

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 5, 2026

ZoomInfo Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39310
(Commission File Number)

87-3037521
(IRS Employer Identification No.)

330 W Columbia Way, Floor 8, Vancouver, Washington 98660
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(800) 914-1220**

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	GTM	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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

Item 2.02 Results of Operations and Financial Condition.

On August 5, 2026, ZoomInfo Technologies Inc. (the “Company”) issued a press release announcing its financial results for the second quarter ended June 30, 2026. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference. The information contained in Item 2.02 of this Current Report, including the press release furnished as Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated August 5, 2026 announcing ZoomInfo Technologies Inc.'s second quarter 2026 financial results
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZoomInfo Technologies Inc.

Date: August 5, 2026

By: /s/ M. Graham O'Brien

Name: M. Graham O'Brien

Title: Chief Financial Officer



ZoomInfo Announces Second Quarter 2026 Financial Results

VANCOUVER, Wash., August 5, 2026 - ZoomInfo (NASDAQ: GTM), the all-in-one AI GTM platform, today announced its financial results for the second quarter ended June 30, 2026.

“Our native MCP integrations with Anthropic’s Claude and OpenAI’s Codex ensure that AI agents are grounded in verified, real-time context rather than static, decaying data,” said Henry Schuck, ZoomInfo Founder and CEO. “By embedding our high-quality data, insights, and context natively where work happens, we continue to expand from a data provider into a foundational GTM infrastructure platform.

“Our second quarter results reflect our discipline and commitment to free cash flow generation and an expanded approach to capital allocation.”

Second Quarter 2026 Financial Highlights:

- GAAP Revenue of \$310.4 million, an increase of 1.2% year-over-year.
- GAAP Operating loss of \$622.0 million and Adjusted operating income of \$110.0 million.¹
- GAAP Operating loss margin of 200% and Adjusted operating income margin of 35%.¹
- GAAP Cash flow from operations of \$87.3 million and Unlevered free cash flow of \$107.3 million.

Recent Business and Operating Highlights:

- Launched GTM.AI, the “headless” GTM context layer designed to enhance and ground every go-to-market motion with AI powered insights. GTM.AI unifies ZoomInfo’s extensive data, insights, and intelligence, enabling businesses to operationalize and improve efficiency across sales and marketing.
- Completed integrations with OpenAI, Claude Code, Amazon Quick Suite, Zapier, and dozens of other AI-enabled platforms ensuring that ZoomInfo’s verified B2B intelligence and native GTM skills are available wherever go-to-market work is done.
- Closed the quarter with 1,891 customers with \$100,000 or greater in Annual Contract Value (“ACV”), a decrease of 9 from the prior quarter, and an increase of 9 year-over-year.²
- 76% of the Company’s ACV was Upmarket, and Upmarket ACV grew 3% year-over-year.²
- The Company’s net revenue retention rate was 89%.²
- The Company repurchased 6.3 million shares of common stock at an average price of \$4.51 per share, for an aggregate amount of \$28.2 million.²
- The Company repurchased \$58.5 million in aggregate principal amount of its Senior Notes for \$47.9 million in cash, resulting in a gain on debt extinguishment of \$11.0 million and a \$2.3 million annual reduction to cash interest payments.²

¹ GAAP Operating loss and GAAP Operating loss margin include goodwill impairment loss of \$650.5 million for the three months ended June 30, 2026

² As of, or for the three months ended, June 30, 2026, as applicable

Q2 2026 Financial Highlights (Unaudited)

(\$ in millions, except per share amounts)

	GAAP Quarterly Results*	Change YoY		Non-GAAP Quarterly Results	Change YoY
Revenue	\$310.4	1%			
Operating Loss	\$(622.0)	NM**	Adjusted Operating Income	\$110.0	5%
Operating Loss Margin	(200)%		Adjusted Operating Income Margin	35%	
Net Loss Per Share (Diluted)	\$(2.19)		Adjusted Net Income Per Share (Diluted)	\$0.28	
Cash Flow from Operating Activities	\$87.3	(20)%	Unlevered Free Cash Flow	\$107.3	7%

