

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

FORM 10-Q

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended April 30, 2024
OR
 Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____.

Commission File Number 0-21180

INTUIT



INTUIT INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

77-0034661

(IRS Employer Identification No.)

2700 Coast Avenue, Mountain View, CA 94043

(Address of principal executive offices, including zip code)

(650) 944-6000

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	INTU	Nasdaq Global Select Market

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. The number of shares (in thousands) of Common Stock, \$0.01 par value, outstanding as of May 16, 2024 was 279,547.

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Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. Please also see the section entitled "Risk Factors" in Item 1A of Part II of this Quarterly Report for important information to consider when evaluating these statements. All statements in this report, other than statements that are purely historical, are forward-looking statements. Words such as "expect," "anticipate," "intend," "plan," "believe," "forecast," "estimate," "seek," and similar expressions also identify forward-looking statements. In this report, forward-looking statements include, without limitation, the following:

- our expectations and beliefs regarding future conduct and growth of the business;
- statements regarding the impact of macroeconomic conditions on our business;
- our beliefs and expectations regarding seasonality, competition, and other trends that affect our business;
- our expectation that we will continue to invest significant resources in our product development, marketing and sales capabilities;
- our expectation that we will continue to invest significant management attention and resources in our information technology infrastructure and in our privacy and security capabilities;
- our expectation that we will work with the broader industry and government to protect our customers from fraud;
- our expectation that we will generate significant cash from operations;
- our expectation that total service revenue as a percentage of our total revenue to grow over the long term;
- our expectations regarding the development of future products, services, business models and technology platforms and our research and development efforts;
- our assumptions underlying our critical accounting policies and estimates, including our judgments and estimates regarding revenue recognition; the fair value of goodwill; and expected future amortization of acquired intangible assets;
- our intention not to sell our investments and our belief that it is more likely than not that we will not be required to sell them before recovery at par;
- our belief that the investments we hold are not other-than-temporarily impaired;
- our belief that we take prudent measures to mitigate investment-related risks;
- our belief that our exposure to currency exchange fluctuation risk will not be significant in the future;
- our assessments and estimates that determine our effective tax rate;
- our belief that our income tax valuation allowance is sufficient;
- our belief that it is not reasonably possible that there will be a significant increase or decrease in our unrecognized tax benefits over the next 12 months;
- our belief that our cash and cash equivalents, investments and cash generated from operations will be sufficient to meet our seasonal working capital needs, capital expenditure requirements, contractual obligations, commitments, debt service requirements and other liquidity requirements associated with our operations for at least the next 12 months;
- our expectation that we will return excess cash generated by operations to our stockholders through repurchases of our common stock and the payment of cash dividends, after taking into account our operating and strategic cash needs;
- our judgments and assumptions relating to our loan portfolio;
- our belief that the credit facilities will be available to us should we choose to borrow under them;
- our expectations regarding acquisitions and their impact on business and strategic priorities; and
- our assessments and beliefs regarding the future developments and outcomes of pending legal proceedings and inquiries by regulatory authorities, the liability, if any, that Intuit may incur as a result of those proceedings and inquiries, and the impact of any potential losses or expenses associated with such proceedings or inquiries on our financial statements.

We caution investors that forward-looking statements are only predictions based on our current expectations about future events and are not guarantees of future performance. We encourage you to read carefully all information provided in this report and in our other filings with the Securities and Exchange Commission before deciding to invest in our stock or to maintain or change your investment. These forward-looking statements are based on information as of the filing date of this Quarterly Report and, except as required by law, we undertake no obligation to revise or update any forward-looking statement for any reason.

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	Three Months Ended		Nine Months Ended	
	April 30, 2024	April 30, 2023	April 30, 2024	April 30, 2023
<i>(In millions, except per share amounts)</i>				
Net revenue:				
Service	\$ 6,048	\$ 5,404	\$ 11,191	\$ 9,977
Product and other	689	614	1,910	1,679
Total net revenue	6,737	6,018	13,101	11,656
Costs and expenses:				
Cost of revenue:				
Cost of service revenue	1,014	924	2,517	2,252
Cost of product and other revenue	17	17	55	56
Amortization of acquired technology	36	40	110	122
Selling and marketing	1,419	1,203	3,208	2,922
Research and development	671	604	2,029	1,859
General and administrative	355	332	1,041	959
Amortization of other acquired intangible assets	120	120	360	362
Total costs and expenses	3,632	3,240	9,320	8,532
Operating income	3,105	2,778	3,781	3,124
Interest expense	(60)	(66)	(182)	(180)
Interest and other income, net	27	22	91	50
Income before income taxes	3,072	2,734	3,690	2,994
Income tax provision	683	647	707	699
Net income	\$ 2,389	\$ 2,087	\$ 2,983	\$ 2,295
Basic net income per share	\$ 8.53	\$ 7.44	\$ 10.65	\$ 8.17
Shares used in basic per share calculations	280	281	280	281
Diluted net income per share	\$ 8.42	\$ 7.38	\$ 10.51	\$ 8.11
Shares used in diluted per share calculations	284	283	284	283

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME *(Unaudited)*

	Three Months Ended		Nine Months Ended	
	April 30, 2024	April 30, 2023	April 30, 2024	April 30, 2023
<i>(In millions)</i>				
Net income	\$ 2,389	\$ 2,087	\$ 2,983	\$ 2,295
Other comprehensive income (loss), net of income taxes:				
Unrealized gain (loss) on available-for-sale debt securities	(1)	1	5	1
Foreign currency translation gain (loss)	(6)	1	(17)	(2)
Cumulative translation adjustment reclassified to net income	9	—	9	—
Total other comprehensive income (loss), net	2	2	(3)	(1)
Comprehensive income	<u>\$ 2,391</u>	<u>\$ 2,089</u>	<u>\$ 2,980</u>	<u>\$ 2,294</u>

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED BALANCE SHEETS *(Unaudited)*
(In millions)

	April 30, 2024	July 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4,215	\$ 2,848
Investments	463	814
Accounts receivable, net	790	405
Notes receivable held for investment, net	698	687
Notes receivable held for sale	7	—
Income taxes receivable	4	29
Prepaid expenses and other current assets	337	354
Current assets before funds receivable and amounts held for customers	6,514	5,137
Funds receivable and amounts held for customers	2,722	420
Total current assets	9,236	5,557
Long-term investments	129	105
Property and equipment, net	1,032	969
Operating lease right-of-use assets	428	469
Goodwill	13,778	13,780
Acquired intangible assets, net	5,950	6,419
Long-term deferred income tax assets	512	64
Other assets	495	417
Total assets	\$ 31,560	\$ 27,780
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 886	\$ 638
Accrued compensation and related liabilities	689	665
Deferred revenue	843	921
Income taxes payable	437	698
Other current liabilities	586	448
Current liabilities before funds payable and amounts due to customers	3,441	3,370
Funds payable and amounts due to customers	2,722	420
Total current liabilities	6,163	3,790
Long-term debt	5,952	6,120
Long-term deferred income tax liabilities	3	4
Operating lease liabilities	468	480
Other long-term obligations	217	117
Total liabilities	12,803	10,511
Commitments and contingencies		
Stockholders' equity:		
Preferred stock	—	—
Common stock and additional paid-in capital	20,040	19,029
Treasury stock, at cost	(18,495)	(16,772)
Accumulated other comprehensive loss	(58)	(55)
Retained earnings	17,270	15,067
Total stockholders' equity	18,757	17,269
Total liabilities and stockholders' equity	\$ 31,560	\$ 27,780

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY *(Unaudited)*

	Three Months Ended April 30, 2024					
	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
<i>(Dollars in millions, except per share amount; shares in thousands)</i>						
Balance at January 31, 2024	280,025	\$ 19,739	\$ (17,911)	\$ (60)	\$ 15,140	\$ 16,908
Comprehensive income	—	—	—	2	2,389	2,391
Issuance of stock under employee stock plans, net of shares withheld for employee taxes	590	(150)	—	—	—	(150)
Stock repurchases under stock repurchase programs	(910)	—	(584)	—	—	(584)
Dividends and dividend rights declared (\$0.90 per share)	—	—	—	—	(259)	(259)
Share-based compensation expense	—	451	—	—	—	451
Balance at April 30, 2024	279,705	\$ 20,040	\$ (18,495)	\$ (58)	\$ 17,270	\$ 18,757

	Nine Months Ended April 30, 2024					
	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
<i>(Dollars in millions, except per share amount; shares in thousands)</i>						
Balance at July 31, 2023	280,421	\$ 19,029	\$ (16,772)	\$ (55)	\$ 15,067	\$ 17,269
Comprehensive income	—	—	—	(3)	2,983	2,980
Issuance of stock under employee stock plans, net of shares withheld for employee taxes	2,297	(410)	—	—	—	(410)
Stock repurchases under stock repurchase programs	(3,013)	—	(1,723)	—	—	(1,723)
Dividends and dividend rights declared (\$2.70 per share)	—	—	—	—	(780)	(780)
Share-based compensation expense	—	1,421	—	—	—	1,421
Balance at April 30, 2024	279,705	\$ 20,040	\$ (18,495)	\$ (58)	\$ 17,270	\$ 18,757

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)

	Three Months Ended April 30, 2023					
	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
<i>(Dollars in millions, except per share amount; shares in thousands)</i>						
Balance at January 31, 2023	280,668	\$ 18,392	\$ (15,824)	\$ (63)	\$ 13,337	\$ 15,842
Comprehensive income	—	—	—	2	2,087	2,089
Issuance of stock under employee stock plans, net of shares withheld for employee taxes	743	(51)	—	—	—	(51)
Stock repurchases under stock repurchase programs	(1,144)	—	(483)	—	—	(483)
Dividends and dividend rights declared (\$0.78 per share)	—	—	—	—	(224)	(224)
Share-based compensation expense	—	419	—	—	—	419
Balance at April 30, 2023	280,267	\$ 18,760	\$ (16,307)	\$ (61)	\$ 15,200	\$ 17,592

	Nine Months Ended April 30, 2023					
	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
<i>(Dollars in millions, except per share amount; shares in thousands)</i>						
Balance at July 31, 2022	281,932	\$ 17,725	\$ (14,805)	\$ (60)	\$ 13,581	\$ 16,441
Comprehensive income	—	—	—	(1)	2,295	2,294
Issuance of stock under employee stock plans, net of shares withheld for employee taxes	1,993	(229)	—	—	—	(229)
Stock repurchases under stock repurchase programs	(3,658)	—	(1,502)	—	—	(1,502)
Dividends and dividend rights declared (\$2.34 per share)	—	—	—	—	(676)	(676)
Share-based compensation expense	—	1,264	—	—	—	1,264
Balance at April 30, 2023	280,267	\$ 18,760	\$ (16,307)	\$ (61)	\$ 15,200	\$ 17,592

See accompanying notes.

INTUIT INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In millions)
Cash flows from operating activities:

	Nine Months Ended	
	April 30, 2024	April 30, 2023
Net income	\$ 2,983	\$ 2,295
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	111	127
Amortization of acquired intangible assets	470	484
Non-cash operating lease cost	63	68
Share-based compensation expense	1,421	1,264
Deferred income taxes	(361)	(389)
Other	69	48
Total adjustments	<u>1,773</u>	<u>1,602</u>
Originations and purchases of loans held for sale	(96)	—
Sales and principal repayments of loans held for sale	98	—
Changes in operating assets and liabilities:		
Accounts receivable	(384)	(269)
Income taxes receivable	25	91
Prepaid expenses and other assets	18	(286)
Accounts payable	286	212
Accrued compensation and related liabilities	20	45
Deferred revenue	(79)	18
Income taxes payable	(262)	646
Operating lease liabilities	(45)	(59)
Other liabilities	130	(91)
Total changes in operating assets and liabilities	<u>(291)</u>	<u>307</u>
Net cash provided by operating activities	4,467	4,204
Cash flows from investing activities:		
Purchases of corporate and customer fund investments	(564)	(566)
Sales of corporate and customer fund investments	491	196
Maturities of corporate and customer fund investments	489	335
Purchases of property and equipment	(208)	(220)
Acquisitions of businesses, net of cash acquired	—	(33)
Originations and purchases of loans held for investment	(1,926)	(1,600)
Sales of loans originally classified as held for investment	101	—
Principal repayments of loans held for investment	1,688	1,365
Other	(46)	(26)
Net cash provided by (used in) investing activities	25	(549)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt, net of discount and issuance costs	3,956	—
Repayments of debt	(4,200)	(509)
Proceeds from borrowings under unsecured revolving credit facility	100	—
Repayments on borrowings under unsecured revolving credit facility	(100)	—
Proceeds from borrowings under secured revolving credit facilities	95	212
Repayments on borrowings under secured revolving credit facilities	(25)	(22)
Proceeds from issuance of stock under employee stock plans	226	150
Payments for employee taxes withheld upon vesting of restricted stock units	(632)	(376)
Cash paid for purchases of treasury stock	(1,707)	(1,495)

Dividends and dividend rights paid	(773)	(667)
Net change in funds receivable and funds payable and amounts due to customers	2,212	(196)
Other	(3)	(1)
Net cash used in financing activities	(851)	(2,904)
Effect of exchange rates on cash, cash equivalents, restricted cash, and restricted cash equivalents	(12)	2
Net increase in cash, cash equivalents, restricted cash, and restricted cash equivalents	3,629	753
Cash, cash equivalents, restricted cash, and restricted cash equivalents at beginning of period	2,852	2,997
Cash, cash equivalents, restricted cash, and restricted cash equivalents at end of period	\$ 6,481	\$ 3,750
Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents reported within the condensed consolidated balance sheets to the total amounts reported on the condensed consolidated statements of cash flows		
Cash and cash equivalents	\$ 4,215	\$ 3,745
Restricted cash and restricted cash equivalents included in funds receivable and amounts held for customers	2,266	5
Total cash, cash equivalents, restricted cash, and restricted cash equivalents at end of period	\$ 6,481	\$ 3,750
Supplemental schedule of non-cash investing activities:		
Transfers of loans originated or purchased as held for investment to held for sale	\$ 106	\$ —

See accompanying notes.

INTUIT INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Description of Business and Summary of Significant Accounting Policies

Description of Business

Intuit helps consumers and small businesses prosper by delivering financial management, compliance, and marketing products and services. We also provide specialized tax products to accounting professionals, who are key partners that help us serve small business customers.

Our global financial technology platform, which includes TurboTax, Credit Karma, QuickBooks, and Mailchimp, is designed to help consumers and small businesses manage their finances, get and retain customers, save money, pay off debt, and do their taxes with ease and confidence. For those customers who run small businesses, we are also focused on helping them find and keep customers, get paid faster, pay their employees, manage and get access to capital, and ensure their books are done right. Lacerte, ProSeries, and ProConnect Tax Online are our leading tax preparation offerings for professional accountants. Incorporated in 1984 and headquartered in Mountain View, California, we sell our products and services primarily in the United States.

Basis of Presentation

These condensed consolidated financial statements include the financial statements of Intuit and its wholly-owned subsidiaries. We have eliminated all intercompany balances and transactions in consolidation. We have included all adjustments, consisting only of normal recurring items, which we considered necessary for a fair presentation of our financial results for the interim periods presented. We have reclassified certain amounts previously reported in our financial statements to conform to the current presentation.

