

**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): May 4, 2023

ARTERIS, INC.

(Exact name of Registrant, as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-40960

(Commission File Number)

27-0117058

(I.R.S. Employer Identification Number)

595 Millich Dr. Suite 200

Campbell, CA 95008

(Address of principal executive offices, including Zip code)

Registrant's telephone number, including area code: (408) 470-7300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	AIP	The Nasdaq Stock Market

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

Emerging growth company

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

Item 2.02 Results of Operations and Financial Condition.

On May 4, 2023, Arteris, Inc. (the “Company”) issued a press release announcing its financial results for the quarter ended March 31, 2023. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 2.02 and Item 9.01 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1 hereto, 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, nor shall it be deemed incorporated by reference into any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated May 4, 2023
104	Cover Page Interactive Data File (the cover page XBRL tags are 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.

Date: May 4, 2023

By: /s/ Nicholas B. Hawkins
Name: Nicholas B. Hawkins
Title: Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)



Arteris Announces Financial Results for the First Quarter 2023 and Estimated Second Quarter and Full Year 2023 Guidance

CAMPBELL, Calif. - May 4, 2023 - Arteris, Inc. (Arteris or Arteris IP), a leading provider of network-on-chip (NoC) interconnect and other intellectual property (IP) technology that manages the on-chip communications in system-on-chip (SoC) semiconductor devices, today announced financial results for the first quarter ended March 31, 2023 as well as estimated second quarter and full year 2023 guidance.

"We're excited to report a solid start to the year, with Annual Contract Value plus Trailing-Twelve-Month Royalties of \$54.8 million, up 20% year-over-year when adjusted to exclude HiSilicon and DJI and up 5% sequentially," said K. Charles Janac, President and CEO of Arteris. "With the added focus on the broader automotive supply chain, including OEMs, and following last year's Arm automotive partnership, we are pleased to report that in the year to date, Arteris secured four new OEM design wins, including three new car companies across the US, Europe and APAC. In addition to automotive, we continue to see strong demand from AI and Machine Learning applications which increasingly require network-on-chip IP and benefit from SoC integration automation. We believe Arteris is well positioned to continue to gain market share as the growing complexity of automotive, consumer electronics, and AI/ML applications, creates a need for third party commercial System IP," concluded K. Charles Janac.

First Quarter 2023 Financial Highlights:

- Annual Contract Value (ACV) and Trailing-twelve-month (TTM) royalties of \$54.8 million, up 4% year-over-year
- Revenue of \$13.2 million, up 12% year-over-year
- Remaining performance obligation (RPO) of \$57.3 million
- Operating loss of \$8.8 million or 67% of revenue
- Non-GAAP operating loss of \$5.6 million or 42.4% of revenue, compared to a loss of \$4.2 million in the year-ago period
- Net loss of \$9.0 million or \$0.26 per share
- Non-GAAP net loss of \$5.8 million or \$0.17 per share
- Non-GAAP free cash flow of \$(8.5) million or (65)% of revenue

First Quarter 2023 Business Highlights:

- 22 confirmed designs starts in the first quarter, highlighting sustained customer usage of Arteris technology;
- Added six Active Customers in the first quarter across key verticals, including in Enterprise & Computing, Consumer, and Automotive;
- Tenstorrent licensed Arteris IP for AI high-performance computing and datacenter RISC-V chiplets; and
- ASICLAND selected Arteris FlexNoC for automotive, AI enterprise and AI edge SoCs to facilitate faster time to market and reduce design time for ASICLAND's customers across various industries.

Estimated Second Quarter and Full Year 2023 Guidance:

	Q2 2023	FY 2023
	(in millions, except %)	
ACV + TTM royalties	\$53.5 - \$57.5	\$60.4 - \$65.4
Revenue	\$13.0 - \$14.0	\$56.0 - \$60.0
Non-GAAP operating loss (%)	37.0% - 57.0%	28.5% - 43.5%
Free cash flow (%)	(51.8)% - (26.8)%	(19.7)% - (9.7)%

The guidance provided above are forward-looking statements and reflect our expectations as of today's date. Actual results may differ materially. Refer to the section titled "Forward-Looking Statements" below for information on the factors, among others, that could cause our actual results to differ materially from these forward-looking statements.