*GAAP Quarterly Results include goodwill impairment loss of \$650.5 million for the three months ended June 30, 2026

**Change YoY as a percentage is not meaningful

The Company uses a variety of operational and financial metrics, including non-GAAP financial measures, to evaluate its performance and financial condition. The accompanying financial data includes additional information regarding these metrics and a reconciliation of non-GAAP financial information for historical periods to the most directly comparable GAAP financial measure. The presentation of non-GAAP financial information should not be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

Business Outlook:

Based on information available as of August 5, 2026, ZoomInfo is providing guidance for the third quarter and full year 2026 as follows:

	Q3 2026	Prior FY 2026	FY 2026
GAAP Revenue	\$298 - \$301 million	\$1.185 - \$1.205 billion	\$1.207 - \$1.217 billion
Non-GAAP Adjusted Operating Income	\$113 - \$115 million	\$437 - \$447 million	\$446 - \$451 million
Non-GAAP Adjusted Net Income Per Share (Diluted)	\$0.28 - \$0.29	\$1.10 - \$1.12	\$1.12 - \$1.13
Non-GAAP Unlevered Free Cash Flow	<i>Not Guided</i>	\$400 - \$420 million	\$403 - \$423 million
Weighted Average Shares Outstanding	318 million	315 million	318 million

Conference Call and Webcast Information:

ZoomInfo will host a conference call today, August 5, 2026, to review its results at 4:30 p.m. Eastern Time, 1:30 p.m. Pacific Time. To participate in the live conference call via telephone, please register **here**. Upon registering, a dial-in number and unique PIN will be provided to join the conference call.

The call will also be webcast live on the Company's investor relations website at <https://ir.zoominfo.com/>, where related presentation materials will be posted prior to the conference call. Following the conference call, an archived webcast of the call will be available for one year on ZoomInfo's Investor Relations website.

Upcoming Events:

ZoomInfo executives expect to participate in the following investor events:

- KeyBanc Technology Leadership Forum, Aug. 10, 2026
- Canaccord Growth Conference, Aug. 11, 2026
- Stifel Technology Executive Summit, Aug. 25, 2026
- Deutsche Bank Technology Conference, Aug. 27, 2026
- Piper Sandler Growth Frontiers Conference, Sep. 15, 2026

For more information on specific events, presentation times, and webcast details (if available), visit the "News & Events" section of the Company's investor relations website at <https://ir.zoominfo.com>. Conferences with presentations that are webcast, will be webcast live, and the replay will be available for a limited time.

Non-GAAP Financial Measures and Other Metrics:

To supplement our consolidated financial statements presented in accordance with GAAP, this press release contains non-GAAP financial measures, including Adjusted Operating Income, Adjusted Operating Income Margin, Adjusted Net Income, Adjusted Net Income Per Share, and Unlevered Free Cash Flow. We believe these non-GAAP measures are useful to investors in evaluating our operating performance because they eliminate certain items that affect period-over-period comparability and provide consistency with past financial performance and additional information about our underlying results and trends by excluding certain items that may not be indicative of our business, results of operations, or outlook.

Non-GAAP financial measures are not meant to be considered in isolation or as a substitute for the comparable GAAP measures, but rather as supplemental information to our business results. This information should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. There are limitations to these non-GAAP financial measures because they are not prepared in accordance with GAAP and may not be comparable to similarly titled measures of other companies due to potential differences in methods of calculation and items or events being adjusted. In addition, other companies may use different measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. A reconciliation is provided at the end of this press release for each historical non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP. We do not provide a quantitative reconciliation of the forward-looking non-GAAP financial measures included in this press release to the most directly comparable GAAP measures due to the high variability and difficulty to predict certain items excluded from these non-GAAP financial measures; in particular, the effects of stock-based compensation expense, taxes and amounts under the tax receivable agreements, deferred tax assets and deferred tax liabilities, and restructuring and transaction expenses. We expect the variability of these excluded items may have a significant, and potentially unpredictable, impact on our future GAAP financial results.