In the first quarter of fiscal 2024, to align our presentation of revenue and cost of revenue with our current revenue mix, we began to aggregate other revenue with product revenue, rather than service revenue, and cost of other revenue with cost of product revenue, rather than cost of service revenue. We reclassified the previously reported balances to conform to the current presentation. The reclassification was not material and had no impact on previously reported total net revenue or cost of revenue.

On August 1, 2023, we reorganized certain technology functions in our Consumer and ProTax segments that support and benefit our overall platform. Additionally, certain workplace and real estate functions in our Small Business & Self-Employed segment are now managed at the corporate level. As a result of these reorganizations, costs associated with these functions are no longer included in segment operating income and are now included in other corporate expenses. For the three and nine months ended April 30, 2023, we reclassified expenses totaling \$18 million and \$37 million from Small Business & Self-Employed, \$43 million and \$126 million from Consumer, and \$14 million and \$45 million from ProTax to other corporate expenses, respectively. See Note 12, "Segment Information," for more information.

These unaudited condensed consolidated financial statements and accompanying notes should be read together with the audited consolidated financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023. Results for the nine months ended April 30, 2024 are not necessarily indicative of the results we expect for the fiscal year ending July 31, 2024 or any other future period.

Seasonality

Our Consumer and ProTax offerings have a significant and distinct seasonal pattern as sales and revenue from our income tax preparation products and services are typically heavily concentrated in the period from November through April. This seasonal pattern typically results in higher net revenues during our second and third quarters ending January 31 and April 30, respectively.

Significant Accounting Policies

We described our significant accounting policies in Note 1 to the financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023. There have been no changes to our significant accounting policies during the first nine months of fiscal 2024.

[Use of Estimates](#)

In preparing our condensed consolidated financial statements in accordance with U.S. generally accepted accounting principles (GAAP), we make certain judgments, estimates, and assumptions that affect the amounts reported in our financial statements and the disclosures made in the accompanying notes. For example, we use judgments and estimates in determining how revenue should be recognized. These judgments and estimates include identifying performance obligations, determining if the performance obligations are distinct, determining the standalone sales price (SSP) and timing of revenue recognition for each distinct performance obligation, and estimating variable consideration to be included in the transaction price. We use estimates in determining the collectibility of accounts receivable and notes receivable held for investment, the appropriate levels of various accruals including accruals for litigation contingencies, the discount rate used to calculate lease liabilities, the amount of our worldwide tax provision, the realizability of deferred tax assets, the credit losses of available-for-sale debt securities, reserves for losses, and the fair value of assets acquired and liabilities assumed for business combinations. We also use estimates in determining the remaining economic lives and fair values of acquired intangible assets, property and equipment, and other long-lived assets. In addition, we use assumptions to estimate the fair value of reporting units and share-based compensation. Despite our intention to establish accurate estimates and use reasonable assumptions, actual results may differ from our estimates.

[Computation of Net Income Per Share](#)

We compute basic net income or loss per share using the weighted-average number of common shares outstanding during the period. We compute diluted net income per share using the weighted-average number of common shares and dilutive potential common shares outstanding during the period. Dilutive potential common shares consist of the shares issuable upon the exercise of stock options and upon the vesting of restricted stock units (RSUs) under the treasury stock method.

We include stock options with combined exercise prices and unrecognized compensation expense that are less than the average market price for our common stock, and RSUs with unrecognized compensation expense that is less than the average market price for our common stock, in the calculation of diluted net income per share. We exclude stock options with combined exercise prices and unrecognized compensation expense that are greater than the average market price for our common stock, and RSUs with unrecognized compensation expense that is greater than the average market price for our common stock, from the calculation of diluted net income per share because their effect is anti-dilutive. Under the treasury stock method, the amount that must be paid to exercise stock options and the amount of compensation expense for future service that we have not yet recognized for stock options and RSUs are assumed to be used to repurchase shares.

Dividend rights apply to all RSUs that we grant and are accumulated and paid when the underlying RSUs vest. Since the dividend rights are subject to the same vesting requirements as the underlying equity awards, they are considered a contingent transfer of value. Consequently, the RSUs are not considered participating securities, and we do not present them separately in earnings per share.

In loss periods, basic net loss per share and diluted net loss per share are the same since the effect of potential common shares is anti-dilutive and therefore excluded.

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The following table presents the composition of shares used in the computation of basic and diluted net income per share for the periods indicated.

	Three Months Ended		Nine Months Ended	
	April 30, 2024	April 30, 2023	April 30, 2024	April 30, 2023
<i>(In millions, except per share amounts)</i>				
Numerator:				
Net income	\$ 2,389	\$ 2,087	\$ 2,983	\$ 2,295
Denominator:				
Shares used in basic per share amounts:				
Weighted-average common shares outstanding	280	281	280	281
Shares used in diluted per share amounts:				
Weighted-average common shares outstanding	280	281	280	281
Dilutive common equivalent shares from stock options and restricted stock awards	4	2	4	2
Dilutive weighted-average common shares outstanding	284	283	284	283
Basic and diluted net income per share:				
Basic net income per share	\$ 8.53	\$ 7.44	\$ 10.65	\$ 8.17
Diluted net income per share	\$ 8.42	\$ 7.38	\$ 10.51	\$ 8.11
Shares excluded from diluted net income per share:				
Weighted-average stock options and restricted stock units that have been excluded from dilutive common equivalent shares outstanding due to their anti-dilutive effect	—	2	—	2

[Deferred Revenue](#)

We record deferred revenue when we have entered into a contract with a customer, and cash payments are received or due prior to transfer of control or satisfaction of the related performance obligation. During the three and nine months ended April 30, 2024, we recognized revenue of \$85 million and \$890 million, respectively, that was included in deferred revenue at July 31, 2023. During the three and nine months ended April 30, 2023, we recognized revenue of \$85 million and \$778 million, respectively, that was included in deferred revenue at July 31, 2022.

Our performance obligations are generally satisfied within 12 months of the initial contract date. As of April 30, 2024 and July 31, 2023, the deferred revenue balance related to performance obligations that will be satisfied after 12 months was \$4 million and \$5 million, respectively, and is included in other long-term obligations on our condensed consolidated balance sheets.

[Concentration of Credit Risk and Significant Customers](#)

No customer accounted for 10% or more of total net revenue in the three or nine months ended April 30, 2024 or April 30, 2023. No customer accounted for 10% or more of gross accounts receivable at April 30, 2024 or July 31, 2023.

[Accounting Standards Not Yet Adopted](#)

Segment Information - In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." This standard requires incremental segment information disclosures, including disclosures of significant segment expenses that are regularly provided to the chief operating decision maker (CODM), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, which means that it will be effective for our annual reporting for the fiscal year ending July 31, 2025 and for interim period reporting beginning in fiscal 2026. Early adoption is permitted, and retrospective adoption is required for all prior periods presented. We are currently evaluating the impact of our pending adoption of ASU 2023-07 on our consolidated financial statements and related disclosures.

Income Tax - In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." This standard requires additional disclosures related to the income tax rate reconciliation, income taxes paid by jurisdiction, and other income tax-related disclosures. The standard is effective for fiscal years beginning after December 15, 2024, which means that it will be effective for us for the fiscal year ending July 31, 2026. Early adoption is permitted. The standard should be applied on a prospective basis, and retrospective application is permitted. We are currently evaluating the impact of adopting ASU 2023-09 on our consolidated financial statements and related disclosures.

2. Fair Value Measurements

Fair Value Hierarchy

The authoritative guidance defines fair value as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. When determining fair value, we consider the principal or most advantageous market for an asset or liability and assumptions that market participants would use when pricing the asset or liability. In addition, we consider and use all valuation methods that are appropriate in estimating the fair value of an asset or liability.

The authoritative guidance establishes a fair value hierarchy that is based on the extent and level of judgment used to estimate the fair value of assets and liabilities. In general, the authoritative guidance requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. An asset or liability's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the measurement of its fair value. The three levels of input defined by the authoritative guidance are as follows:

- **Level 1** uses unadjusted quoted prices that are available in active markets for identical assets or liabilities.
- **Level 2** uses inputs other than quoted prices included in Level 1 that are either directly or indirectly observable through correlation with market data. These include quoted prices in active markets for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; and inputs to valuation models or other pricing methodologies that do not require significant judgment because the inputs used in the model, such as interest rates and volatility, can be corroborated by readily observable market data for substantially the full term of the assets or liabilities.
- **Level 3** uses one or more unobservable inputs that are supported by little or no market activity and that are significant to the determination of fair value. Level 3 assets and liabilities include those whose fair values are determined using pricing models, discounted cash flow methodologies, or similar valuation techniques and significant management judgment or estimation.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table summarizes financial assets and financial liabilities that we measured at fair value on a recurring basis at the dates indicated, classified in accordance with the fair value hierarchy described above.

	April 30, 2024			July 31, 2023		
	Level 1	Level 2	Total Fair Value	Level 1	Level 2	Total Fair Value
<i>(In millions)</i>						
Assets:						
Cash equivalents, primarily money market funds	\$ 3,174	\$ —	\$ 3,174	\$ 1,888	\$ —	\$ 1,888
Available-for-sale debt securities:						
Corporate notes	—	470	470	—	805	805
U.S. agency securities	—	143	143	—	209	209
Total available-for-sale debt securities	—	613	613	—	1,014	1,014
Total assets measured at fair value on a recurring basis	\$ 3,174	\$ 613	\$ 3,787	\$ 1,888	\$ 1,014	\$ 2,902
Liabilities:						
Senior unsecured notes ⁽¹⁾	\$ —	\$ 5,286	\$ 5,286	\$ —	\$ 1,309	\$ 1,309

⁽¹⁾ Carrying values on our condensed consolidated balance sheets at April 30, 2024 and July 31, 2023 were \$5.45 billion and \$1.49 billion, respectively. See Note 6, "Debt," for more information.

The following table summarizes our cash equivalents and available-for-sale debt securities by balance sheet classification and level in the fair value hierarchy at the dates indicated.

(In millions)	April 30, 2024			July 31, 2023		
	Level 1	Level 2	Total Fair Value	Level 1	Level 2	Total Fair Value
Cash equivalents:						
In cash and cash equivalents	\$ 3,174	\$ —	\$ 3,174	\$ 1,888	\$ —	\$ 1,888
Available-for-sale debt securities:						
In investments	\$ —	\$ 463	\$ 463	\$ —	\$ 814	\$ 814
In funds receivable and amounts held for customers	—	150	150	—	200	200
Total available-for-sale debt securities	\$ —	\$ 613	\$ 613	\$ —	\$ 1,014	\$ 1,014

We value our Level 1 assets, consisting primarily of money market funds, using quoted prices in active markets for identical instruments.

Financial assets whose fair values we measure on a recurring basis using Level 2 inputs consist of corporate notes and U.S. agency securities. We measure the fair values of these assets with the help of a pricing service that either provides quoted market prices in active markets for identical or similar securities or uses observable inputs for their pricing without applying significant adjustments. Our fair value processes include controls designed to ensure that we record appropriate fair values for our Level 2 investments. These controls include comparison to pricing provided by a secondary pricing service or investment manager, validation of pricing sources and models, review of key model inputs, analysis of period-over-period price fluctuations, and independent recalculation of prices where appropriate.

Financial assets whose fair values we measure using Level 3 inputs consist of notes receivable held for sale. These loans are recorded at the lower of cost or fair value. As of April 30, 2024, total notes receivable held for sale were not material and the difference between amortized cost and fair value was not material.

Financial liabilities whose fair values we measure using Level 2 inputs consist of senior unsecured notes. See Note 6, "Debt," for more information. We measure the fair value of our senior unsecured notes based on their trading prices and the interest rates we could obtain for other borrowings with similar terms.

There were no transfers between Level 1 and Level 2 of the fair value hierarchy during the nine months ended April 30, 2024.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Long-term investments primarily include non-marketable equity securities in privately-held companies that do not have a readily determinable fair value. They are accounted for at cost and adjusted based on observable price changes from orderly transactions for identical or similar investments of the same issuer or impairment. These investments are classified as Level 3 in the fair value hierarchy because we estimate the value of these investments using a valuation method based on observable transaction price changes at the transaction date. We recognized no upward adjustments during the three months ended April 30, 2024. We recognized \$4 million in upward adjustments during the nine months ended April 30, 2024. We recognized no upward adjustments during the three and nine months ended April 30, 2023. Impairments recognized during the three and nine months ended April 30, 2024 and April 30, 2023 were not material. Cumulative upward adjustments were \$75 million, and cumulative impairments were not material through April 30, 2024 for measurement alternative investments held as of April 30, 2024. The carrying value of long-term investments on our condensed consolidated balance sheets was \$129 million and \$105 million at April 30, 2024 and July 31, 2023, respectively.

3. Cash and Cash Equivalents, Investments, and Funds Receivable and Amounts Held for Customers

We consider highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents. In all periods presented, cash equivalents consist primarily of money market funds. Investments consist primarily of investment-grade available-for-sale debt securities. Funds receivable and amounts held for customers represent funds receivable from third-party payment processors for customer transactions, funds in-transit to our customers, and funds held on behalf of our customers that are invested in cash and cash equivalents and investment-grade available-for-sale securities, restricted for use solely for the purpose of satisfying amounts we owe on behalf of our customers.

In the first quarter of fiscal 2024, we updated our terms of service and end user license agreements related to our payroll and payments offerings to reflect a change in our obligations with respect to funds we transmit on behalf of our customers. As a result of the change, our obligations are now satisfied when the funds are settled in the customers' accounts. These obligations, including funds in-transit to our customers, are reflected in funds payable and amounts due to customers in the accompanying condensed consolidated balance sheets. Under our previous agreements, our obligations were satisfied as of the point that we initiated the transmission of the funds on the customers' behalf.

Except for direct obligations of the United States government, securities issued by agencies of the United States government, and money market funds, we diversify our investments in debt securities by limiting our holdings with any individual issuer.

The following table summarizes our cash and cash equivalents, investments, and funds receivable and amounts held for customers by balance sheet classification at the dates indicated.

	April 30, 2024		July 31, 2023	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<i>(In millions)</i>				
Classification on condensed consolidated balance sheets:				
Cash and cash equivalents	\$ 4,215	\$ 4,215	\$ 2,848	\$ 2,848
Investments	463	463	819	814
Funds receivable and amounts held for customers	2,724	2,722	424	420
Total cash and cash equivalents, investments, and funds receivable and amounts held for customers	<u>\$ 7,402</u>	<u>\$ 7,400</u>	<u>\$ 4,091</u>	<u>\$ 4,082</u>

The following table summarizes our cash and cash equivalents, investments, and relevant portion of funds receivable and amounts held for customers by investment category at the dates indicated. As of April 30, 2024 and July 31, 2023, this excludes \$306 million and \$216 million, respectively, of funds receivable included on our condensed consolidated balance sheets in funds receivable and amounts held for customers not measured and recorded at fair value.