Non-GAAP gross profit, Non-GAAP gross margin, Non-GAAP operating loss, Non-GAAP operating loss margin, Non-GAAP net loss, Non-GAAP net loss per share, free cash flow and free cash flow margin are Non-GAAP financial measures. Additional information on Arteris' historic reported results, including a reconciliation of these Non-GAAP financial measures to their most comparable GAAP measures, is included in the financial tables below. A reconciliation of Non-GAAP guidance measures reported above to corresponding GAAP measures is not available on a forward-looking basis without unreasonable effort due to the uncertainty of expenses that may be incurred in the future, although it is important to note that these factors could be material to Arteris' results computed in accordance with GAAP.

Definitions of the other business metrics used in this press release including ACV, active customers, confirmed design starts and RPO are included below under the heading "Other Business Metrics."

Conference Call

Arteris will host a conference call today on May 4, 2023 to review its first quarter 2023 financial results and to discuss its financial outlook.

Time:	4:30PM ET
United States/Canada Toll Free:	877-407-9208
International Toll:	1-201-493-6784
Conference ID:	13737399

A live webcast will also be available in the Investor Relations section of Arteris' website at: <https://ir.arteris.com/events-and-presentations>

A replay of the webcast will be available in the Investor Relations section of the company's web site approximately two hours after the conclusion of the call and remain available for approximately 30 calendar days.

About Arteris

Arteris IP (Nasdaq: AIP) provides system-on-chip (SoC) system IP consisting of network-on-chip (NoC) interconnect IP and IP deployment technology to accelerate system-on-chip (SoC) semiconductor development and integration for a wide range of applications from AI to automobiles, mobile phones, IoT, cameras, SSD controllers, and servers for customers such as Bosch, Mobileye, Samsung, Toshiba and NXP. Arteris IP products include the Ncore® cache coherent and FlexNoC® non-coherent interconnect IP, the CodaCache® standalone last level cache, and optional Resilience Package (ISO 26262 functional safety), FlexNoC AI Package, and PIANO® automated timing closure capabilities. Our IP deployment products provide intelligent automation that accelerates the development and increases the quality of SoC hardware designs and their associated software and firmware, verification and simulation platforms, and specifications and customer documentation. Customer results obtained by using Arteris IP products include lower power, higher performance, more efficient design reuse and faster SoC development, leading to lower development and production costs.

Investor Contacts:

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including but not limited to, statements regarding our future financial and operating performance, including our GAAP and Non-GAAP guidance for the first quarter and full year 2023; our market opportunity and its potential growth; our position within the market and our ability to drive customer value; and our ability to make progress even in a challenging economic environment. The words "may," "might," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "expect," "estimate," "seek," "predict," "future," "project," "potential," "continue," "target" and similar words or expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements contained herein are based on our historical performance and our current plans, estimates and expectations and are not a representation that such plans, estimates, or expectations will be achieved. These forward-looking statements represent our expectations as of the date of this press release. Subsequent events may cause these expectations to change, and we disclaim any obligation to update the forward-looking statements in the future, except as required by law. These forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from our current expectations. Important factors that could cause actual results to differ materially from those anticipated in our forward-looking statements include, but are not limited to, the significant competition we face from larger companies and third-party providers; our history of net losses; whether semiconductor companies in the automotive market, enterprise computing market, communications market, consumer electronics market, and industrial markets incorporate our solutions into their end products and the growth and economic stability of these end markets; our ability to attract new customers and the extent to which our customers renew their subscriptions for our solutions; the ability of our customers' end products achieving market acceptance or growth; our ability to sustain or grow our licensing revenue; our ability, and the cost, to successfully execute on research and development efforts; the occurrence of product errors or defects in our solutions; if we fail to offer high-quality support; the occurrence of macro-economic conditions that adversely impact us, our customers and their end product markets; the effects of geopolitical conflicts, such as the military conflict between Russia and Ukraine; the range of regulatory, operational, financial and political risks we are exposed to as a result of our dependence on international customers and operations; our ability to protect our proprietary technology and inventions through patents and other IP rights; whether we are subject to any liabilities or fines as a result of government regulation, including import, export and economic sanctions laws and regulations; the occurrence of a disruption in our networks or a security breach; risks associated with doing business in China; and the other factors described under the heading "Risk Factors" in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 to be filed with the Securities and Exchange Commission (SEC) on May 4, 2023. All forward-looking statements reflect our beliefs and assumptions only as of the date of this press release. We undertake no obligation to update forward-looking statements to reflect future events or circumstances. Our results for the quarter ended March 31, 2023 are not necessarily indicative of our operating results for any future periods.