We define Adjusted Operating Income as income (loss) from operations adjusted for, as applicable, (i) amortization of acquired technology and other acquired intangibles, (ii) goodwill impairment, (iii) equity-based compensation expense, (iv) restructuring and transaction-related expenses, (v) integration costs and acquisition-related expenses, and (vi) litigation settlement. We define Adjusted Operating Income Margin as Adjusted Operating Income divided by revenue.

We define Adjusted Net Income as net income (loss) adjusted for, as applicable, (i) gain on debt extinguishment, (ii) amortization of acquired technology and other acquired intangibles, (iii) goodwill impairment, (iv) equity-based compensation expense, (v) restructuring and transaction-related expenses, (vi) integration costs and acquisition-related expenses, (vii) litigation settlement, (viii) TRA liability remeasurement (benefit) expense, (ix) other (income) loss, net and (x) tax impacts of adjustments to net income (loss). We define Adjusted Net Income Per Share as Adjusted Net Income divided by diluted weighted average shares outstanding used for Adjusted Net Income Per Share.

We define Unlevered Free Cash Flow as net cash provided by operating activities less, as applicable, (i) purchases of property and equipment and other assets, plus (ii) cash interest expense, (iii) cash payments related to restructuring and transaction-related expenses, (iv) cash payments related to integration costs and acquisition-related compensation, and (v) litigation settlement payments. Unlevered Free Cash Flow does not represent residual cash flow available for discretionary expenditures since, among other things, we have mandatory debt service requirements.

Net revenue retention is a metric that we calculate based on customers of ZoomInfo at the beginning of the twelve-month period, and is calculated as: (a) the total annual contract value ("ACV") for those customers at the end of the twelve-month period, divided by (b) the total ACV for those customers at the beginning of the twelve-month period.

Cautionary Statement Regarding Forward-Looking Information

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “might,” “objective,” “outlook,” “plan,” “potential,” “predict,” “projection,” “seek,” “should,” “target,” “trend,” “will,” “would” or the negative version of these words or other comparable words. Any statements in this press release regarding future revenue, earnings, margins, financial performance, expenses, estimates, cash flow, growth in free cash flow, results of changes in operational procedures, liquidity, or results of operations (including, but not limited to, the guidance provided under “Business Outlook”), and any other statements that are not historical facts are forward-looking statements. We have based our forward-looking statements on beliefs and assumptions based on information available to us at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions and projections about future events may, and often do, vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

Factors that could cause actual results to differ from those expressed or implied by our forward-looking statements include, among other things: future economic, competitive, and regulatory conditions, potential future uses of cash, our revenue model, including our transition upmarket and our pricing structures, our ability to attract new customers, renew existing subscriptions, or expand existing subscriptions, the successful integration of acquired businesses, and future decisions made by us and our competitors. All of these factors are difficult or impossible to predict accurately and many of them are beyond our control. For a further list and description of these and other important risks and uncertainties that may affect our future operations, see Part I, Item 1A - Risk Factors in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission, which we may update in Part II, Item 1A - Risk Factors in Quarterly Reports on Form 10-Q that we have filed or will file hereafter. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, investments, or other strategic transactions we may make. Each forward-looking statement contained in this presentation speaks only as of the date of this press release, and we undertake no obligation to update or revise any forward-looking statements whether as a result of new information, future developments or otherwise, except as required by law.

About ZoomInfo

ZoomInfo (NASDAQ: GTM), the all-in-one AI GTM platform, enables sales, marketing, and customer success teams to execute their go-to-market strategy with confidence. Powered by the industry’s most comprehensive B2B data, including more than 100 million companies, 500 million contacts, and billions of signals, ZoomInfo delivers the intelligence, automation, and integrations that modern revenue teams need to identify, engage, and convert their best buyers.

GTM.AI is ZoomInfo’s headless GTM context layer. It is the API and Model Context Protocol home for AI agents, powering integrations across Salesforce Agentforce, HubSpot Breeze, Microsoft Copilot, Claude, ChatGPT, and dozens more.