	April 30, 2024		July 31, 2023	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<i>(In millions)</i>				
Type of issue:				
Total cash, cash equivalents, restricted cash, and restricted cash equivalents	\$ 6,481	\$ 6,481	\$ 2,852	\$ 2,852
Available-for-sale debt securities:				
Corporate notes	472	470	811	805
U.S. agency securities	143	143	212	209
Total available-for-sale debt securities	<u>615</u>	<u>613</u>	<u>1,023</u>	<u>1,014</u>
Total cash, cash equivalents, restricted cash, restricted cash equivalents, and investments	<u>\$ 7,096</u>	<u>\$ 7,094</u>	<u>\$ 3,875</u>	<u>\$ 3,866</u>

We use the specific identification method to compute gains and losses on investments. We include realized gains and losses on our available-for-sale debt securities in interest and other income, net in our condensed consolidated statements of operations. Gross realized gains and losses on our available-for-sale debt securities for the nine months ended April 30, 2024 and April 30, 2023 were not material.

We accumulate unrealized gains and losses on our available-for-sale debt securities, net of tax, in accumulated other comprehensive income or loss in the stockholders' equity section of our condensed consolidated balance sheets, except for certain unrealized losses described below. Gross unrealized gains and losses on our available-for-sale debt securities at April 30, 2024 and July 31, 2023 were not material.

For available-for-sale debt securities in an unrealized loss position, we determine whether a credit loss exists. The estimate of the credit loss is determined by considering available information relevant to the collectibility of the security and information about past events, current conditions, and reasonable and supportable forecasts. The allowance for credit loss is recorded to interest and other income, net in our condensed consolidated statements of operations, not to exceed the amount of the unrealized loss. Any excess unrealized loss greater than the allowance for credit loss at a security level is recognized in accumulated other comprehensive income or loss in the stockholders' equity section of our condensed consolidated balance sheets. We determined there were no credit losses related to available-for-sale debt securities as of April 30, 2024. Unrealized losses on available-for-sale debt securities at April 30, 2024 were not material. We do not intend to sell these investments. In addition, it is more likely than not that we will not be required to sell them before recovery of the amortized cost basis, which may be at maturity.

The following table summarizes our available-for-sale debt securities, included in investments and relevant portion of funds receivable and amounts held for customers, classified by the stated maturity date of the security at the dates indicated.

	April 30, 2024		July 31, 2023	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<i>(In millions)</i>				
Due within one year	\$ 518	\$ 517	\$ 735	\$ 730
Due within two years	64	63	147	144
Due within three years	33	33	141	140
Due after three years	—	—	—	—
Total available-for-sale debt securities	\$ 615	\$ 613	\$ 1,023	\$ 1,014

The following table summarizes our funds receivable and amounts held for customers by asset category at the dates indicated.

	April 30, 2024	July 31, 2023
	<i>(In millions)</i>	
Restricted cash and restricted cash equivalents	\$ 2,266	\$ 4
Restricted available-for-sale debt securities and funds receivable	456	416
Total funds receivable and amounts held for customers	\$ 2,722	\$ 420
<i>(In millions)</i>		
Restricted cash and restricted cash equivalents	\$ 5	\$ 201
Restricted available-for-sale debt securities and funds receivable	383	230
Total funds receivable and amounts held for customers	\$ 388	\$ 431

4. Notes Receivable and Allowances for Loan Losses

As of April 30, 2024, our notes receivable portfolio consisted of notes receivable held for investment, including term loans to small businesses and refund advance loans to consumers, and notes receivable held for sale, including term loans to small businesses. We classify loans as notes receivable held for investment when we have both the intent and ability to hold until maturity or payoff. We classify loans as notes receivable held for sale when we have the intent and ability to sell substantially all of our rights, title, and interests in these qualified loans to a third-party investor. A loan that is initially designated as held for sale or held for investment may be reclassified when our intent for that loan changes. When a loan held for investment is reclassified to held for sale and recorded at the lower of amortized cost or fair value, the related allowance for loan loss for that loan is released, and any adjustment to record the loan at the lower of amortized cost or fair value is recorded.

Notes Receivable Held for Investment

Term loans to small businesses. We provide financing to small businesses via term loans that we originate directly or through an originating bank partner. During the nine months ended April 30, 2024 and 2023, we purchased term loans from our originating bank partner with principal balances in the amount of \$1.2 billion and \$103 million, respectively. As of April 30, 2024, we had commitments to purchase \$22 million in term loans that were originated on or prior to April 30, 2024.

The term loans are not secured and are recorded at amortized cost, net of allowances for loan losses. As of April 30, 2024 and July 31, 2023, the net notes receivable balance for term loans to small businesses was \$820 million and \$757 million, respectively. The current portion is included in notes receivable held for investment and the long-term portion is included in other assets on our condensed consolidated balance sheets.

We maintain an allowance for loan losses to reserve for potentially uncollectible notes receivable. We evaluate the creditworthiness of our term loan portfolio on a pooled basis due to its composition of loans with similar general credit risk and characteristics and apply a loss rate at the time of loan origination. The allowance is subjective and requires management estimates. The loss rate and underlying probability of default methodology are updated periodically to reflect factors such as actual loan performance, changes to assumptions, portfolio growth, our current credit policies, changes to our applicant base, and macroeconomic conditions. Factors taken into consideration in the methodology include historical performance, customer creditworthiness, changes in the size and composition of the loan portfolio, delinquency levels, and actual credit loss experience. We use empirical data and management judgment to estimate losses for new credit tests or products for which we do not have enough history. We make judgments about the known and inherent risks in the loan portfolio, adverse situations that may affect borrowers' ability to repay, and current and future economic conditions. When we determine that amounts are uncollectible, we write them off against the allowance. As of April 30, 2024 and July 31, 2023, the allowances for loan losses on term loans to small businesses were not material.

We consider a loan to be delinquent when the payments are one day past due. We place delinquent term loans on nonaccrual status and stop accruing interest revenue. Term loans are returned to accrual status if they are brought current or have performed in accordance with the contractual terms for a reasonable period of time and, in our judgment, will continue to make periodic principal and interest payments as per contractual terms. Past due amounts were not material for all periods presented.

Interest revenue is earned on term loans originated and purchased and held for investment in accordance with the specified period of time and defined interest rate noted in the loan contract. Interest revenue is recorded net of amortized direct origination costs and is included in service revenue in our condensed consolidated statements of operations. Interest revenue was not material for all periods presented.

Refund Advance Loans. Refund advance loans are loans available to eligible TurboTax customers based on a customer's anticipated income tax refund, at no cost to the customer. The loans are repaid from the customer's income tax refund, which is generally received within three to four weeks after acceptance of the customer's income tax return by the IRS. We partner with a third-party issuing bank to originate the loans and subsequently purchase full participating interests in those loans. The refund advance loans are not secured and are recorded at amortized cost, net of an allowance for loan losses. As of April 30, 2024 and July 31, 2023, the net notes receivable balance for refund advance loans was \$12 million and \$5 million, respectively. We maintain an allowance for loan losses to reserve for potentially uncollectible loans. We estimate the allowance based on the expected funding of refunds by the IRS using historical trends. When we determine that any amounts are uncollectible, we write them off against the allowance. As of April 30, 2024 and July 31, 2023, the allowance for loan losses on refund advance loans was not material.

Notes Receivable Held for Sale

Term loans to small businesses. We have a forward flow arrangement with an institutional investor. Pursuant to this arrangement, we have a commitment to sell to the institutional investor a minimum of \$250 million in participation interests in unsecured term loans purchased or made to small businesses over 18 months, subject to certain eligibility criteria. As of April 30, 2024, the remaining commitment to sell term loans under this arrangement was \$57 million.

Notes receivable held for sale are recorded at the lower of amortized cost or fair value determined on an individual loan basis. To determine fair value, we utilize a cash flow methodology, taking into account estimated timing and expected selling prices. As of April 30, 2024, the balance of loans held for sale was \$7 million and is included in notes receivable held for sale on our condensed consolidated balance sheets. Total sales of term loans during the nine months ended April 30, 2024 were \$193 million. For the three and nine months ended April 30, 2024, gains on sales of loans were not material.

5. Acquired Intangible Assets

The following table shows the cost, accumulated amortization, and weighted-average life in years for our acquired intangible assets at the dates indicated. The weighted-average lives are calculated for assets that are not fully amortized.

<i>(Dollars in millions)</i>	Customer Lists / User Relationships	Purchased Technology	Trade Names and Logos	Covenants Not to Compete or Sue	Total
At April 30, 2024:					
Cost	\$ 6,197	\$ 1,619	\$ 680	\$ 41	\$ 8,537
Accumulated amortization	(1,500)	(866)	(180)	(41)	(2,587)
Acquired intangible assets, net	<u>\$ 4,697</u>	<u>\$ 753</u>	<u>\$ 500</u>	<u>\$ —</u>	<u>\$ 5,950</u>
Weighted-average life in years	<u>14</u>	<u>9</u>	<u>13</u>	<u>0</u>	<u>13</u>
At July 31, 2023:					
Cost	\$ 6,197	\$ 1,616	\$ 680	\$ 42	\$ 8,535
Accumulated amortization	(1,178)	(756)	(140)	(42)	(2,116)
Acquired intangible assets, net	<u>\$ 5,019</u>	<u>\$ 860</u>	<u>\$ 540</u>	<u>\$ —</u>	<u>\$ 6,419</u>
Weighted-average life in years	<u>14</u>	<u>8</u>	<u>13</u>	<u>0</u>	<u>13</u>

The following table shows the expected future amortization expense for our acquired intangible assets at April 30, 2024. Amortization of purchased technology is charged to amortization of acquired technology in our condensed consolidated statements of operations. Amortization of other acquired intangible assets, such as customer lists, is charged to amortization of other acquired intangible assets in our condensed consolidated statements of operations. If impairment events occur, they could accelerate the timing of acquired intangible asset charges.

<i>(In millions)</i>	Expected Future Amortization Expense
Fiscal year ending July 31,	
2024 (excluding the nine months ended April 30, 2024)	\$ 156
2025	623
2026	621
2027	594
2028	581
Thereafter	3,375
Total expected future amortization expense	\$ 5,950

6. Debt

The carrying value of our debt was as follows at the dates indicated:

<i>(Dollars in millions)</i>	April 30, 2024	July 31, 2023	Effective Interest Rate
Senior unsecured notes issued June 2020:			
0.950% notes due July 2025	\$ 500	\$ 500	1.127%
1.350% notes due July 2027	500	500	1.486%
1.650% notes due July 2030	500	500	1.767%
Senior unsecured notes issued September 2023:			
5.250% notes due September 2026	750	—	5.367%
5.125% notes due September 2028	750	—	5.221%
5.200% notes due September 2033	1,250	—	5.268%
5.500% notes due September 2053	1,250	—	5.565%
Term loan	—	4,200	
Secured revolving credit facilities	500	430	
Total principal balance of debt	6,000	6,130	
Unamortized discount and debt issuance costs	(48)	(10)	
Net carrying value of debt	\$ 5,952	\$ 6,120	
Short-term debt	\$ —	\$ —	
Long-term debt	\$ 5,952	\$ 6,120	

Future principal payments for debt at April 30, 2024 were as shown in the table below.

<i>(In millions)</i>	Expected Future Principal Payments
Fiscal year ending July 31,	
2024 (excluding the nine months ended April 30, 2024)	\$ —
2025	500
2026	275
2027	1,475
2028	—
Thereafter	3,750
Total future principal payments for debt	\$ 6,000

[Senior Unsecured Notes](#)

2020 Notes. In June 2020, we issued four series of senior unsecured notes (together, the 2020 Notes) pursuant to a public debt offering. The proceeds from the issuance were \$1.98 billion, net of debt discount of \$2 million and debt issuance costs of \$15 million. As of April 30, 2024, \$1.5 billion of the 2020 Notes remained outstanding.

Interest is payable semiannually on January 15 and July 15 of each year. The discount and debt issuance costs are amortized to interest expense over the term of the 2020 Notes under the effective interest method. We paid \$10 million and \$12 million in interest on the 2020 Notes during the nine months ended April 30, 2024 and 2023, respectively.

The 2020 Notes are senior unsecured obligations of Intuit and rank equally with all existing and future unsecured and unsubordinated indebtedness of Intuit and are redeemable by us at any time, subject to a make-whole premium. Upon the occurrence of change of control transactions that are accompanied by certain downgrades in the credit ratings of the 2020 Notes, we will be required to repurchase the 2020 Notes at a repurchase price equal to 101% of the aggregate outstanding principal plus any accrued and unpaid interest to but not including the date of repurchase. The indenture governing the 2020 Notes requires us to comply with certain covenants. For example, the 2020 Notes limit our ability to create certain liens and enter into sale and leaseback transactions. As of April 30, 2024, we were compliant with all covenants governing the 2020 Notes.

2023 Notes. In September 2023, we issued four series of senior unsecured notes (together, the 2023 Notes) pursuant to a public debt offering. The proceeds from the issuance were \$3.96 billion, net of debt discount of \$20 million and debt issuance costs of \$24 million, and were used, together with operating cash, to repay the outstanding balance on our unsecured term loan. As of April 30, 2024, \$4.0 billion of the 2023 Notes remained outstanding.

Interest is payable semiannually on March 15 and September 15 of each year. The discount and debt issuance costs are amortized to interest expense over the term of the 2023 Notes under the effective interest method. We paid \$106 million in interest on the 2023 Notes during the nine months ended April 30, 2024.

The 2023 Notes are senior unsecured obligations of Intuit and rank equally with all existing and future unsecured and unsubordinated indebtedness of Intuit and are redeemable by us at any time, subject to a make-whole premium. The indenture governing the 2023 Notes requires us to comply with certain covenants. For example, the 2023 Notes limit our ability to create certain liens and enter into sale and leaseback transactions. As of April 30, 2024, we were compliant with all covenants governing the 2023 Notes.

[Unsecured Credit Facilities](#)

2021 Credit Facility. On February 5, 2024, we terminated our amended and restated credit agreement dated November 1, 2021 (2021 Credit Facility). The 2021 Credit Facility included a \$4.7 billion unsecured term loan that was repaid in September 2023, and a \$1 billion unsecured revolving credit facility that was set to mature on November 1, 2026. There were no amounts outstanding on the unsecured revolving credit facility at the time it was terminated.

We paid \$42 million and \$164 million in interest on the term loan during the nine months ended April 30, 2024 and 2023, respectively. Interest paid on the unsecured revolving credit facility was not material during the nine months ended April 30, 2024 and 2023.

2024 Credit Facility. On February 5, 2024, we entered into a credit agreement with certain lenders providing for a \$1.5 billion unsecured revolving credit facility that expires on February 5, 2029 (2024 Credit Facility), which replaced the 2021 Credit Facility.