Arteris, Inc
Condensed Consolidated Statements of Loss
(in thousands, except share and per share data)
(Unaudited)

	Three Months Ended March 31,	
	2023	2022
Revenue		
Licensing, support and maintenance	\$ 11,844	\$ 10,575
Variable royalties and other	1,310	1,180
Total revenue	13,154	11,755
Cost of revenue	1,124	979
Gross profit	12,030	10,776
Operating expense:		
Research and development	11,381	9,456
Sales and marketing	5,005	3,921
General and administrative	4,401	4,015
Total operating expenses	20,787	17,392
Loss from operations	(8,757)	(6,616)
Interest expense	(32)	(20)
Interest and other income (expense), net	908	(61)
Loss before provision for income taxes and loss from equity method investment	(7,881)	(6,697)
Loss from equity method investment, net of tax	(834)	—
Provision for income taxes	295	123
Net loss	\$ (9,010)	\$ (6,820)
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.26)	\$ (0.22)
Weighted average shares used on computing per share amounts, basic and diluted	34,597,839	31,619,706

Arteris, Inc
Condensed Consolidated Balance Sheets
(In thousands, except share and per share data)
(unaudited)

	As of	
	March 31, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 28,505	\$ 37,423
Short-term investments	32,426	30,728
Accounts receivable, net of allowance of \$310 and \$250	9,750	7,143
Prepaid expenses and other current assets	5,096	5,818
Total current assets	75,777	81,112
Property and equipment, net	3,313	3,617
Long-term investments	2,458	4,427
Equity method investment	11,063	11,897
Operating lease right-of-use assets	1,932	1,883
Intangibles, net	4,383	4,575
Goodwill	4,218	4,218
Other assets	4,149	3,787
TOTAL ASSETS	\$ 107,293	\$ 115,516
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,215	\$ 572
Accrued expenses and other current liabilities	9,992	12,095
Operating lease liabilities, current	780	899
Deferred revenue, current	27,794	28,839
Vendor financing arrangements, current	1,161	1,264
Total current liabilities	40,942	43,669
Deferred revenue, noncurrent	22,270	21,840
Operating lease liabilities, noncurrent	1,205	1,009
Vendor financing arrangements, noncurrent	256	448
Deferred income, noncurrent	9,699	9,993
Other liabilities	1,153	1,022
Total liabilities	75,525	77,981
Stockholders' equity:		
Preferred stock, par value of \$0.001 - 10,000,000 shares authorized and no shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively	—	—
Common stock, par value of \$0.001 - 300,000,000 shares authorized as of March 31, 2023 and December 31, 2022; 35,298,223 and 34,625,875 shares issued and outstanding as of March 31, 2023 and December 31, 2022, respectively	35	34
Additional paid-in capital	107,009	103,778
Accumulated other comprehensive income	112	101
Accumulated deficit	(75,388)	(66,378)
Total stockholders' equity	31,768	37,535
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 107,293	\$ 115,516

Arteris, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(unaudited)