Learn more at zoominfo.com and gtm.ai.

Website Disclosure

ZoomInfo intends to use its website as a distribution channel of material company information. Financial and other important information regarding the Company is routinely posted on and accessible through the Company's website. Accordingly, you should monitor the investor relations portion of our website at <https://ir.zoominfo.com/> in addition to following our press releases, SEC filings, and public conference calls and webcasts. In addition, you may automatically receive email alerts and other information about ZoomInfo when you enroll your email address by visiting the "Email Alerts" section of our investor relations page at <https://ir.zoominfo.com/>.

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ZoomInfo Technologies Inc.
Condensed Consolidated Balance Sheets
(in millions, except share data)

	June 30, 2026 (unaudited)	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 147.6	\$ 175.9
Short-term investments	2.5	4.0
Restricted cash, current	13.1	—
Accounts receivable, net	183.8	225.6
Prepaid expenses and other current assets	50.5	48.5
Total current assets	\$ 397.5	\$ 454.0
Restricted cash, non-current	10.3	9.8
Property and equipment, net	174.8	162.6
Operating lease right-of-use assets, net	112.6	113.3
Intangible assets, net	192.7	217.3
Goodwill	1,042.2	1,692.7
Deferred tax assets	3,624.9	3,662.3
Deferred costs and other assets, net of current portion	123.5	127.5
Total assets	\$ 5,678.5	\$ 6,439.5
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 14.6	\$ 31.3
Accrued expenses and other current liabilities	119.9	115.1
Unearned revenue, current portion	462.3	474.6
Current portion of tax receivable agreements liability	1.2	—
Current portion of operating lease liabilities	6.6	6.0
Current portion of long-term debt	5.9	5.9
Total current liabilities	\$ 610.5	\$ 632.9
Unearned revenue, net of current portion	2.4	3.2
Tax receivable agreements liability, net of current portion	2,725.2	2,731.9
Operating lease liabilities, net of current portion	247.8	239.2
Long-term debt, net of current portion	1,258.1	1,318.1
Deferred tax liabilities	4.2	3.8
Other long-term liabilities	1.6	1.7
Total liabilities	\$ 4,849.8	\$ 4,930.8
Stockholders' Equity:		
Common stock, par value \$0.01	\$ 2.9	\$ 3.0
Additional paid-in capital	1,000.1	1,068.1
Accumulated other comprehensive income	3.5	1.0
Retained earnings (deficit)	(177.8)	436.6
Total stockholders' equity	\$ 828.7	\$ 1,508.7
Total liabilities and stockholders' equity	\$ 5,678.5	\$ 6,439.5

ZoomInfo Technologies Inc.
Consolidated Statements of Operations
(in millions, except per share amounts; unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenue	\$ 310.4	\$ 306.7	\$ 620.6	\$ 612.4
Cost of revenue:				
Cost of service ⁽¹⁾	46.8	40.1	90.3	77.9
Amortization of acquired technology	6.8	9.4	14.3	18.9
Gross profit	\$ 256.8	\$ 257.2	\$ 516.0	\$ 515.6
Operating expenses:				
Sales and marketing ⁽¹⁾	107.7	106.3	211.0	212.3
Research and development ⁽¹⁾	56.8	44.6	98.9	95.7
General and administrative ⁽¹⁾	58.6	47.3	109.4	93.1
Amortization of other acquired intangibles	5.2	5.3	10.3	10.5
Goodwill impairment	650.5	—	650.5	—
Total operating expenses	\$ 878.8	\$ 203.5	\$ 1,080.1	\$ 411.6
Income (Loss) from operations	\$ (622.0)	\$ 53.7	\$ (564.1)	\$ 104.0
Interest expense, net	14.7	10.7	28.2	20.5
Gain on debt extinguishment	(11.0)	—	(11.0)	—
Other income, net	(7.2)	(14.0)	(7.1)	(13.1)
Income (Loss) before income taxes	\$ (618.5)	\$ 57.0	\$ (574.2)	\$ 96.6
Provision for income taxes	25.2	33.0	40.2	45.8
Net income (loss)	\$ (643.7)	\$ 24.0	\$ (614.4)	\$ 50.8
Net income (loss) per share of common stock:				
Basic	\$ (2.19)	\$ 0.07	\$ (2.06)	\$ 0.15
Diluted	(2.19)	0.07	(2.06)	0.15