Under the 2024 Credit Facility, we may, subject to certain customary conditions, including approval of relevant lenders, on one or more occasions, increase commitments under the 2024 Credit Facility by an amount not to exceed \$1 billion in the aggregate, and, on one or more occasions, extend the maturity date of the 2024 Credit Facility by one year. The 2024 Credit Facility includes a \$500 million sublimit for borrowing swingline loans and a \$250 million sublimit for the issuance of letters of credit. Advances under the unsecured revolving credit facility accrue interest at rates equal to (a) in the case of U.S. dollar borrowings, at our election, either (i) the alternate base rate plus a margin that ranges from 0.0% to 0.125%, or (ii) the adjusted term Secured Overnight Finance Rate (SOFR) plus a margin that ranges from 0.7% to 1.125%, or (b) in the case of foreign currency borrowings, the interest benchmark for the relevant currency specified in the credit agreement plus a margin that ranges from 0.7% to 1.125%. Actual margins under either election are based on our senior debt credit ratings.

The 2024 Credit Facility includes customary affirmative and negative covenants, including a financial covenant that requires us to maintain a ratio of total gross debt to earnings before interest, taxes, depreciation and amortization (EBITDA), as defined in the agreement, of not greater than 4.00 to 1.00 as measured on a rolling twelve month basis as of the last day of each fiscal quarter. As of April 30, 2024, we were compliant with all required covenants. At April 30, 2024, no amounts were outstanding under the 2024 Credit Facility. We paid no interest on this unsecured revolving credit facility during the nine months ended April 30, 2024.

[Secured Revolving Credit Facilities](#)

2019 Secured Facility. On February 19, 2019, a subsidiary of Intuit entered into a secured revolving credit facility with a lender to fund a portion of our loans to qualified small businesses (the 2019 Secured Facility). The 2019 Secured Facility is secured by

cash and receivables of the subsidiary and is non-recourse to Intuit Inc. We have entered into several amendments to this facility, most recently on December 15, 2023. These amendments primarily increase the facility limit, extend the commitment term and final maturity date, and update the benchmark interest rate. Under the amended 2019 Secured Facility, the facility limit is \$500 million, of which \$300 million is committed and \$200 million is uncommitted. Advances accrue interest at adjusted daily simple SOFR plus 1.5%. Unused portions of the committed credit facility accrue interest at a rate ranging from 0.25% to 0.75%, depending on the total unused committed balance. The commitment term is through July 18, 2025, and the final maturity date is July 20, 2026. The agreement includes certain affirmative and negative covenants, including financial covenants that require the subsidiary to maintain specified financial ratios. As of April 30, 2024, we were compliant with all required covenants. At April 30, 2024, \$275 million was outstanding under the 2019 Secured Facility and the weighted-average interest rate was 6.96%, which includes the interest on the unused committed portion. The outstanding balance is secured by cash and receivables of the subsidiary totaling \$1.0 billion. Interest on the 2019 Secured Facility is payable monthly. We paid \$15 million and \$11 million in interest on this secured revolving credit facility during the nine months ended April 30, 2024 and 2023, respectively.

2022 Secured Facility. On October 12, 2022, another subsidiary of Intuit entered into a secured revolving credit facility with a lender to fund a portion of our loans to qualified small businesses (the 2022 Secured Facility). The 2022 Secured Facility is secured by cash and receivables of the subsidiary and is non-recourse to Intuit Inc. We have entered into several amendments to this facility, most recently on April 30, 2024. These amendments primarily extend the commitment term and final maturity date and increase the commitment amount. Under the amended 2022 Secured Facility, the facility limit is \$500 million, of which \$300 million is committed and \$200 million is uncommitted. Advances accrue interest at SOFR plus 1.3%. Unused portions of the committed credit facility accrue interest at a rate ranging from 0.2% to 0.4%, depending on the total unused committed balance. The commitment term is through April 30, 2026, and the final maturity date is April 30, 2027. The agreement includes certain affirmative and negative covenants, including financial covenants that require the subsidiary to maintain specified financial ratios. As of April 30, 2024, we were compliant with all required covenants. At April 30, 2024, \$225 million was outstanding under the 2022 Secured Facility and the weighted-average interest rate was 6.71%, which includes the interest on the unused committed portion. The outstanding balance is secured by cash and receivables of the subsidiary totaling \$666 million. Interest on the 2022 Secured Facility is payable monthly. We paid \$8 million and \$2 million in interest on this secured revolving credit facility during the nine months ended April 30, 2024 and 2023, respectively.

7. Other Liabilities and Commitments

Other Current Liabilities

Other current liabilities were as follows at the dates indicated:

<i>(In millions)</i>	April 30, 2024	July 31, 2023
Executive deferred compensation plan liabilities	\$ 194	\$ 171
Sales, property, and other taxes	88	45
Current portion of operating lease liabilities	78	89
Reserve for returns, credits, and promotional discounts	75	32
Interest payable	36	12
Other	115	99
Total other current liabilities	<u>\$ 586</u>	<u>\$ 448</u>

The balances of several of our other current liabilities, particularly our reserves for product returns, credits, and promotional discounts, are affected by the seasonality of our business. See Note 1, "Description of Business and Summary of Significant Accounting Policies – Seasonality," for more information.

Other Long-Term Obligations

Other long-term obligations were as follows at the dates indicated:

<i>(In millions)</i>	April 30, 2024	July 31, 2023
Income tax liabilities	\$ 165	\$ 76
Dividends payable	19	16
Deferred revenue	4	5
Other	29	20
Total other long-term obligations	<u>\$ 217</u>	<u>\$ 117</u>

[Unconditional Purchase Obligations](#)

We describe our unconditional purchase obligations in Note 9 to the financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023. There were no significant changes outside the ordinary course of business in our purchase obligations during the nine months ended April 30, 2024.

8. Leases

We lease office facilities under non-cancellable operating lease arrangements. Our facility leases generally provide for periodic rent increases and may contain escalation clauses and renewal options. Our leases have remaining lease terms of up to 18 years, which include options to extend that are reasonably certain of being exercised. Some of our leases include one or more options to extend the leases for up to 10 years per option, which we are not reasonably certain to exercise. The options to extend are generally at rates to be determined in accordance with the agreements. Options to extend the lease are included in the lease liability if they are reasonably certain of being exercised.

We sublease certain office facilities to third parties. These subleases have remaining lease terms of up to 6 years, some of which include one or more options to extend the subleases for up to 5 years per option.

The components of lease expense were as follows:

	Three Months Ended		Nine Months Ended	
	April 30, 2024	April 30, 2023	April 30, 2024	April 30, 2023
<i>(In millions)</i>				
Operating lease cost ⁽¹⁾	\$ 25	\$ 33	\$ 77	\$ 97
Variable lease cost	6	6	18	15
Sublease income	(3)	(3)	(9)	(9)
Total net lease cost	\$ 28	\$ 36	\$ 86	\$ 103

⁽¹⁾ Includes short-term leases, which were not material for each of the three and nine months ended April 30, 2024 and 2023.

Supplemental cash flow information related to operating leases was as follows:

	Nine Months Ended	
	April 30, 2024	April 30, 2023
<i>(In millions)</i>		
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 58	\$ 73
Right-of-use assets obtained in exchange for operating lease liabilities	\$ 28	\$ 23

Other information related to operating leases was as follows at the dates indicated:

	April 30, 2024	July 31, 2023
Weighted-average remaining lease term for operating leases	7.9 years	7.9 years
Weighted-average discount rate for operating leases	3.3 %	3.0 %

Future minimum lease payments under non-cancellable operating leases as of April 30, 2024 were as follows:

<i>(In millions)</i>	Operating Leases ⁽¹⁾
Fiscal year ending July 31,	
2024 (excluding the nine months ended April 30, 2024)	\$ 17
2025	99
2026	84
2027	74
2028	65
Thereafter	289
Total future minimum lease payments	628
Less imputed interest	(82)
Present value of lease liabilities	<u>\$ 546</u>

(1) Non-cancellable sublease proceeds for the remainder of the fiscal year ending July 31, 2024 and the fiscal years ending July 31, 2025, 2026, 2027, 2028, and thereafter of \$3 million, \$7 million, \$2 million, \$1 million, \$1 million, and \$2 million, respectively, are not included in the table above.

Supplemental balance sheet information related to operating leases was as follows at the dates indicated:

<i>(In millions)</i>	April 30, 2024	July 31, 2023
Operating lease right-of-use assets	<u>\$ 428</u>	<u>\$ 469</u>
Other current liabilities	<u>\$ 78</u>	<u>\$ 89</u>
Operating lease liabilities	<u>468</u>	<u>480</u>
Total operating lease liabilities	<u>\$ 546</u>	<u>\$ 569</u>

9. Income Taxes

Effective Tax Rate

We compute our provision for or benefit from income taxes by applying the estimated annual effective tax rate to income or loss from recurring operations and adding the effects of any discrete income tax items specific to the period.

For the three and nine months ended April 30, 2024, we recognized excess tax benefits on share-based compensation of \$40 million and \$123 million, respectively, in our provision for income taxes. For the three and nine months ended April 30, 2023, we recognized excess tax benefits on share-based compensation of \$17 million and \$15 million, respectively, in our provision for income taxes.

Our effective tax rates for the three and nine months ended April 30, 2024 were approximately 22% and 19%, respectively. Excluding discrete tax items primarily related to share-based compensation, our effective tax rate for both periods was approximately 24%. The difference from the federal statutory rate of 21% was primarily due to state income taxes and non-deductible share-based compensation, which were partially offset by the tax benefit we received from the federal research and experimentation credit.

Our effective tax rates for the three and nine months ended April 30, 2023 were approximately 24% and 23%, respectively. Excluding discrete tax items primarily related to share-based compensation, our effective tax rate for both periods was approximately 24%. The difference from the federal statutory rate of 21% was primarily due to state income taxes and non-deductible share-based compensation, which were partially offset by the tax benefit we received from the federal research and experimentation credit.

The Inflation Reduction Act was enacted on August 16, 2022. This law, among other provisions, provides a corporate alternative minimum tax on adjusted financial statement income, which was effective for us beginning in fiscal 2024. We do not expect any impact from the corporate alternative minimum tax in fiscal 2024.

In the current global tax policy environment, the U.S. and other domestic and foreign governments continue to consider, and in some cases enact, changes in corporate tax laws. As changes occur, we account for finalized legislation in the period of enactment.

[Unrecognized Tax Benefits and Other Considerations](#)

The total amount of our unrecognized tax benefits at April 30, 2024 was \$309 million. If we were to recognize these net benefits, our income tax expense would reflect a favorable net impact of \$210 million. The increase in the unrecognized tax benefits during the nine months ended April 30, 2024 was primarily related to positions taken on the tax return. We do not believe that it is reasonably possible that there will be a significant increase or decrease in our unrecognized tax benefits over the next 12 months.

We offset a \$61 million and \$85 million long-term liability for uncertain tax positions against our long-term income tax receivable at April 30, 2024 and July 31, 2023, respectively. The long-term income tax receivable at April 30, 2024 was primarily related to the government's approval of a method of accounting change request for fiscal 2018. The long-term income tax receivable at July 31, 2023 was primarily related to the government's approval of a method of accounting change request for fiscal 2018 and a refund claim related to Credit Karma's alternative minimum tax credit that was recorded as part of the acquisition.

10. Stockholders' Equity

[Stock Repurchase Programs and Treasury Shares](#)

Intuit's Board of Directors has authorized a series of common stock repurchase programs. Shares of common stock repurchased under these programs become treasury shares. During the nine months ended April 30, 2024, we repurchased a total of 3.0 million shares for \$1.7 billion under these programs. Included in this amount were \$22 million of repurchases, which occurred in late April 2024 and settled in early May 2024. On August 22, 2023, our Board of Directors approved an increase in the authorization under the existing stock repurchase program under which we are authorized to repurchase up to an additional \$2.3 billion of our common stock. At April 30, 2024, we had authorization from our Board of Directors for up to \$2.1 billion in stock repurchases. Future stock repurchases under the current program are at the discretion of management, and authorization of future stock repurchase programs is subject to the final determination of our Board of Directors.

Our treasury shares are repurchased at the market price on the trade date; accordingly, all amounts paid to reacquire these shares have been recorded as treasury stock on our condensed consolidated balance sheets. Any direct costs to acquire treasury stock are recorded to treasury stock on our condensed consolidated balance sheets. Repurchased shares of our common stock are held as treasury shares until they are reissued or retired. When we reissue treasury stock, if the proceeds from the sale are more than the average price we paid to acquire the shares, we record an increase in additional paid-in capital. Conversely, if the proceeds from the sale are less than the average price we paid to acquire the shares, we record a decrease in additional paid-in capital to the extent of increases previously recorded for similar transactions and a decrease in retained earnings for any remaining amount.

In the past, we have satisfied option exercises and restricted stock unit vesting under our employee equity incentive plans by reissuing treasury shares, and we may do so again in the future. For all periods presented, we issued new shares of common stock to satisfy option exercises and RSU vesting under our 2005 Equity Incentive Plan. We have not yet determined the ultimate disposition of the shares that we have repurchased in the past, and consequently we continue to hold them as treasury shares.

[Dividends on Common Stock](#)

During the nine months ended April 30, 2024, we declared quarterly cash dividends that totaled \$2.70 per share of outstanding common stock for a total of \$780 million. In May 2024, our Board of Directors declared a quarterly cash dividend of \$0.90 per share of outstanding common stock payable on July 18, 2024 to stockholders of record at the close of business on July 10, 2024. Future declarations of dividends and the establishment of future record dates and payment dates are subject to the final determination of our Board of Directors.

Share-Based Compensation Expense

The following table summarizes the total share-based compensation expense that we recorded in operating income for the periods shown.

	Three Months Ended		Nine Months Ended	
	April 30, 2024	April 30, 2023	April 30, 2024	April 30, 2023
<i>(In millions)</i>				
Cost of revenue	\$ 98	\$ 114	\$ 300	\$ 291
Selling and marketing	121	96	369	310
Research and development	155	116	478	384
General and administrative	77	93	274	279
Total share-based compensation expense	\$ 451	\$ 419	\$ 1,421	\$ 1,264

Share-Based Awards Available for Grant

A summary of share-based awards available for grant under our plans for the nine months ended April 30, 2024 was as follows:

	Shares Available for Grant
<i>(Shares in thousands)</i>	
Balance at July 31, 2023	19,026
Additional shares authorized	12,200
Restricted stock units granted ⁽¹⁾	(2,237)
Options granted	—
Share-based awards canceled/forfeited/expired ⁽¹⁾⁽²⁾	4,565
Balance at April 30, 2024	33,554

- RSUs granted from the pool of shares available for grant under our 2005 Equity Incentive Plan reduce the pool by 2.3 shares for each share granted. RSUs forfeited and returned to the pool of shares available for grant under the 2005 Equity Incentive Plan increase the pool by 2.3 shares for each share forfeited.
- Stock options and RSUs canceled, expired, or forfeited under our 2005 Equity Incentive Plan are returned to the pool of shares available for grant. Under the 2005 Equity Incentive Plan, shares withheld for income taxes upon vesting of RSUs that were granted on or after July 21, 2016 are also returned to the pool of shares available for grant. Stock options and RSUs canceled, expired, or forfeited under older expired plans are not returned to the pool of shares available for grant.

