchase commitments under these hosting agreements total approximately $201,925 over the next five fiscal years.

Cash Flow Summary ($ in thousands)

	Nine months ended December 31,		
	2025	2024	% of Change
Consolidated statements of cash flows data:			
Net cash provided by operating activities	**$ 37,424**	**$ 372**	**9,960.2 %**
Capital expenditures	(23,172)	(20,533)	12.9 %
Net cash used in investing activities	**$ (23,172)**	**$ (20,533)**	**12.9 %**
Proceeds from borrowings, net of original issue discount	418,700	38,000	1,001.8 %
Payment of debt issuance costs	(20,486)	(1,627)	1,159.1 %
Payment of deferred business acquisition consideration	(1,157)	—	100.0 %
Repayment of debt obligations	(466,000)	(13,000)	3,484.6 %
Proceeds from issuance of common stock in connection with at-the-market offering, net of issuance costs of $1,757	56,809	—	100.0 %
Payment of withholding taxes for net share settlement of equity awards	(505)	(231)	118.6 %
Options exercised	2,307	103	2,139.8 %
Net cash provided by (used in) financing activities	**$ (10,332)**	**$ 23,245**	**(144.4)%**

Operating Activities

Our cash flows from operating activities are primarily driven by revenue generated from user acquisition and advertising activity, offset by the cash costs of operations, and are significantly influenced by the timing of and fluctuations in receipts from customers and payments to our carrier and publisher partners as well as other vendors. Our future cash flows from operating activities will be diminished if we cannot increase our revenue levels and manage costs appropriately. Cash provided by operating activities was $37,424 for the nine months ended December 31, 2025, compared to $372 for the nine months ended December 31, 2024. The increase of $37,052 was due to the following:

- $42,881 decrease in net loss;
- $822 net decrease due to changes in operating assets and liabilities, driven primarily by working capital changes, specifically an increase in the change in accounts receivable and other current assets, and a decrease in the change in other current liabilities. This was primarily offset by an increase in the change in accrued revenue share and accrued compensation, primarily related to the cash incentive compensation;
- $5,007 net decrease in non-cash charges during the nine months ended December 31, 2025 primarily related to a decrease in amortization over intangibles assets, provision for credit losses, and share based compensation. The decrease was primarily offset by the loss on extinguishment of debt, amortization of debt discount and issuance costs, and the unrealized loss on derivatives in the current period.

Investing Activities

Our primary investing activities have consisted of acquisitions of businesses, purchases of property and equipment, and capital expenditures in support of creating and enhancing our technology infrastructure. For the nine months ended December 31, 2025, net cash used in investing activities increased by $2,639 to $23,172. Our cash used in investing activities for the nine months ended December 31, 2025 and December 31, 2024, was primarily comprised of capital expenditures related to internally-developed software.

Financing Activities

For the nine months ended December 31, 2025, net cash used in financing activities was $10,332, which was comprised of: (1) proceeds from borrowings, net of original issue discount of $418,700, (2) the repayment of debt obligations of $466,000 related to the termination and pay-down of the Company's revolver of $411,000 and $55,000 prepayment on the Company's new term loans, (3) payment of $20,486 for debt issuance costs, (4) payment of deferred business acquisition consideration of $1,157 and (5) payment of payroll withholding taxes for net share settlement of equity awards of $505. These cash outflows were offset by cash inflows comprising of (1) proceeds from the issuance of common stock in connection with at-the-market offering of $56,809 and (2) stock option exercises of $2,307.

For the nine months ended December 31, 2024, net cash provided by financing activities was $23,245, which was comprised of: (1) the repayment of debt obligations of $13,000, and (2) payment of $1,627 of debt issuance costs, and (3) payment of payroll withholding taxes for net share settlement of equity awards of $231. These cash outflows were offset by cash inflows from proceeds from borrowings of $38,000 and stock option exercises of $103.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our financial condition and results of operations is based on our unaudited financial statements. The preparation of these financial statements is based on management's selection and application of accounting policies, some of which require management to make judgments, estimates, and assumptions that affect the amounts reported in the financial statements and notes. For more information regarding our critical accounting policies and estimates, please see Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies," of our Annual Report on Form 10-K for the fiscal year ended March 31, 2025, and Note 2—Basis of Presentation and Summary of Significant Accounting Policies," of this Report on Form 10-Q for our fiscal third quarter ended December 31, 2025.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company has operations both within the U.S. and internationally and is exposed to market risks in the ordinary course of business - primarily interest rate and foreign currency exchange risks.