	Three Months Ended March 31,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (9,010)	\$ (6,820)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	601	401
Stock-based compensation	2,985	2,309
Operating non-cash lease expense	27	25
Amortization of deferred income	(291)	—
Loss from equity method investment	834	—
Net accretion of discounts on available-for-sale securities	(259)	—
Changes in operating assets and liabilities:		
Accounts receivable, net	(2,607)	5,674
Prepaid expenses and other assets	364	(1,447)
Accounts payable	555	(434)
Accrued expenses and other liabilities	(974)	(1,370)
Deferred revenue	(614)	301
Net cash used in operating activities	(8,389)	(1,361)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(120)	(92)
Purchases of available-for-sale securities	(4,909)	—
Proceeds from maturities of available-for-sale securities	5,450	—
Payments of deferred transaction costs relating to investment in Transchip	—	(191)
Net cash provided by (used in) investing activities	421	(283)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments of contingent consideration for business combination	(1,000)	(1,573)
Principal payments under vendor financing arrangements	(192)	(205)
Proceeds from exercise of stock options	256	90
Payments to tax authorities for shares withheld from employees	(14)	—
Payments of deferred offering costs	—	(257)
Net cash used in financing activities	(950)	(1,945)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(8,918)	(3,589)
CASH AND CASH EQUIVALENTS, beginning of period	37,423	85,825
CASH AND CASH EQUIVALENTS, end of period	\$ 28,505	\$ 82,236

Non-GAAP Financial Measures

To supplement our financial results, which are prepared and presented in accordance with GAAP, we use certain non-GAAP financial measures, as described below, to understand and evaluate our core performance. These non-GAAP measures, which may be different than similarly-titled measures used by other companies, are presented to enhance investors' overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

We define "Non-GAAP gross profit and Non-GAAP gross margin" as GAAP gross profit and GAAP gross margin, adjusted for stock-based compensation expense included in cost of revenue. We define "Non-GAAP Loss from Operations" as our income (loss) from operations adjusted to exclude stock-based compensation, acquisition costs and amortization of acquired intangible assets. We define "Non-GAAP Net Loss" as our net income (loss) adjusted to exclude stock-based compensation, acquisition costs, amortization of acquired intangible assets and gain on extinguishment of debt.

We define "Non-GAAP EPS", as our Non-GAAP Net Income (Loss) divided by our GAAP weighted-average number of shares outstanding for the period on a diluted basis. Management uses Non-GAAP EPS to evaluate the performance of our business on a comparable basis from period to period.

The above items are excluded from our Non-GAAP Gross Profit, Non-GAAP Income (Loss) from Operations and Non-GAAP Net Income (Loss) because these items are non-cash in nature, or are not indicative of our core operating performance, and render comparisons with prior periods and competitors less meaningful. We believe Non-GAAP Gross Profit, Non-GAAP Income (Loss) from Operations and Non-GAAP Net Income (Loss) provide useful supplemental information to investors and others in understanding and evaluating our results of operations, as well as provide a useful measure for period-to-period comparisons of our business performance.

We define free cash flow as net cash (used in) provided by operating activities less cash used for purchases of property and equipment. We believe that free cash flow is a useful indicator of liquidity that provides information to management and investors, even if negative, about the amount of cash used in our operations other than that used for investments in property and equipment.

Other Business Metrics

Annual Contract Value (ACV) – we define Annual Contract Value for an individual customer agreement as the total fixed fees under the agreement divided by the number of years in the agreement term. Our total ACV is the aggregate ACVs for all our customers as measured at a given point in time. Total fixed fees includes licensing, support and maintenance and other fixed fees under IP licensing or software licensing agreements but excludes variable revenue derived from licensing agreements with customers, particularly royalties. We monitor ACV to measure our success and believe the increase in the number shows our progress in expanding our customers' adoption of our solutions. ACV fluctuates due to a number of factors, including the timing, duration and dollar amount of customer contracts.