Restricted Stock Unit and Restricted Stock Activity

A summary of RSU and restricted stock activity for the nine months ended April 30, 2024 was as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
<i>(Shares in thousands)</i>		
Nonvested at July 31, 2023	11,894	\$ 433.70
Granted	973	586.29
Vested	(2,795)	422.04
Forfeited	(854)	386.31
Nonvested at April 30, 2024	9,218	\$ 457.72

At April 30, 2024, there was approximately \$3.6 billion of unrecognized compensation cost related to non-vested RSUs and restricted stock with a weighted-average vesting period of 2.6 years. We will adjust unrecognized compensation cost for actual forfeitures as they occur.

Stock Option Activity

A summary of stock option activity for the nine months ended April 30, 2024 was as follows:

	Options Outstanding	
	Number of Shares	Weighted-Average Exercise Price Per Share
(Shares in thousands)		
Balance at July 31, 2023	2,130	\$ 360.17
Granted	—	—
Exercised	(530)	212.37
Canceled or expired	(100)	466.02
Balance at April 30, 2024	1,500	\$ 405.32
Exercisable at April 30, 2024	837	\$ 348.51

At April 30, 2024, there was approximately \$81 million of unrecognized compensation cost related to non-vested stock options with a weighted-average vesting period of 2.6 years. We will adjust unrecognized compensation cost for actual forfeitures as they occur.

11. Legal Proceedings

Beginning in May 2019, various legal proceedings were filed and certain regulatory inquiries were commenced in connection with our provision and marketing of free online tax preparation programs. We believe that the allegations contained within these legal proceedings are without merit and continue to defend our interests in them. These proceedings included, among others, multiple putative class actions that were consolidated into a single putative class action in the Northern District of California in September 2019 (the Intuit Free File Litigation). In August 2020, the Ninth Circuit Court of Appeals ordered that the putative class action claims be resolved through arbitration. In May 2021, the Intuit Free File Litigation was dismissed on a non-class basis after we entered into an agreement that resolved the matter on an individual non-class basis, without any admission of wrongdoing, for an amount that was not material. These proceedings also include a class action lawsuit that was filed in the Ontario (Canada) Superior Court of Justice on August 25, 2022.

These proceedings also included individual demands for arbitration that were filed beginning in October 2019. As of January 31, 2023, we settled all of these arbitration claims, without any admission of wrongdoing, for an amount that was not material. In June 2021, we received a demand and draft complaint from the Federal Trade Commission (FTC) and certain state attorneys general relating to the ongoing inquiries described above. On March 29, 2022, the FTC filed an action in federal court seeking a temporary restraining order and a preliminary injunction enjoining certain Intuit business practices pending resolution of the FTC's administrative complaint seeking to permanently enjoin certain Intuit business practices (the FTC Actions). On April 22, 2022, the Northern District of California denied the FTC's requests for a temporary restraining order and a preliminary injunction. Beginning on March 27, 2023, a final hearing on the administrative action was held before an administrative law judge (ALJ) at the FTC and, on August 29, 2023, the FTC's ALJ issued a decision in favor of the FTC and adverse to Intuit. On January 19, 2024, the FTC Commissioners affirmed the ALJ's decision and issued a final order that requires us to adhere to certain marketing practices and does not contain any monetary penalties. On January 21, 2024, we filed a petition for review with the United States Court of Appeals for the Fifth Circuit and this appeal is pending. The FTC's order became effective on March 23, 2024, and is now pending review by the Court of Appeals. We intend to continue to defend our position on the merits of this case. However, the defense and resolution of this matter could involve significant costs.

The state attorneys general did not join the FTC Actions, and, on May 4, 2022, we entered into a settlement agreement with the attorneys general of the 50 states and the District of Columbia, admitting no wrongdoing, that resolved the states' inquiry, as well as actions brought by the Los Angeles City Attorney and the Santa Clara County (California) Counsel. As part of this agreement, we agreed to pay \$141 million and made certain commitments regarding our advertising and marketing practices. We recorded this as a one-time charge in the quarter ended April 30, 2022, and paid the full amount to the fund administrator in the quarter ended January 31, 2023.

In view of the complexity and ongoing and uncertain nature of the outstanding proceedings and inquiries, at this time, we are unable to estimate a reasonably possible financial loss or range of financial loss that we may incur to resolve or settle the remaining matters.

To date, the legal and other fees we have incurred related to these proceedings and inquiries have not been material. The ongoing defense and any resolution or settlement of these proceedings and inquiries could involve significant costs to us.

Intuit is subject to certain routine legal proceedings, including class action lawsuits, as well as demands, claims, government inquiries, and threatened litigation, that arise in the normal course of our business, including assertions that we may be infringing patents or other intellectual property rights of others. Our failure to obtain necessary licenses or other rights, or

litigation arising out of intellectual property claims could adversely affect our business. We currently believe that, in addition to any amounts accrued, the amount of potential losses, if any, for any pending claims of any type (either alone or combined) will not have a material impact on our consolidated financial statements. The ultimate outcome of any legal proceeding is uncertain and, regardless of outcome, legal proceedings can have an adverse impact on Intuit because of defense costs, negative publicity, diversion of management resources, and other factors.

12. Segment Information

We have defined our four reportable segments, described below, based on factors such as how we manage our operations and how our chief operating decision maker views results. We define the chief operating decision maker as our Chief Executive Officer and our Chief Financial Officer. Our chief operating decision maker organizes and manages our business primarily on the basis of service and product offerings.

On August 1, 2023, we reorganized certain technology functions in our Consumer and ProTax segments that support and benefit our overall platform. Additionally, certain workplace and real estate functions in our Small Business & Self-Employed segment are now managed at the corporate level. As a result of these reorganizations, costs associated with these functions are no longer included in segment operating income and are now included in other corporate expenses. For the three and nine months ended April 30, 2023, we reclassified expenses totaling \$18 million and \$37 million from Small Business & Self-Employed, \$43 million and \$126 million from Consumer, and \$14 million and \$45 million from ProTax to other corporate expenses, respectively.

Small Business & Self-Employed: This segment serves small businesses and the self-employed around the world, and the accounting professionals who assist and advise them. Our QuickBooks offerings include financial and business management online services and desktop software, payroll solutions, time tracking, merchant payment processing and bill pay solutions, checking accounts through an FDIC member bank partner, and financing for small businesses. Our Mailchimp offerings include marketing automation and customer relationship management.

Consumer: This segment serves consumers and includes do-it-yourself and assisted TurboTax income tax preparation products and services sold in the U.S. and Canada.

Credit Karma: This segment serves consumers with a personal finance platform that provides personalized recommendations of credit card, home, auto, and personal loan, and insurance products; online savings and checking accounts through an FDIC member bank partner; and access to their credit scores and reports, credit and identity monitoring, credit report dispute, credit building tools, and tools to help understand net worth and make financial progress.

ProTax: This segment serves professional accountants in the U.S. and Canada, who are essential to both small business success and tax preparation and filing. Our professional tax offerings include Lacerte, ProSeries, and ProConnect Tax Online in the U.S., and ProFile and ProTax Online in Canada.

All of our segments operate primarily in the United States and sell primarily to customers in the United States. Total international net revenue was approximately 6% and 8% of consolidated net revenue for the three and nine months ended April 30, 2024, respectively. Total international net revenue was approximately 6% and 8% of consolidated net revenue for the three and nine months ended April 30, 2023, respectively.

We include expenses such as corporate selling and marketing, product development, general and administrative, and non-employment related legal and litigation settlement costs, which are not allocated to specific segments, in unallocated corporate items as part of other corporate expenses. For our Credit Karma reportable segment, segment expenses include certain direct expenses related to selling and marketing, product development, and general and administrative. Unallocated corporate items for all segments include share-based compensation, amortization of acquired technology, amortization of other acquired intangible assets, goodwill and intangible asset impairment charges, and professional fees and transaction charges related to business combinations.

The accounting policies of our reportable segments are the same as those described in the summary of significant accounting policies in Note 1 to the financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023 and in Note 1, "Description of Business and Summary of Significant Accounting Policies – Significant Accounting Policies" in this Quarterly Report on Form 10-Q. Except for goodwill and acquired intangible assets, we do not generally track assets by reportable segment and, consequently, we do not disclose total assets by reportable segment.

The following table shows our financial results by reportable segment for the periods indicated.

	Three Months Ended		Nine Months Ended	
	April 30, 2024	April 30, 2023	April 30, 2024	April 30, 2023
<i>(In millions)</i>				
Net revenue:				
Small Business & Self-Employed	\$ 2,387	\$ 2,021	\$ 6,976	\$ 5,906
Consumer	3,653	3,341	4,332	4,007
Credit Karma	443	410	1,223	1,210
ProTax	254	246	570	533
Total net revenue	\$ 6,737	\$ 6,018	\$ 13,101	\$ 11,656
Operating income:				
Small Business & Self-Employed	\$ 1,451	\$ 1,140	\$ 4,266	\$ 3,359
Consumer	2,728	2,574	2,929	2,845
Credit Karma	110	111	280	301
ProTax	225	217	486	453
Total segment operating income	4,514	4,042	7,961	6,958
Unallocated corporate items:				
Share-based compensation expense	(451)	(419)	(1,421)	(1,264)
Other corporate expenses	(802)	(685)	(2,289)	(2,086)
Amortization of acquired technology	(36)	(40)	(110)	(122)
Amortization of other acquired intangible assets	(120)	(120)	(360)	(362)
Total unallocated corporate items	(1,409)	(1,264)	(4,180)	(3,834)
Total operating income	\$ 3,105	\$ 2,778	\$ 3,781	\$ 3,124

Revenue classified by significant service and product offerings was as follows:

	Three Months Ended		Nine Months Ended	
	April 30, 2024	April 30, 2023	April 30, 2024	April 30, 2023
<i>(In millions)</i>				
Net revenue:				
QuickBooks Online Accounting	\$ 860	\$ 723	\$ 2,484	\$ 2,087
Online Services	894	745	2,576	2,121
Total Online Ecosystem	1,754	1,468	5,060	4,208
QuickBooks Desktop Accounting	337	280	969	807
Desktop Services and Supplies	296	273	947	891
Total Desktop Ecosystem	633	553	1,916	1,698
Small Business & Self-Employed	2,387	2,021	6,976	5,906
Consumer	3,653	3,341	4,332	4,007
Credit Karma	443	410	1,223	1,210
ProTax	254	246	570	533
Total net revenue	\$ 6,737	\$ 6,018	\$ 13,101	\$ 11,656

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

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to provide readers of our condensed consolidated financial statements with the perspectives of management. This should allow the readers of this report to obtain a comprehensive understanding of our businesses, strategies, current trends, and future prospects. Our MD&A includes the following sections:

- **Executive Overview:** High-level discussion of our operating results and some of the trends that affect our business.
- **Critical Accounting Policies and Estimates:** Significant changes since our most recent Annual Report on Form 10-K that we believe are important to understanding the assumptions and judgments underlying our financial statements.
- **Results of Operations:** A more detailed discussion of our revenue and expenses.
- **Liquidity and Capital Resources:** Discussion of key aspects of our condensed consolidated statements of cash flows, changes in our condensed consolidated balance sheets, and our financial commitments.

You should note that this MD&A contains forward-looking statements that involve risks and uncertainties. Please see the section entitled "Forward-Looking Statements" immediately preceding Part I of this Quarterly Report for important information to consider when evaluating such statements.

You should read this MD&A in conjunction with the financial statements and related notes in Part I, Item 1 of this Quarterly Report and our Annual Report on Form 10-K for the fiscal year ended July 31, 2023.

In the Results of Operations section of this MD&A, where we describe two or more factors that contributed to changes in revenue and operating income, we have, where possible, quantified the impact of those factors. Where a change is the result of multiple factors that are interrelated and cannot be separately quantified, we have identified the interrelated factors without quantifying them.

In the first quarter of fiscal 2024, to align our presentation of revenue and cost of revenue with our current revenue mix, we began to aggregate other revenue with product revenue, rather than service revenue, and cost of other revenue with cost of product revenue, rather than cost of service revenue. We reclassified the previously reported balances to conform to the current presentation. The reclassification was not material and had no impact on previously reported total net revenue or cost of revenue.

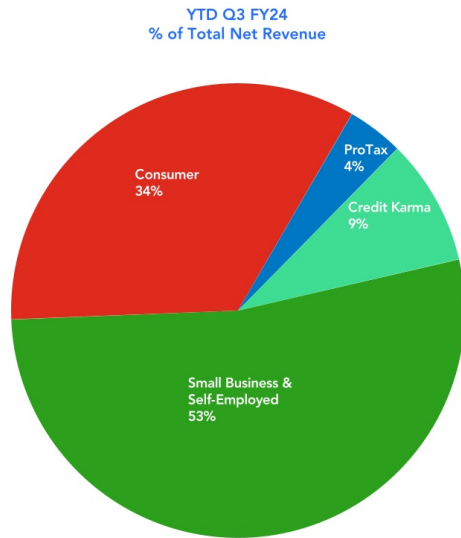
On August 1, 2023, we reorganized certain technology functions in our Consumer and ProTax segments that support and benefit our overall platform. Additionally, certain workplace and real estate functions in our Small Business & Self-Employed segment are now managed at the corporate level. As a result of these reorganizations, costs associated with these functions are no longer included in segment operating income and are now included in other corporate expenses. For the three and nine months ended April 30, 2023, we reclassified expenses totaling \$18 million and \$37 million from Small Business & Self-Employed, \$43 million and \$126 million from Consumer, and \$14 million and \$45 million from ProTax to other corporate expenses, respectively. See Note 12, "Segment Information," for more information.

EXECUTIVE OVERVIEW

This overview provides a high-level discussion of our operating results and some of the trends that affect our business. We believe that an understanding of these trends is important in order to understand our financial results, as well as our future prospects. This summary is not intended to be exhaustive, nor is it a substitute for the detailed discussion and analysis provided elsewhere in this Quarterly Report on Form 10-Q.

About Intuit

Intuit helps consumers and small businesses prosper by delivering financial management, compliance, and marketing products and services. We also provide specialized tax products to accounting professionals, who are key partners that help us serve small business customers. We organize our businesses into four reportable segments – Small Business & Self-Employed, Consumer, Credit Karma, and ProTax.



Small Business & Self-Employed: This segment serves small business owners and the self-employed around the world, and the accounting professionals who advise them. Our QuickBooks offerings include financial and business management online services and desktop software, payroll solutions, time tracking, merchant payment processing and bill pay solutions, checking accounts through a member bank partner, and financing for small businesses. Our Mailchimp include marketing automation and customer relationship management.

Consumer: This segment serves consumers and includes do-it-yourself assisted TurboTax income tax preparation products and services sold in the U.S. and Canada.

Credit Karma: This segment serves consumers with a personal finance that provides personalized recommendations of credit card, home, auto, a loan, and insurance products; online savings and checking accounts through a member bank partner; and access to their credit scores and reports, credit monitoring, credit report dispute, credit building tools, and tools to help unburden and make financial progress.

ProTax: This segment serves professional accountants in the U.S. and Canada and are essential to both small business success and tax preparation and filing. Professional tax offerings include Lacerte, ProSeries, and ProConnect Tax in the U.S., and ProFile and ProTax Online in Canada.