Interest Rate Fluctuation Risk

The primary objective of the Company's investment activities is to preserve principal while maximizing income without significantly increasing risk. The Company's cash and cash equivalents consist of cash and deposits, which are sensitive to interest rate changes.

The Company's borrowings under its Amended and Restated Credit Agreement were, and after the refinancing of such under the Financing Agreement are, subject to variable interest rates and thus expose the Company to interest rate fluctuations. As of December 31, 2025, the Company had borrowed $375,000 under the Financing Agreement. As of December 31, 2025, the interest rate was 11.68%. Market interest rates have increased significantly, and if market interest rates continue to materially increase, the Company's results of operations could be adversely affected. A hypothetical increase in market interest rates of 100 basis points would result in an increase in interest expense of $10 per year for every $1,000 of outstanding debt under the Company's Financing Agreement. The Company has not used any derivative financial instruments to manage its interest rate risk exposure. The Company is potentially exposed to refinancing risk in the future, should the Company seek to refinance its debt or raise new debt. As such, the type, cost, and terms of any new debt potentially raised in the future may differ from that of our existing debt agreements.

Foreign Currency Exchange Risk

Foreign currency exchange risk is the risk that the Company's results of operations and/or financial condition could be affected by changes in exchange rates. The Company has transactions denominated in currencies other than the U.S. dollar, principally the euro, Turkish lira, and British pound, which expose the Company's operations to risk from the effects of exchange rate movements. Such movements may impact future revenues, expenses, and cash flows. In certain of the Company's foreign operations, the Company transacts primarily in the U.S. dollar, including for net revenue, revenue share, and employee-related compensation costs, which reduces the Company's exposure to foreign currency exchange risk. In addition, gains (losses) related to translating certain cash balances, trade accounts receivable and payable balances, and intercompany balances also impact net income. As the Company's foreign operations expand, results may be impacted further by fluctuations in the exchange rates of the currencies in which the Company does business. The Company has not used any derivative financial instruments to manage its foreign currency exchange risk exposure.

Fair Value Risk

The Company holds a financial liability in the form of a derivative liability related to the 2025 Warrants issued in connection with the Financing Agreement, which are measured at fair value and recorded through net income (loss) in our consolidated statements of operations and comprehensive (loss) income. The fair value of the derivative liability fluctuates based on the market price of the Company's common stock. The initial fair value of the derivative liability was estimated using a Black-Scholes model, with an initial valuation of $3.00 per share. An increase in the Company's stock price would result in an increase in the fair value of the liability and a resulting unrealized loss on derivatives on the consolidated statements of operations and comprehensive (loss) income.

Further information regarding the fair value of the derivative liability that is measured on a recurring basis is presented in **Note 4—Fair Value Measurements** to the accompanying condensed consolidated financial statements included in this Form 10-Q.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Report. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, regardless of how well they were designed and are operating, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this Report, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) or 15d-15(d) of the Exchange Act during the three months ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company may be involved in various claims, suits, assessments, investigations, and legal proceedings that arise from time to time in the ordinary course of its business. The Company accrues a liability when it is both probable a liability has been incurred and the amount of the loss can be reasonably estimated. The Company reviews these accruals at least quarterly and adjusts them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel, and other relevant information. To the extent new information is obtained and the Company's views on the probable outcomes of claims, suits, assessments, investigations, or legal proceedings change, changes in the Company's accrued liabilities would be recorded in the period such determination is made. For some matters, the amount of liability is not probable, or the amount cannot be reasonably estimated and, therefore, accruals have not been made.

ITEM 1A. RISK FACTORS

Except as set forth below, the Company is not aware of any material changes to the risk factors set forth under Part I, Item 1A, "Risk Factors," in its Annual Report on Form 10-K for the fiscal year ended March 31, 2025, filed with the Securities and Exchange Commission on June 16, 2025.

We have secured and unsecured indebtedness, a portion of which the Company intends to refinance and which could limit our financial flexibility. As of September 30, 2025, we had $375,000 outstanding under the Financing Agreement. As of September 30, 2025, we had unrestricted cash of approximately $40,180 and restricted cash of approximately $243.