(1) Amounts include equity-based compensation expense, as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
<i>(in millions)</i>	2026	2025	2026	2025
Cost of service	\$ 2.5	\$ 2.8	\$ 5.1	\$ 5.6
Sales and marketing	8.1	11.4	16.2	22.8
Research and development	7.0	8.4	14.1	17.0
General and administrative	8.1	7.1	15.8	13.9
Total equity-based compensation expense	\$ 25.7	\$ 29.7	\$ 51.2	\$ 59.3

ZoomInfo Technologies Inc.
Consolidated Statements of Cash Flows
(in millions; unaudited)

	Six Months Ended June 30,	
	2026	2025
Operating activities:		
Net income (loss)	\$ (614.4)	\$ 50.8
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	42.5	43.4
Amortization of debt discounts and issuance costs	1.3	1.2
Amortization of deferred commissions costs	48.6	43.4
Asset impairments and lease abandonment charges	8.7	—
Gain on lease modification	(2.5)	—
Goodwill impairment	650.5	—
Gain on debt extinguishment	(11.0)	—
Equity-based compensation expense	51.2	59.3
Deferred income taxes	36.9	42.6
Tax receivable agreement remeasurement	(5.5)	(13.4)
Provision for bad debt expense	11.3	9.9
Realized loss on disposal of property and equipment	1.0	—
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable, net	30.5	44.2
Prepaid expenses and other current assets	1.2	(10.5)
Deferred costs and other assets, net of current portion	(37.1)	(37.6)
Accounts payable	(12.8)	(0.8)
Accrued expenses and other liabilities	14.7	1.2
Unearned revenue	(13.1)	(5.6)
Net cash provided by operating activities	\$ 202.0	\$ 228.1
Investing activities:		
Purchases of investments	\$ (1.0)	\$ (7.0)
Maturities of investments	2.0	0.5
Purchases of property and equipment and other assets	(41.7)	(36.8)
Right-of-use asset initial direct costs	(2.0)	—
Net cash used in investing activities	\$ (42.7)	\$ (43.3)
Financing activities:		
Repayment of debt	\$ (50.1)	\$ (3.0)
Proceeds from revolving credit loans	—	100.0
Payments of debt issuance and modification costs	(0.1)	—
Taxes paid related to net share settlement of equity awards	(1.4)	(6.0)
Repurchase of common stock	(122.4)	(244.3)
Net cash used in financing activities	\$ (174.0)	\$ (153.3)

Net increase (decrease) in cash, cash equivalents, and restricted cash	\$	(14.7)	\$	31.5
Cash, cash equivalents, and restricted cash at beginning of period		<u>185.7</u>		<u>149.0</u>
Cash, cash equivalents, and restricted cash at end of period	\$	<u>171.0</u>	\$	<u>180.5</u>
Cash, cash equivalents, and restricted cash at end of period:				
Cash and cash equivalents	\$	147.6	\$	171.0
Restricted cash, current		13.1		—
Restricted cash, non-current		<u>10.3</u>		<u>9.5</u>
Total cash, cash equivalents, and restricted cash	\$	<u>171.0</u>	\$	<u>180.5</u>
Supplemental disclosures of cash flow information:				
Interest paid in cash	\$	30.5	\$	21.8
Supplemental disclosures of non-cash investing activities:				
Property and equipment included in accounts payable and accrued expenses and other current liabilities	\$	5.2	\$	4.4
Equity-based compensation included in capitalized software		2.2		2.8