Active Customers – we define Active Customers as customers who have entered into a license agreement with us that remains in effect. The retention and expansion of our relationships with existing customers are key indicators of our revenue potential.

Confirmed Design Starts – we define Confirmed Design Starts as when customers confirm their commencement of new semiconductor designs using our interconnect IP and notify us. Confirmed Design Starts is a metric management uses to assess the activity level of our customers in terms of the number of new semiconductor designs that are started using our interconnect IP in a given period. We believe that the number of Confirmed Design Starts is an important indicator of the growth of our business and future royalty revenue trends.

Remaining Performance Obligations (RPO) – we define Remaining Performance Obligations as the amount of contracted future revenue that has not yet been recognized, including both deferred revenue and unbilled cancelable and non-cancelable contracted amounts that will be invoiced and recognized as revenue in future periods.

Arteris, Inc.
Reconciliation of GAAP Measures to Non-GAAP Measures
(In thousands, except share and per share data)
(unaudited)

	Three Months Ended March 31,	
	2023	2022
Gross profit	\$ 12,030	\$ 10,776
Stock-based compensation expense included in cost of revenue	83	96
Non-GAAP gross profit	<u>\$ 12,113</u>	<u>\$ 10,872</u>
Gross margin	91 %	92 %
Non-GAAP gross margin	92 %	92 %
Research and development	\$ 11,381	\$ 9,456
Stock-based compensation expense	(1,429)	(1,144)
Amortization of acquired intangible assets ⁽¹⁾	(135)	(85)
Non-GAAP research and development	<u>\$ 9,817</u>	<u>\$ 8,227</u>
Sales and marketing	\$ 5,005	\$ 3,921
Stock-based compensation expense	(685)	(271)
Amortization of acquired intangible assets ⁽¹⁾	(57)	(34)
Non-GAAP sales and marketing	<u>\$ 4,263</u>	<u>\$ 3,616</u>
General and administrative	\$ 4,401	\$ 4,015
Stock-based compensation expense	(788)	(798)
Non-GAAP general and administrative	<u>\$ 3,613</u>	<u>\$ 3,217</u>
Loss from operations	\$ (8,757)	\$ (6,616)
Stock-based compensation expense	2,985	2,309
Amortization of acquired intangible assets ⁽¹⁾	192	119
Non-GAAP loss from operations	<u>\$ (5,580)</u>	<u>\$ (4,188)</u>
Net loss	\$ (9,010)	\$ (6,820)
Stock-based compensation expense	2,985	2,309
Amortization of acquired intangible assets ⁽¹⁾	192	119
Non-GAAP net loss ⁽²⁾	<u>\$ (5,833)</u>	<u>\$ (4,392)</u>
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.26)	\$ (0.22)
Per share impacts of adjustments to net loss ⁽³⁾	\$ 0.09	\$ 0.08
Non-GAAP EPS, basic and diluted	\$ (0.17)	\$ (0.14)
Weighted average shares used in computing per share amounts, basic and diluted	34,597,839	31,619,706

(1) Represents the amortization expenses of our intangible assets attributable to our acquisitions.

(2) Our GAAP tax provision is primarily related to foreign withholding taxes and income tax in profitable foreign jurisdictions. We maintain a full valuation allowance against our deferred tax assets in the US. Accordingly, there is no significant tax impact associated with these Non-GAAP adjustments.

(3) Reflects the aggregate adjustments made to reconcile Non-GAAP Net Loss to our net loss as noted in the above table, divided by the GAAP diluted weighted average number of shares of the relevant period.

Free Cash Flow

	Three Months Ended March 31,	
	2023	2022
	<i>(in thousands)</i>	
Net cash used in operating activities	\$ (8,389)	\$ (1,361)
Less:		
Purchase of property and equipment	(120)	(92)
Free cash flow	\$ (8,509)	\$ (1,453)
Net cash provided by (used in) investing activities	\$ 421	\$ (283)
Net cash used in financing activities	\$ (950)	\$ (1,945)