On August 29, 2025 (the "Closing Date"), the Company refinanced its existing senior credit facility. The Company and certain wholly-owned subsidiaries of the Company, as guarantors (the "Guarantors"), entered into a Financing Agreement (the "Financing Agreement") with Blue Torch Finance LLC, as administrative agent and as collateral agent ("Administrative Agent"), and the lenders from time to time party thereto ("Lenders"), pursuant to which the Lenders made loans and other extensions to the Company under certain term loan credit facilities on the terms and conditions as set forth therein.

The Financing Agreement (i) has a four-year term from the Closing Date and (ii) provides for three separate tranches of term loans in an aggregate principal amount of $430,000 (the "Loans"), all of which were borrowed in full by the Company on the Closing Date. The outstanding principal amount of the Loans is subject to scheduled repayment as follows: (i) on the last day of each fiscal quarter until the maturity of the Loans, the Company will repay the outstanding principal amount of term loans in an amount equal to $2,344 in the aggregate across the remaining two tranches and (ii) on the maturity date, the Company will pay the remaining aggregate outstanding principal amount, including all accrued and unpaid interest thereon. In addition, the Financing Agreement contains certain mandatory prepayment provisions, including proceeds raised from equity issuances and, beginning in fiscal year 2027, 50% of any excess cash flows, and the Company would also be required to pay certain escalating exit fees and duration fees if two tranches of term loans are not repaid by certain dates.

The Loans are secured by substantially all of the assets of the Company and the Guarantors, subject to certain exceptions.

The Financing Agreement, the amount of indebtedness thereunder, the terms of the tranches and related mandatory prepayment provisions, and the Company's desire to refinance certain tranches could have significant negative consequences including:

- increasing our vulnerability to general adverse economic and industry conditions;
- increasing our exposure to interest rate risk;
- limiting our ability to obtain additional financing;
- increasing our risk of violating a financial covenant, resulting in the indebtedness being due immediately and negatively impacting our liquidity;
- increasing our risk of requiring additional financial covenant measurement consents or default waivers without enhanced financial performance in the short term;

- requiring the use of a substantial portion of any cash flow from operations to service indebtedness, thereby reducing the amount of cash flow available for other purposes, including capital expenditures;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which it competes; and
- placing us at a possible competitive disadvantage to less leveraged competitors that are larger and may have better access to capital resources.

Our borrowings under our credit facility are subject to variable interest rates and thus expose us to interest rate fluctuations. If market interest rates continue to increase, our results of operations could be adversely affected. Our Financing Agreement also contains a maximum leverage ratio and other financial covenants. If we fail to satisfy these covenants, the lenders may declare a default, which could lead to acceleration of the debt's maturity. Any such default would have a material adverse effect on us. Our ability to meet our debt service obligations and to fund working capital, capital expenditures, and investments in our business will depend upon our future performance and our ability to access capital markets and refinance certain tranches of the Refinancing Agreement, as well as financial, business, and other factors affecting our operations, many of which are beyond our control. These factors include general and regional economic, financial, competitive, legislative, regulatory, and other factors such as the U.S. and global economic climate uncertainty, the impact of tariffs, the state of the equity and debt markets and the ability to raise capital in such markets, health epidemics, economic and macro-economic factors like labor shortages, supply chain disruptions, and inflation, and geopolitical developments, including the conflict in Ukraine, the political climate related to China, and the conflict in Israel. We cannot guarantee we will generate sufficient cash flow from operations, or that future borrowings or capital markets will be available, in an amount sufficient to enable us to pay our debt, refinance certain tranches under the Financing Agreement or to fund our other liquidity needs.

The collateral pledged to secure our secured debt, consisting of substantially all of our and our U.S. and certain foreign subsidiaries' assets, would be available to the secured creditor in a foreclosure, in addition to many other remedies. Accordingly, any adverse change in our ability to service our secured debt could result in an event of default, cross default, and foreclosure or forced sale. Depending on the value of assets, there could be little, if any, assets available for common stockholders in any foreclosure or forced sale.

We are currently seeking to refinance certain tranches under the Refinancing Agreement and are exploring options to raise additional capital through the sale of equity securities or equity-linked or debt-financing arrangements. If we raise additional funds by issuing equity or equity-linked securities, it may be at a price and on terms and conditions that are less favorable to the Company, and the ownership of our existing stockholders will be diluted. If we raise additional financing by incurring new indebtedness, we may be subject to increased interest rates, increased fixed payment obligations and could also be subject to additional restrictive covenants and other operating restrictions that could adversely impact our ability to conduct our business. Any future indebtedness we incur may result in terms that could be less favorable to the Company. We cannot assure you that we will be able to refinance any of our indebtedness or enter into equity or equity-linked financing arrangements on commercially reasonable terms, or at all.