ZoomInfo Technologies Inc.
Reconciliation of GAAP Cash Flow from Operations to Non-GAAP Unlevered Free Cash Flow
(in millions; unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net cash provided by operating activities (GAAP)	\$ 87.3	\$ 108.9	\$ 202.0	\$ 228.1
Purchases of property and equipment and other assets	(17.6)	(22.0)	(41.7)	(36.8)
Interest paid in cash	9.9	5.0	30.5	21.8
Restructuring and transaction-related expenses paid in cash ⁽¹⁾	23.4	7.5	30.5	9.6
Litigation settlement payments ⁽²⁾	4.3	0.5	5.7	1.7
Unlevered Free Cash Flow (Non-GAAP)	\$ 107.3	\$ 99.9	\$ 227.0	\$ 224.4

(1) Represents cash payments directly associated with acquisition or disposal activities, including employee severance and termination benefits, contract termination fees and penalties, and other exit or disposal costs. For the three and six months ended June 30, 2026, these payments related primarily to expense and other transition-related costs from the 2026 Restructuring Program, and lease restructuring activity.

(2) Represents cash payments for legal fees associated with legal settlements related to class actions.

ZoomInfo Technologies Inc.
Reconciliation from GAAP Income (Loss) from Operations to Non-GAAP Adjusted Operating Income
(in millions; unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Income (Loss) from operations (GAAP)	\$ (622.0)	\$ 53.7	\$ (564.1)	\$ 104.0
Amortization of acquired technology	6.8	9.4	14.3	18.9
Amortization of other acquired intangibles	5.2	5.3	10.3	10.5
Goodwill impairment	650.5	—	650.5	—
Equity-based compensation expense	25.7	29.7	51.2	59.3
Restructuring and transaction-related expenses ⁽¹⁾	35.3	5.1	45.3	10.5
Litigation settlement ⁽²⁾	8.5	1.5	12.2	2.4
Adjusted Operating Income (Non-GAAP)	\$ 110.0	\$ 104.7	\$ 219.7	\$ 205.6
Revenue (GAAP)	\$ 310.4	\$ 306.7	\$ 620.6	\$ 612.4
Operating Income (Loss) Margin (GAAP)	(200)%	18 %	(91)%	17 %
Adjusted Operating Income Margin (Non-GAAP)	35 %	34 %	35 %	34 %

- (1) Represents costs directly associated with acquisition or disposal activities, including employee severance and termination benefits, contract termination fees and penalties, and other exit or disposal costs. For the three and six months ended June 30, 2026, this expense is primarily related to the 2026 Restructuring Program as well as lease restructuring activities, including right-of-use asset and the related leasehold improvements impairment charges. Restructuring and transaction-related expenses related to the 2026 Restructuring Program include employee severance and termination benefits and other associated costs, as well as transition-related costs. For the three and six months ended June 30, 2025, this expense is primarily related to employee severance and termination benefits and lease restructuring activities.
- (2) Represents charges associated with legal settlements, and associated legal fees, related to class actions.

ZoomInfo Technologies Inc.
Reconciliation of GAAP Net Income (Loss) to Non-GAAP Adjusted Net Income
(in millions, except per share amounts; unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net income (loss) (GAAP)	\$ (643.7)	\$ 24.0	\$ (614.4)	\$ 50.8
Gain on debt extinguishment	(11.0)	—	(11.0)	—
Amortization of acquired technology	6.8	9.4	14.3	18.9
Amortization of other acquired intangibles	5.2	5.3	10.3	10.5
Goodwill impairment	650.5	—	650.5	—
Equity-based compensation expense	25.7	29.7	51.2	59.3
Restructuring and transaction-related expenses ⁽¹⁾	35.3	5.1	45.3	10.5
Litigation settlement ⁽²⁾	8.5	1.5	12.2	2.4
TRA liability remeasurement gain	(4.1)	(14.6)	(5.5)	(13.4)
Tax impacts of adjustments to net income (loss) ⁽³⁾	13.9	25.8	21.7	29.0
Adjusted Net Income (Non-GAAP)	\$ 87.1	\$ 86.1	\$ 174.6	\$ 168.0
Diluted Net Income (Loss) Per Share (GAAP)	\$ (2.19)	\$ 0.07	\$ (2.06)	\$ 0.15
Gain on debt extinguishment per diluted share	(0.04)	—	(0.04)	—
Amortization of acquired technology per diluted share	0.02	0.03	0.05	0.05
Amortization of other acquired intangibles per diluted share	0.02	0.01	0.03	0.03
Goodwill impairment per diluted share	2.20	—	2.17	—
Equity-based compensation expense per diluted share	0.09	0.09	0.17	0.17
Restructuring and transaction-related expenses per diluted share	0.12	0.01	0.14	0.03
Litigation settlement per diluted share	0.03	—	0.04	0.01
TRA liability remeasurement gain per diluted share	(0.01)	(0.04)	(0.02)	(0.04)
Tax impacts of adjustments to net income (loss) per diluted share	0.04	0.08	0.07	0.08
Adjusted Net Income Per Share (Non-GAAP)	\$ 0.28	\$ 0.25	\$ 0.55	\$ 0.48
Shares for Adjusted Net Income Per Share ⁽⁴⁾	314	343	316	349