Our Business and Growth Strategy

At Intuit, our strategy starts with customer obsession. We listen to and observe our customers, understand their challenges, and then use advanced technology, including artificial intelligence (AI), to develop innovative solutions to help consumers and small businesses prosper. Five years ago, we declared our strategy to be a global AI-driven expert platform, and five strategic priorities, or "big bets," as the primary areas of focus to drive durable growth. We are invested heavily in our data and AI capabilities to deliver accelerated innovation where we and others can solve our customers' most important problems. We are accelerating the development of the platform by applying AI in three key areas:

- **An Open Platform:** None of us can do it alone, including Intuit. The best way to deliver for customers is by creating an open, collaborative platform. It's the power of partnerships that accelerates the world's success. Our open technology platform allows partners to integrate with our offerings so, together, we can deliver value and benefits that matter the most to our customers.
- **Application of AI:** We believe AI is essential to how we help our customers work smarter because we can automate, predict, and personalize their experiences. Intuit has built AI capabilities into our products and services for nearly a decade, including machine learning, knowledge engineering, natural language processing and understanding, and, more recently, fine-tuned financial large language models. Our investment in AI, and generative AI in particular, provides a foundation for us to innovate at scale and with speed to build new customer experiences.
- **Incorporating Experts:** One of the biggest problems our customers face is lack of confidence. Even with current advances in technology that deliver personalized tools and insights, many customers want to connect with a real person to help give them the confidence they are making the right decision. By bringing experts onto our platform and enhancing their expertise with AI, we can solve this massive problem for customers. The power of our virtual expert platform allows us to scale the intelligence of our products, elevating experts to advisors, and delivering big benefits for customers.

As we continue to build our AI-driven expert platform, we prioritize resources on our five big bets across the company. These priorities focus on solving the problems that matter most to customers and include:

- **Revolutionizing speed to benefit:** When customers use our products and services, we use the power of data-driven customer insights to help deliver value instantly and aim to make interactions with our offerings frictionless, without the need for customers to manually enter data. We are accelerating the application of AI to deliver breakthrough innovations to customers. We are also investing in other emerging technologies, such as decentralized technologies, with a goal to revolutionize the customer experience and help customers put more money in their pockets faster. This priority is foundational across our business, and execution against it positions us to succeed with our other four strategic priorities.
- **Connecting people to experts:** The largest problem our customers face is lack of confidence to file their own taxes or to manage their books. To build their confidence, we connect our customers to experts. We offer customers access to experts to help them make important decisions – and experts, such as accountants, gain access to new customers so they can grow their businesses. We are also expanding how we think about virtual experiences by broadening the segments we serve beyond tax and accounting, to play a more meaningful role in our customers' financial lives.
- **Unlocking smart money decisions:** To address the challenges of crippling high-cost debt and lack of savings, we are creating a comprehensive, self-driving financial platform with Credit Karma that propels our members forward wherever they are on their financial journey, so they can understand their financial picture, make smart financial decisions, and stick to their financial plan in the near term and long term.
- **Be the center of small business growth:** We are focused on helping customers grow their businesses by offering a broad, seamless set of tools that are designed to help them get and retain customers, get paid faster, manage and get access to capital, pay employees with confidence, and use third-party apps to help run their businesses. At the same time, we want to position ourselves to better serve product-based businesses to benefit customers who sell products through multiple channels.
- **Disrupt the small business mid-market:** We aim to disrupt the mid-market with a tailor-made ecosystem of offerings. QuickBooks Online Advanced, as well as our workforce solutions, payments, and bill pay offerings, are designed to address the needs of small business customers with 10 to 100 employees. Additionally, Mailchimp's marketing platform enables mid-market businesses to digitally promote their business across email, social media, landing pages, ads, websites, and more, all from one place. These offerings enable us to increase retention of these larger customers and attract new mid-market customers who are over-served by available offerings.

Industry Trends and Seasonality

Industry Trends

AI is transforming multiple industries, including financial technology. Disruptive start-ups, emerging ecosystems, and mega-platforms are harnessing new technology to create personalized experiences, deliver data-driven insights, and increase speed of service. These shifts are creating a more dynamic and highly competitive environment where customer expectations are shifting around the world as more services become digitized and the array of choices continues to increase.

Seasonality

Our Consumer and ProTax offerings have a significant and distinct seasonal pattern as sales and revenue from our income tax preparation products and services are typically heavily concentrated in the period from November through April. This seasonal pattern typically results in higher net revenues during our second and third quarters ending January 31 and April 30, respectively.

We expect the seasonality of our Consumer and ProTax businesses to continue to have a significant impact on our quarterly financial results in the future.

Key Challenges and Risks

Our growth strategy depends upon our ability to initiate and embrace disruptive technology trends, to enter new markets, and to drive broad adoption of the products and services we develop and market. Our future growth also increasingly depends on the strength of our third-party business relationships and our ability to continue to develop, maintain, and strengthen new and existing relationships. To remain competitive and continue to grow, we are investing significant resources in our product development, marketing, and sales capabilities, and we expect to continue to do so in the future. Much of our future success also depends on our ability to continue to attract, retain, and develop highly skilled employees in a highly competitive talent environment.

As we offer more online services, the ongoing operation and availability of our platforms and systems and those of our external service providers is becoming increasingly important. Because we help customers manage their financial lives, we face risks associated with the hosting, collection, use, and retention of personal customer information and data. We are investing

significant management attention and resources in our information technology infrastructure and in our privacy and security capabilities, and we expect to continue to do so in the future.

We operate in industries that are experiencing an increasing amount of fraudulent activities by malicious third parties. We implement additional security measures, and we continue to work with state and federal governments to implement industry-wide security and anti-fraud measures, including sharing information regarding suspicious activity. We received ISO 27001 certification for a portion of our systems, and we continue to invest in security measures and to work with the broader industry and government to protect our customers against this type of fraud.

For a complete discussion of the most significant risks and uncertainties affecting our business, please see "Forward-Looking Statements" immediately preceding Part I and "Risk Factors" in Item 1A of Part II of this Quarterly Report.

Overview of Financial Results

The most important financial indicators that we use to assess our business are revenue growth for the company as a whole and for each reportable segment; operating income growth for the company as a whole; earnings per share; and cash flow from operations. We also track certain non-financial drivers of revenue growth and, when material, identify them in the applicable discussions of segment results below. Service offerings are a significant part of our business. We expect our total service revenue as a percentage of our total revenue to grow over the long term.

Key highlights for the first nine months of fiscal 2024 include the following:

Revenue of

\$13.1 B

up 12% from the same period of fiscal 2023

Small Business & Self-Employed segment revenue of

\$7.0 B

up 18% from the same period of fiscal 2023

Consumer segment revenue of

\$4.3 B

up 8% from same period of fiscal 2023

Operating income of

\$3.8 B

up 21% from the same period of fiscal 2023

Net income of

\$3.0 B

up 30% from the same period of fiscal 2023

Diluted net income per share of

\$10.51

up 30% from the same period of fiscal 2023

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

In preparing our condensed consolidated financial statements, we make estimates, assumptions, and judgments that can have a significant impact on our net revenue, operating income or loss, and net income or loss, as well as on the value of certain assets and liabilities on our condensed consolidated balance sheets. We believe that the estimates, assumptions, and judgments involved in the accounting policies described in Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023 have the greatest potential impact on our financial statements, so we consider them to be our critical accounting policies and estimates. There were no significant changes in those critical accounting policies and estimates during the first nine months of fiscal 2024. Senior management has reviewed the development and selection of our critical accounting policies and estimates and their disclosure in this Quarterly Report on Form 10-Q with the Audit and Risk Committee of our Board of Directors.

RESULTS OF OPERATIONS

Financial Overview

<i>(Dollars in millions, except per share amounts)</i>	Q3 FY24	Q3 FY23	\$ Change	% Change	YTD Q3 FY24	YTD Q3 FY23	\$ Change	% Change
Total net revenue	\$ 6,737	\$ 6,018	\$ 719	12 %	\$ 13,101	\$ 11,656	\$ 1,445	12 %
Operating income	3,105	2,778	327	12 %	3,781	3,124	657	21 %
Net income	2,389	2,087	302	14 %	2,983	2,295	688	30 %
Diluted net income per share	\$ 8.42	\$ 7.38	\$ 1.04	14 %	\$ 10.51	\$ 8.11	\$ 2.40	30 %

Current Fiscal Quarter

Total net revenue for the third quarter of fiscal 2024 increased \$719 million, or 12%, compared with the same quarter of fiscal 2023. Our Small Business & Self-Employed segment revenue increased during the quarter due to growth in our Online Ecosystem revenue. Consumer segment revenue increased due to the interrelated factors of a shift in mix to our higher-priced service offerings, such as TurboTax Live, and higher effective prices. See "Segment Results" later in this Item 2 for more information about the results for all of our reportable segments.

Operating income for the third quarter of fiscal 2024 increased \$327 million, or 12%, compared to the same quarter of fiscal 2023. The increase in operating income was due to the increase in revenue described above, partially offset by increases in expenses. Expenses increased due to staffing, marketing, outside services, and share-based compensation. See "Cost of Revenue" and "Operating Expenses" later in this Item 2 for more information.

Net income for the third quarter of fiscal 2024 increased \$302 million, or 14%, compared with the same quarter of fiscal 2023. The increase in net income was due to the increase in operating income described above, partially offset by an increase in the associated income tax expense. Diluted net income per share increased to \$8.42 for the third quarter of fiscal 2024 compared to \$7.38 for the same quarter of fiscal 2023, in line with the increase in net income.

Fiscal Year to Date

Total net revenue for the first nine months of fiscal 2024 increased \$1.4 billion, or 12%, compared with the same period of fiscal 2023. Our Small Business & Self-Employed segment revenue increased during the period due to growth in our Online Ecosystem revenue. Consumer segment revenue increased due to the interrelated factors of a shift in mix to our higher-priced service offerings, such as TurboTax Live, and higher effective prices. See "Segment Results" later in this Item 2 for more information about the results for all of our reportable segments.

Operating income for the first nine months of fiscal 2024 increased \$657 million, or 21%, compared with the same period of fiscal 2023. The increase in operating income was due to the increase in revenue described above and an increase in expenses that was at a lower rate than the increase in revenue. Expenses increased due to staffing, share-based compensation, marketing, and outside services. See "Cost of Revenue" and "Operating Expenses" later in this Item 2 for more information.

Net income for the first nine months of fiscal 2024 increased \$688 million, or 30%, compared with the same period of fiscal 2023. The increase in net income was due to the increase in operating income described above and an increase in interest income due to higher average interest rates. Diluted net income per share increased to \$10.51 for the first nine months of fiscal 2024 compared to \$8.11 for the same period in fiscal 2023, in line with the increase in net income.

Segment Results

The information below is organized in accordance with our four reportable segments. See "Executive Overview – About Intuit" earlier in this Item 2 and Note 12 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for more information. All of our segments operate and sell to customers primarily in the United States. Total international net revenue was approximately 6% and 8% of consolidated net revenue for the three and nine months ended April 30, 2024, respectively. Total international net revenue was approximately 6% and 8% of consolidated net revenue for the three and nine months ended April 30, 2023, respectively.

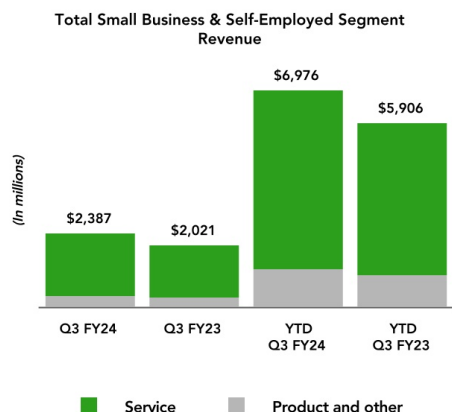
In the first quarter of fiscal 2024, to align our presentation of revenue and cost of revenue with our current revenue mix, we began to aggregate other revenue with product revenue, rather than service revenue, and cost of other revenue with cost of product revenue, rather than cost of service revenue. We reclassified the previously reported balances to conform to the current presentation. The reclassification was not material and had no impact on previously reported total net revenue or cost of revenue.

On August 1, 2023, we reorganized certain technology functions in our Consumer and ProTax segments that support and benefit our overall platform. Additionally, certain workplace and real estate functions in our Small Business & Self-Employed

segment are now managed at the corporate level. As a result of these reorganizations, costs associated with these functions are no longer included in segment operating income and are now included in other corporate expenses. For the three and nine months ended April 30, 2023, we reclassified expenses totaling \$18 million and \$37 million from Small Business & Self-Employed, \$43 million and \$126 million from Consumer, and \$14 million and \$45 million from ProTax to other corporate expenses, respectively.

Segment operating income or loss is segment net revenue less segment cost of revenue and operating expenses. See *“Executive Overview – Industry Trends and Seasonality”* earlier in this Item 2 for a description of the seasonality of our business. We include expenses such as corporate selling and marketing, product development, general and administrative, and non-employment related legal and litigation settlement costs, which are not allocated to specific segments, in unallocated corporate items as part of other corporate expenses. For our Credit Karma reportable segment, segment expenses include certain direct expenses related to selling and marketing, product development, and general and administrative. Unallocated corporate items for all segments include share-based compensation, amortization of acquired technology, amortization of other acquired intangible assets, goodwill and intangible asset impairment charges, and professional fees and transaction charges related to business combinations. These unallocated corporate costs for all segments totaled \$4.2 billion in the first nine months of fiscal 2024 and \$3.8 billion in the first nine months of fiscal 2023. Unallocated corporate items increased in the fiscal 2024 period, due to increases in share-based compensation expense, general and administrative expense, and corporate product development expense. See Note 12 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for reconciliations of total segment operating income or loss to consolidated operating income or loss for each fiscal period presented.

Small Business & Self-Employed



Small Business & Self-Employed segment revenue includes both Online Ecosystem and Desktop Ecosystem revenue.

Our Online Ecosystem includes revenue from:

- QuickBooks Online, QuickBooks Live, QuickBooks Online Advanced and QuickBooks Self-Employed financial and business management offerings;
- QuickBooks Online Payroll;
- Merchant payment processing and bill pay services for small businesses that use online offerings;
- Mailchimp's marketing automation and customer relationship management offerings;
- QuickBooks Checking; and
- Financing for small businesses.

Our Desktop Ecosystem includes revenue from:

- QuickBooks Desktop software subscriptions (QuickBooks Desktop Pro Plus, QuickBooks Desktop Premier Plus, and QuickBooks Enterprise, and ProAdvisor Program memberships for the accounting professionals who serve small businesses);
- Desktop payroll products (QuickBooks Basic Payroll, QuickBooks Assisted Payroll, and QuickBooks Enhanced Payroll);
- Merchant payment processing services for small businesses that use desktop offerings;
- Financial supplies; and
- Financing for small businesses.

Segment service revenue is primarily derived from our Online Ecosystem revenue and revenue from the services and support that are provided as part of our QuickBooks Desktop subscription and desktop payroll offerings, as well as merchant payment processing services. Segment product and other revenue is primarily derived from revenue related to delivery of software licenses and the related updates, including version protection, for our QuickBooks Desktop subscriptions and desktop payroll offerings, which are part of our Desktop Ecosystem.