If the Company is unable to refinance certain Loan tranches under the Financing Agreement by certain dates, the Company will be required to pay exit and duration fees on such tranches when repaid, which could have a material adverse impact on our business, financial condition and results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the three and nine months ended December 31, 2025, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

Termination of At-the-Market Offering Program

On February 2, 2026, the Company delivered notice to RBC Capital Markets, LLC (“RBC”) and Craig-Hallum Capital Group LLC (collectively, the "Agents") of the termination of the Sales Agreement, dated as of August 5, 2025 (the "Sales Agreement"), pursuant to which the Company could offer and sell, from time to time, shares of the Company's common stock, par value $0.0001 per share, having an aggregate offering price of up to $150,000 through the Agents, as sales agents. The Company terminated the Sales Agreement at its sole discretion, as permitted under Section 7(a) of the Sales Agreement. The termination was effective as of February 2, 2026. As of the termination date, the Company had sold an aggregate of 9,945,136 shares of common stock under the Sales Agreement for aggregate gross proceeds of approximately $58,566.

The Company engaged RBC as its financial advisor in connection with the Financing Agreement and related refinancing of its previous senior credit facility on August 29, 2025.

ITEM 6. EXHIBITS

Exhibit No.	Description
10.1	Separation Agreement, effective November 4, 2025, by and between Digital Turbine, Inc. and Senthilkumaran Kanagaratnam (incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q filed with the SEC on November 4, 2025). †
31.1	Certification of William Stone, Principal Executive Officer. *
31.2	Certification of Stephen Lasher, Principal Financial Officer. *
32.1	Certification of William Stone, Principal Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. +
32.2	Certification of Stephen Lasher, Principal Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. +
101	The following financial information from Digital Turbine, Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 31, 2025 formatted in Inline XBRL (Extensible Business Reporting Language) includes: (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations and Comprehensive (Loss) Income, (iii) the Condensed Consolidated Statements of Cash Flows, (iv) the Condensed Consolidated Statements of Stockholders' Equity, and (v) Notes to the Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.
\+ In accordance with SEC Release No. 33-8212, these exhibits are being furnished, and are not being filed, as part of this Quarterly Report on Form 10-Q or as a separate disclosure document, and are not being incorporated by reference into any Securities Act registration statement.
† Management contract or compensatory plan or arrangement

• 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.

Digital Turbine, Inc.

Dated: February 3, 2026 By: /s/ William Gordon Stone III
William Gordon Stone III
Chief Executive Officer
(Principal Executive Officer)

Digital Turbine, Inc.

Dated: February 3, 2026 By: /s/ Stephen Andrew Lasher
Stephen Andrew Lasher
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, William Gordon Stone III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Digital Turbine, 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(s) 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(s) 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 (or persons performing the equivalent functions):

(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.

February 3, 2026	By:	/s/ William Gordon Stone III
		William Gordon Stone III Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Stephen Andrew Lasher, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Digital Turbine, 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(s) 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(s) 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 (or persons performing the equivalent functions):

(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.

February 3, 2026	By:	/s/ Stephen Andrew Lasher
		Stephen Andrew Lasher Chief Financial Officer (Principal Financial Officer)

Exhibit 32.1

Certification of Principal Executive Officer
Pursuant to U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Digital Turbine, Inc. (the “Company”), a Delaware corporation, does hereby certify, to such officer’s knowledge, that:

The Quarterly Report on Form 10-Q for the period ending December 31, 2025, of the Company (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 3, 2026	By:	/s/ William Gordon Stone III
		William Gordon Stone III Chief Executive Officer (Principal Executive Officer)

Certification of Principal Financial Officer
Pursuant to U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Digital Turbine, Inc. (the “Company”), a Delaware corporation, does hereby certify, to such officer’s knowledge, that:

The Quarterly Report on Form 10-Q for the period ending December 31, 2025, of the Company (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 3, 2026	By:	/s/ Stephen Andrew Lasher
		Stephen Andrew Lasher Chief Financial Officer (Principal Financial Officer)