- (1) Represents costs directly associated with acquisition or disposal activities, including employee severance and termination benefits, contract termination fees and penalties, and other exit or disposal costs. For the three and six months ended June 30, 2026, this expense is primarily related to the 2026 Restructuring Program as well as lease restructuring activities, including right-of-use asset and the related leasehold improvements impairment charges. Restructuring and transaction-related expenses related to the 2026 Restructuring Program include employee severance and termination benefits and other associated costs, as well as transition-related costs. For the three and six months ended June 30, 2025, this expense is primarily related to employee severance and termination benefits and lease restructuring activities.

- (2) Represents charges associated with legal settlements, and associated legal fees, related to class actions.

- (3) Represents tax expense associated with Net income (loss) (GAAP) excluded from Adjusted Net Income (Non-GAAP). The Company calculates the tax impacts of adjustments to net income (loss) by taking the total gross value of the adjustments and multiplying it by the Company's U.S. federal and state statutory tax rate. We then recalculate the tax impact of book-tax differences related to equity compensation, the tax receivable agreements, and restructuring and transaction-related expenses. For the three and six months ended June 30, 2026, the tax impacts of adjustments to net income (loss) between GAAP and Non-GAAP are presented based on the specific rate reconciliation categories established under ASU 2023-09. For the three months ended June 30, 2026, these primarily relate to recognizing \$14.7 million of tax benefit related to the amortization of costs associated with corporate structure simplification, adjusting out \$9.7 million of tax expense from foreign tax effects, and adjusting out \$3.2 million of tax expense from non-deductible stock-based compensation. For the three months ended June 30, 2025, these primarily relate to recognizing \$15.2 million of tax benefit related to the amortization of costs associated with corporate structure simplification, adjusting out \$14.6 million of tax expense from the effects of changes in state tax law and apportionment, and adjusting out \$4.0 million of tax expense from non-deductible stock-based compensation. For the six months ended June 30, 2026, these primarily relate to recognizing \$30.6 million of tax benefit related to the amortization of costs associated with corporate structure simplification, adjusting out \$10.5 million of tax expense from foreign tax effects, and adjusting out \$5.2 million of tax expense from non-deductible stock-based compensation. For the six months ended June 30, 2025, these primarily relate to recognizing \$28.8 million of tax benefit related to the amortization of costs associated with corporate structure simplification, adjusting out \$13.4 million of tax expense from the effects of changes in state tax law and apportionment, and adjusting out \$7.0 million of tax expense from non-deductible stock-based compensation. We believe the exclusion of these adjustments provides investors with useful information about the Company's underlying results and trends, allowing them to better understand and compare net income (loss) related to ongoing operations and the related current and deferred income tax expense.
- (4) Diluted earnings per share is computed by giving effect to all potential weighted average Common Stock, and any securities that are convertible into Common Stock, including options and restricted stock units. The dilutive effect of outstanding awards and convertible securities is reflected in diluted earnings per share by application of the treasury stock method, excluding deemed repurchases assuming proceeds from unrecognized compensation as required by GAAP.