(Dollars in millions)	Q3 FY24	Q3 FY23	% Change	YTD Q3 FY24	YTD Q3 FY23	% Change
Service revenue	\$ 1,983	\$ 1,682	18 %	\$ 5,731	\$ 4,866	18 %
Product and other revenue	404	339	19 %	1,245	1,040	20 %
Total segment revenue	\$ 2,387	\$ 2,021	18 %	\$ 6,976	\$ 5,906	18 %
% of total revenue	35 %	34 %		53 %	51 %	
Segment operating income	\$ 1,451	\$ 1,140	27 %	\$ 4,266	\$ 3,359	27 %
% of related revenue	61 %	56 %		61 %	57 %	

Revenue classified by significant service and product offerings was as follows:

<i>(Dollars in millions)</i>	Q3 FY24	Q3 FY23	% Change	YTD Q3 FY24	YTD Q3 FY23	% Change
Net revenue:						
QuickBooks Online Accounting	\$ 860	\$ 723	19 %	\$ 2,484	\$ 2,087	19 %
Online Services	894	745	20 %	2,576	2,121	21 %
Total Online Ecosystem	1,754	1,468	19 %	5,060	4,208	20 %
QuickBooks Desktop Accounting	337	280	20 %	969	807	20 %
Desktop Services and Supplies	296	273	8 %	947	891	6 %
Total Desktop Ecosystem	633	553	14 %	1,916	1,698	13 %
Total Small Business & Self-Employed	\$ 2,387	\$ 2,021	18 %	\$ 6,976	\$ 5,906	18 %

Revenue for our Small Business & Self-Employed segment increased \$366 million, or 18%, in the third quarter of fiscal 2024 and \$1.1 billion, or 18%, in the first nine months of fiscal 2024 compared with the same periods of fiscal 2023. The increase in both periods was due to growth in Online Ecosystem revenue, which contributed to \$286 million and \$852 million of the increase for the three and nine months ended April 30, 2024, respectively.

[Online Ecosystem Revenue](#)

Online Ecosystem revenue increased \$286 million, or 19%, in the third quarter of fiscal 2024 compared with the same period of fiscal 2023. Online Services revenue increased \$149 million, or 20%, in the third quarter of fiscal 2024, due to increases in revenue from our payments offerings of \$59 million, our payroll offerings of \$52 million, and Mailchimp of \$20 million. Revenue increases were due to the interrelated factors described below. Online payments revenue increased due to higher effective prices, customer growth, and an increase in total payment volume per customer. Online payroll revenue increased due to customer growth, higher effective prices, and a shift in mix to higher-end offerings. Mailchimp revenue increased due to higher effective prices and paid customer growth. QuickBooks Online Accounting revenue increased \$137 million, or 19%, in the third quarter of fiscal 2024 due to customer growth, higher effective prices, and a shift in mix to our higher-priced offerings.

Online Ecosystem revenue increased \$852 million, or 20%, in the first nine months of fiscal 2024 compared with the same period of fiscal 2023. Online Services revenue increased \$455 million, or 21%, in the first nine months of fiscal 2024, due to increases in revenue from our payroll offerings of \$161 million, our payments offerings of \$143 million, and Mailchimp of \$107 million. Revenue increases were due to the interrelated factors described below. Online payroll revenue increased due to customer growth, a shift in mix to higher-end offerings, and higher effective prices. Online payments revenue increased due to customer growth, higher effective prices, and an increase in total payment volume per customer. Mailchimp revenue increased due to higher effective prices and paid customer growth. QuickBooks Online Accounting revenue increased \$397 million, or 19%, in the first nine months of fiscal 2024 due to customer growth, higher effective prices, and a shift in mix to our higher-priced offerings.

[Desktop Ecosystem Revenue](#)

Desktop Ecosystem revenue increased \$80 million, or 14%, in the third quarter of fiscal 2024 compared with the same period of fiscal 2023, due to the interrelated factors of price increases and customer growth in our QuickBooks Desktop and Enterprise subscription offerings.

Desktop Ecosystem revenue increased \$218 million, or 13%, in the first nine months of fiscal 2024 compared with the same period of fiscal 2023, due to the interrelated factors of customer growth and price increases in our QuickBooks Desktop and Enterprise subscription offerings.

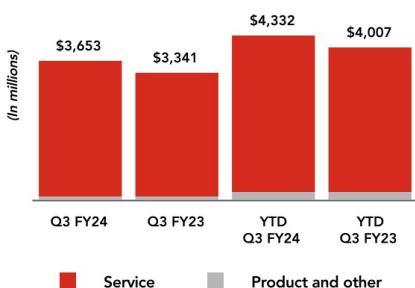
Small Business & Self-Employed segment operating income increased \$311 million, or 27%, in the third quarter of fiscal 2024 compared with the same period of fiscal 2023, due to the increase in revenue described above, which was partially offset by increases in staffing expenses of \$17 million, outside services expenses of \$14 million, and sales-related expenses of \$6 million.

Small Business & Self-Employed segment operating income increased \$907 million, or 27%, in the first nine months of fiscal 2024 compared with the same period of fiscal 2023, due to the increase in revenue described above, which was partially offset by increases in outside services expenses of \$41 million, staffing expenses of \$36 million, and sales-related expenses of \$21 million.

In August 2023, we reorganized certain workplace and real estate functions that are now managed at the corporate level. As a result, these costs are no longer included in segment operating income and are now included in other corporate expenses. For the three and nine months ended April 30, 2023, we reclassified \$18 million and \$37 million, respectively, from Small Business & Self-Employed to other corporate expenses.

Consumer

Total Consumer Segment Revenue



Consumer segment service revenue is derived primarily from TurboTax Online and TurboTax Live offerings, electronic tax filing services, and connected services.

Consumer segment product and other revenue is derived primarily from TurboTax desktop tax return preparation software and related form updates.

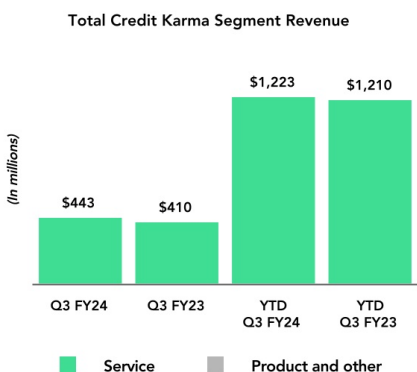
(Dollars in millions)	Q3 FY24	Q3 FY23	% Change	YTD Q3 FY24	YTD Q3 FY23	% Change
Service revenue	\$ 3,529	\$ 3,228	9 %	\$ 4,108	\$ 3,791	8 %
Product and other revenue	124	113	10 %	224	216	4 %
Total segment revenue	\$ 3,653	\$ 3,341	9 %	\$ 4,332	\$ 4,007	8 %
% of total revenue	54 %	55 %		34 %	34 %	
Segment operating income	\$ 2,728	\$ 2,574	6 %	\$ 2,929	\$ 2,845	3 %
% of related revenue	75 %	77 %		68 %	71 %	

Revenue for our Consumer segment increased \$325 million, or 8%, in the first nine months of fiscal 2024 compared with the same period of fiscal 2023, due to the interrelated factors of a shift in mix to our higher-priced service offerings, such as TurboTax Live, and higher effective prices.

Consumer segment operating income increased \$84 million, or 3%, in the first nine months of fiscal 2024 compared with the same period of fiscal 2023, due to the increase in revenue described above, partially offset by an increase in marketing expenses of \$100 million, an increase in outside services expenses of \$25 million, and an increase in staffing expenses of \$64 million associated with both our shift in mix to our higher-priced service offerings and increasing service availability.

In August 2023, we reorganized certain technology functions that support and benefit our overall platform. As a result, these costs are no longer included in segment operating income and are now included in other corporate expenses. For the three and nine months ended April 30, 2023, we reclassified \$43 million and \$126 million, respectively, from Consumer to other corporate expenses.

Credit Karma



Credit Karma segment revenue is primarily derived from cost-per-action transactions, which include the delivery of qualified links that result in completed actions such as credit card issuances and personal loan funding; cost-per-click and cost-per-lead transactions, which include user clicks on advertisements or advertisements that allow for the generation of leads, and primarily relate to mortgage and insurance businesses; and Credit Karma Money.

(Dollars in millions)	Q3 FY24	Q3 FY23	% Change	YTD Q3 FY24	YTD Q3 FY23	% Change
Service revenue	\$ 443	\$ 410	8 %	\$ 1,223	\$ 1,210	1 %
Product and other revenue	—	—	N/A	—	—	N/A
Total segment revenue	\$ 443	\$ 410	8 %	\$ 1,223	\$ 1,210	1 %
% of total revenue	7 %	7 %		9 %	10 %	
Segment operating income	\$ 110	\$ 111	(1)%	\$ 280	\$ 301	(7)%
% of related revenue	25 %	27 %		23 %	25 %	

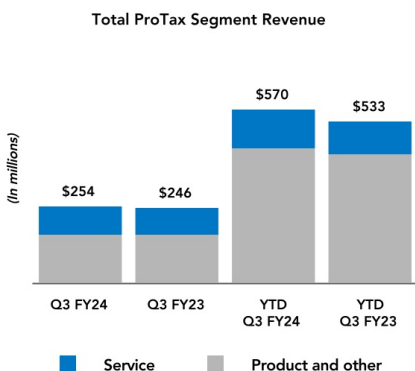
Revenue for our Credit Karma segment increased \$33 million, or 8%, in the third quarter of fiscal 2024 compared to the same period in fiscal 2023, due to increases in revenue from Credit Karma Money of \$12 million, our credit card vertical of \$8 million, our auto insurance vertical of \$7 million, and our personal loan vertical of \$6 million.

Revenue for our Credit Karma segment increased \$13 million, or 1%, in the first nine months of fiscal 2024 compared to the same period of fiscal 2023, due to increases in revenue from our credit card vertical of \$23 million and Credit Karma Money of \$17 million, partially offset by decreases in revenue from our personal loan vertical of \$18 million and our home loan vertical of \$7 million. Economic uncertainty continues to influence the lending behaviors of our partners.

Credit Karma segment operating income decreased \$1 million, or 1%, in the third quarter of fiscal 2024 compared to the same period of fiscal 2023, due to an increase in marketing expenses of \$26 million, offset by the increase in revenue described above.

Credit Karma segment operating income decreased \$21 million, or 7%, in the first nine months of fiscal 2024 compared to the same period of fiscal 2023, due to an increase in marketing expenses of \$31 million.

ProTax



ProTax segment service revenue is derived primarily from ProConnect Tax Online tax products, electronic tax filing services, connected services, and bank products.

ProTax segment product and other revenue is derived primarily from Lacerte, ProSeries, and ProFile desktop tax preparation software products, and related form updates.

<i>(Dollars in millions)</i>	Q3 FY24	Q3 FY23	% Change	YTD Q3 FY24	YTD Q3 FY23	% Change
Service revenue	\$ 93	\$ 84	11 %	\$ 129	\$ 110	17 %
Product and other revenue	161	162	(1)%	441	423	4 %
Total segment revenue	<u>\$ 254</u>	<u>\$ 246</u>	3 %	<u>\$ 570</u>	<u>\$ 533</u>	7 %
% of total revenue	4 %	4 %		4 %	5 %	
Segment operating income	<u>\$ 225</u>	<u>\$ 217</u>	4 %	<u>\$ 486</u>	<u>\$ 453</u>	7 %
% of related revenue	89 %	88 %		85 %	85 %	

Revenue for our ProTax segment increased \$37 million, or 7%, in the first nine months of fiscal 2024 compared with the same period of fiscal 2023 due to higher average revenue per customer.

Segment operating income increased \$33 million, or 7%, in the first nine months of fiscal 2024 compared with the same period of fiscal 2023, due to the increase in revenue described above. Expenses were relatively flat in the first nine months of fiscal 2024 compared to the same period of fiscal 2023.

In August 2023, we reorganized certain technology functions that support and benefit our overall platform. As a result, these costs are no longer included in segment operating income and are now included in other corporate expenses. For the three and nine months ended April 30, 2023, we reclassified \$14 million and \$45 million, respectively, from ProTax to other corporate expenses.

Cost of Revenue

(Dollars in millions)	Q3 FY24	% of Related Revenue	Q3 FY23	% of Related Revenue	YTD Q3 FY24	% of Related Revenue	YTD Q3 FY23	% of Related Revenue
Cost of service revenue	\$ 1,014	17 %	\$ 924	17 %	\$ 2,517	22 %	\$ 2,252	23 %
Cost of product and other revenue	17	2 %	17	3 %	55	3 %	56	3 %
Amortization of acquired technology	36	N/A	40	N/A	110	N/A	122	N/A
Total cost of revenue	<u>\$ 1,067</u>	16 %	<u>\$ 981</u>	16 %	<u>\$ 2,682</u>	20 %	<u>\$ 2,430</u>	21 %

Our cost of revenue has three components: (1) cost of service revenue, which includes the direct costs associated with our online and service offerings, such as costs for data processing and storage capabilities from cloud providers, ongoing production support costs, customer support costs, costs for the tax and bookkeeping experts that support our TurboTax Live and QuickBooks Live offerings, and costs related to credit score providers; (2) cost of product and other revenue, which includes the direct costs of manufacturing and shipping or electronically downloading our desktop software and financial supplies products; and (3) amortization of acquired technology, which represents the cost of amortizing developed technologies that we have obtained through acquisitions, over their useful lives.

Cost of service revenue as a percentage of service revenue was relatively consistent in both the third quarter and first nine months of fiscal 2024 compared with the same periods of fiscal 2023.

Cost of product and other revenue as a percentage of product and other revenue was relatively consistent in both the third quarter and first nine months of fiscal 2024 compared with the same periods of fiscal 2023. Costs of product and other revenue are expensed as incurred, and we do not defer any of these costs when product and other revenue is deferred.

Operating Expenses

(Dollars in millions)	Q3 FY24	% of Total Net Revenue	Q3 FY23	% of Total Net Revenue	YTD Q3 FY24	% of Total Net Revenue	YTD Q3 FY23	% of Total Net Revenue
Selling and marketing	\$ 1,419	21 %	\$ 1,203	20 %	\$ 3,208	25 %	\$ 2,922	25 %
Research and development	671	10 %	604	10 %	2,029	15 %	1,859	16 %
General and administrative	355	5 %	332	6 %	1,041	8 %	959	8 %
Amortization of other acquired intangible assets	120	2 %	120	2 %	360	3 %	362	3 %
Total operating expenses	<u>\$ 2,565</u>	38 %	<u>\$ 2,259</u>	38 %	<u>\$ 6,638</u>	51 %	<u>\$ 6,102</u>	52 %

Current Fiscal Quarter

Total operating expenses as a percentage of total net revenue was flat in the third quarter of fiscal 2024 compared to the same period of fiscal 2023. Total net revenue for the third quarter of fiscal 2024 increased \$719 million, or 12%, while total operating expenses for the quarter increased \$306 million, or 14%. The increase in total operating expenses was due to increases of \$104 million for marketing expenses, \$99 million for staffing due to higher headcount, and \$48 million for share-based compensation.

Fiscal Year to Date

Total operating expenses as a percentage of total net revenue decreased in the first nine months of fiscal 2024 compared to the same period of fiscal 2023. Total net revenue for the first nine months of fiscal 2024 increased \$1.4 billion, or 12%, while total operating expenses for the period increased \$536 million, or 9%. The increase in total operating expenses was due to increases of \$182 million for staffing due to higher headcount, \$148 million for share-based compensation, and \$127 million for marketing expenses.

Non-Operating Income and Expenses

Interest Expense

Interest expense of \$182 million and \$180 million for the first nine months of fiscal 2024 and 2023, respectively, consisted of interest on our senior unsecured notes, unsecured term loan, and secured revolving credit facilities.

Interest and Other Income, Net

(In millions)

	Q3 FY24	Q3 FY23	YTD Q3 FY24	YTD Q3 FY23
Interest income ⁽¹⁾	\$ 34	\$ 28	\$ 88	\$ 57
Net gain on executive deferred compensation plan assets ⁽²⁾	5	1	11	2
Other	(12)	(7)	(8)	(9)
Total interest and other income, net	\$ 27	\$ 22	\$ 91	\$ 50

(1) Interest income for the three and nine months ended April 30, 2024 increased compared to the same periods of fiscal 2023 due to higher average interest rates.

(2) In accordance with authoritative guidance, we record gains and losses associated with executive deferred compensation plan assets in interest and other income and gains and losses associated with the related liabilities in operating expenses. The total amounts recorded in operating expenses for each period are approximately equal to the total amounts recorded in interest and other income in those periods.

Income Taxes

We compute our provision for or benefit from income taxes by applying the estimated annual effective tax rate to income or loss from recurring operations and adding the effects of any discrete income tax items specific to the period.

For the three and nine months ended April 30, 2024, we recognized excess tax benefits on share-based compensation of \$40 million and \$123 million, respectively, in our provision for income taxes. For the three and nine months ended April 30, 2023, we recognized excess tax benefits on share-based compensation of \$17 million and \$15 million, respectively, in our provision for income taxes.

Our effective tax rates for the three and nine months ended April 30, 2024 were approximately 22% and 19%, respectively. Excluding discrete tax items primarily related to share-based compensation, our effective tax rate for both periods was approximately 24%. The difference from the federal statutory rate of 21% was primarily due to state income taxes and non-deductible share-based compensation, which were partially offset by the tax benefit we received from the federal research and experimentation credit.

Our effective tax rates for the three and nine months ended April 30, 2023 were approximately 24% and 23%, respectively. Excluding discrete tax items primarily related to share-based compensation, our effective tax rate for both periods was approximately 24%. The difference from the federal statutory rate of 21% was primarily due to state income taxes and non-deductible share-based compensation, which were partially offset by the tax benefit we received from the federal research and experimentation credit.

The Inflation Reduction Act was enacted on August 16, 2022. This law, among other provisions, provides a corporate alternative minimum tax on adjusted financial statement income, which was effective for us beginning in fiscal 2024. We do not expect any impact from the corporate alternative minimum tax in fiscal 2024. We continue to monitor developments and evaluate impacts, if any, of these provisions on our results of operations and cash flows for future years.

In the current global tax policy environment, the U.S. and other domestic and foreign governments continue to consider, and in some cases enact, changes in corporate tax laws. As changes occur, we account for finalized legislation in the period of enactment.

LIQUIDITY AND CAPITAL RESOURCES

Overview

At April 30, 2024, our cash, cash equivalents, and investments totaled \$4.7 billion, an increase of \$1.0 billion from July 31, 2023 due to the factors discussed under "Statements of Cash Flows" below. Our primary sources of liquidity have been cash from operations, which entails the collection of accounts receivable for products and services, the issuance of senior unsecured notes, and borrowings under our credit facilities. Our primary uses of cash have been for research and development programs, selling and marketing activities, capital projects, acquisitions of businesses, debt service costs and debt repayment, repurchases of our common stock under our stock repurchase programs, and the payment of cash dividends. As discussed in "Executive Overview – Industry Trends and Seasonality" earlier in this Item 2, our business is subject to significant seasonality. The balance of our cash, cash equivalents, and investments generally fluctuates with that seasonal pattern. We believe the seasonality of our business is likely to continue in the future.

The following table summarizes selected measures of our liquidity and capital resources at the dates indicated:

<i>(Dollars in millions)</i>	April 30, 2024	July 31, 2023	\$ Change	% Change
Cash, cash equivalents, and investments	\$ 4,678	\$ 3,662	\$ 1,016	28 %
Long-term investments	\$ 129	\$ 105	\$ 24	23 %
Long-term debt	\$ 5,952	\$ 6,120	\$ (168)	(3)%
Working capital	\$ 3,073	\$ 1,767	\$ 1,306	74 %
Ratio of current assets to current liabilities	1.5 : 1	1.5 : 1		

We have historically generated significant cash from operations, and we expect to continue to do so in the future. Our cash, cash equivalents, and investments totaled \$4.7 billion at April 30, 2024. None of those funds were restricted and approximately 93% of those funds were located in the U.S.

In September 2023, we issued \$4 billion in senior unsecured notes, and used the proceeds, together with operating cash, to repay the outstanding balance on our term loan. Our secured revolving credit facilities are available to fund a portion of our loans to qualified small businesses. At April 30, 2024, \$500 million was outstanding under both secured revolving credit facilities.

On February 5, 2024, we terminated our amended and restated credit agreement dated November 1, 2021, and entered into an unsecured credit agreement with certain lenders providing for a \$1.5 billion unsecured revolving credit facility that expires on February 5, 2029. Our unsecured revolving credit facility is available to us for general corporate purposes. At April 30, 2024, no amounts were outstanding under the unsecured revolving credit facility. See Note 6 to the financial statements in Part I, Item 1 of this Quarterly Report for more information.

Under the 2017 Tax Cuts & Jobs Act, research and development costs are no longer fully deductible and are required to be capitalized and amortized for U.S. tax purposes effective August 1, 2022. The mandatory capitalization requirement significantly increased our cash tax payments related to fiscal 2023. The IRS disaster-area tax relief allowed for the deferral of certain fiscal 2023 tax payments to the first quarter of fiscal 2024. During the first quarter of fiscal 2024, we made tax payments of \$710 million related to this deferral.

Based on past performance and current expectations, we believe that our cash and cash equivalents, investments, and cash generated from operations will be sufficient to meet anticipated seasonal working capital needs, capital expenditure requirements, contractual obligations, commitments, debt service requirements, and other liquidity requirements associated with our operations for at least the next 12 months.

We expect to return excess cash generated by operations to our stockholders through repurchases of our common stock and payment of cash dividends, after taking into account our operating and strategic cash needs.

We evaluate, on an ongoing basis, the merits of acquiring technology or businesses, or establishing strategic relationships with and investing in other companies. Our strong liquidity profile enables us to quickly respond to these types of opportunities.

Statements of Cash Flows

The following table summarizes selected items from our condensed consolidated statements of cash flows for the first nine months of fiscal 2024 and fiscal 2023. See the financial statements in Part I, Item 1 of this Quarterly Report for complete condensed consolidated statements of cash flows for those periods.

<i>(In millions)</i>	April 30, 2024	Nine Months Ended April 30, 2023	\$ Change
Net cash provided by (used in):			
Operating activities	\$ 4,467	\$ 4,204	\$ 263
Investing activities	25	(549)	574
Financing activities	(851)	(2,904)	2,053
Effect of exchange rates on cash, cash equivalents, restricted cash, and restricted cash equivalents	(12)	2	(14)
Net increase in cash, cash equivalents, restricted cash, and restricted cash equivalents	<u>\$ 3,629</u>	<u>\$ 753</u>	<u>\$ 2,876</u>

Our primary sources and uses of cash were as follows:

Nine Months Ended	
April 30, 2024	April 30, 2023
<p><i>Sources of cash:</i></p> <ul style="list-style-type: none"> • Operations • Proceeds from the issuance of senior unsecured notes • Net change in funds receivable and funds payable and amounts due to customers • Net sales and maturities of corporate and customer fund investments • Issuance of common stock under employee stock plans • Borrowings under unsecured revolving credit facility <p><i>Uses of cash:</i></p> <ul style="list-style-type: none"> • Repayment of debt • Repurchases of shares of our common stock • Payment of cash dividends and dividend rights • Payments for employee taxes withheld upon vesting of restricted stock units • Payment of accrued bonuses for fiscal 2023 • Capital expenditures • Net originations and purchases of loans held for investment 	<p><i>Sources of cash:</i></p> <ul style="list-style-type: none"> • Operations • Borrowings under secured revolving credit facilities • Issuance of common stock under employee stock plans <p><i>Uses of cash:</i></p> <ul style="list-style-type: none"> • Repurchases of shares of our common stock • Payment of cash dividends and dividend rights • Repayments on unsecured term loan and secured revolving credit facilities • Payment of accrued bonuses for fiscal 2022 • Net originations of term loans to small businesses and purchases of participating interests in loans to consumers • Capital expenditures • Net purchases of corporate and customer fund investments

Stock Repurchase Programs, Treasury Shares, and Dividends on Common Stock

As described in Note 10 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report, during the first nine months of fiscal 2024, we repurchased 3.0 million shares of our common stock under repurchase programs that our Board of Directors has authorized. On August 22, 2023, our Board of Directors approved an increase in the authorization under the existing stock repurchase program under which we are authorized to repurchase up to an additional \$2.3 billion of our common stock. At April 30, 2024, we had authorization from our Board of Directors for up to \$2.1 billion in stock repurchases. We currently expect to continue repurchasing our common stock on a quarterly basis; however, future stock repurchases under the current program are at the discretion of management, and authorization of future stock repurchase programs is subject to the final determination of our Board of Directors.

We have continued to pay quarterly cash dividends on shares of our outstanding common stock. During the nine months ended April 30, 2024, we declared quarterly cash dividends that totaled \$2.70 per share of outstanding common stock for a total of \$780 million. In May 2024, our Board of Directors declared a quarterly cash dividend of \$0.90 per share of outstanding common stock payable on July 18, 2024 to stockholders of record at the close of business on July 10, 2024. We currently expect to continue paying comparable cash dividends on a quarterly basis. However, future declarations of dividends and the establishment of future record dates and payment dates are subject to the final determination of our Board of Directors.

Commitments for Senior Unsecured Notes

In June 2020, we issued \$2 billion of senior unsecured notes, of which \$1.5 billion is outstanding as of April 30, 2024, and is comprised of the following:

- \$500 million of 0.950% notes due July 2025;
- \$500 million of 1.350% notes due July 2027; and
- \$500 million of 1.650% notes due July 2030 (together, the 2020 Notes).

Interest is payable semiannually on January 15 and July 15 of each year. At April 30, 2024, our maximum commitment for interest payments under the 2020 Notes was \$84 million through the maturity dates.

The 2020 Notes are senior unsecured obligations of Intuit and rank equally with all existing and future unsecured and unsubordinated indebtedness of Intuit and are redeemable by us at any time, subject to a make-whole premium. Upon the occurrence of change of control transactions that are accompanied by certain downgrades in the credit ratings of the 2020 Notes, we will be required to repurchase the 2020 Notes at a repurchase price equal to 101% of the aggregate outstanding principal plus any accrued and unpaid interest to but not including the date of repurchase. The indenture governing the 2020 Notes requires us to comply with certain covenants. For example, the 2020 Notes limit our ability to create certain liens and enter into sale and leaseback transactions. As of April 30, 2024, we were compliant with all covenants governing the 2020 Notes. See Note 6 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for more information.

In September 2023, we issued \$4 billion of senior unsecured notes comprised of the following:

- \$750 million of 5.250% notes due September 2026;
- \$750 million of 5.125% notes due September 2028;
- \$1,250 million of 5.200% notes due September 2033; and
- \$1,250 million of 5.500% notes due September 2053 (together, the 2023 Notes).

Interest is payable semiannually on March 15 and September 15 of each year. At April 30, 2024, our maximum commitment for interest payments under the 2023 Notes was \$2.9 billion through the maturity dates.

The 2023 Notes are senior unsecured obligations of Intuit and rank equally with all existing and future unsecured and unsubordinated indebtedness of Intuit and are redeemable by us at any time, subject to a make-whole premium. The indenture governing the 2023 Notes requires us to comply with certain covenants. For example, the 2023 Notes limit our ability to create certain liens and enter into sale and leaseback transactions. As of April 30, 2024, we were compliant with all covenants governing the 2023 Notes. See Note 6 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for more information.

Credit Facilities

Unsecured Revolving Credit Facilities

On February 5, 2024, we terminated our amended and restated credit agreement dated November 1, 2021 (2021 Credit Facility), and entered into a credit agreement with certain lenders providing for a \$1.5 billion unsecured revolving credit facility that expires on February 5, 2029 (2024 Credit Facility).

Under the 2024 Credit Facility, we may, subject to certain customary conditions, including approval of relevant lenders, on one or more occasions, increase commitments under the 2024 Credit Facility by an amount not to exceed \$1 billion in the aggregate, and, on one or more occasions, extend the maturity date of the 2024 Credit Facility by one year. The 2024 Credit Facility includes a \$500 million sublimit for borrowing swingline loans and a \$250 million sublimit for the issuance of letters of credit. Advances under the unsecured revolving credit facility accrue interest at rates equal to (a) in the case of U.S. dollar borrowings, at our election, either (i) the alternate base rate plus a margin that ranges from 0.0% to 0.125%, or (ii) the adjusted term Secured Overnight Finance Rate (SOFR) plus a margin that ranges from 0.7% to 1.125%, or (b) in the case of foreign currency borrowings, the interest benchmark for the relevant currency specified in the credit agreement plus a margin that ranges from 0.7% to 1.125%. Actual margins under either election are based on our senior debt credit ratings.

The 2024 Credit Facility includes customary affirmative and negative covenants, including a financial covenant that requires us to maintain a ratio of total gross debt to earnings before interest, taxes, depreciation and amortization (EBITDA), as defined in the agreement, of not greater than 4.00 to 1.00 as measured on a rolling twelve month basis as of the last day of each fiscal quarter. As of April 30, 2024, we were compliant with all required covenants. At April 30, 2024, no amounts were outstanding under the 2024 Credit Facility. We monitor counterparty risk associated with the institutional lenders that are providing the credit facility.

Secured Revolving Credit Facilities

On February 19, 2019, a subsidiary of Intuit entered into a secured revolving credit facility with a lender to fund a portion of our loans to qualified small businesses (the 2019 Secured Facility). The 2019 Secured Facility is secured by cash and receivables of the subsidiary and is non-recourse to Intuit Inc. We have entered into several amendments to this facility, most recently on December 15, 2023. These amendments primarily increase the facility limit, extend the commitment term and final maturity date, and update the benchmark interest rate. Under the amended 2019 Secured Facility, the facility limit is \$500 million, of which \$300 million is committed and \$200 million is uncommitted. Advances accrue interest at adjusted daily simple SOFR plus 1.5%. Unused portions of the committed credit facility accrue interest at a rate ranging from 0.25% to 0.75%, depending on the total unused committed balance. The commitment term is through July 18, 2025, and the final maturity date is July 20, 2026. The agreement includes certain affirmative and negative covenants, including financial covenants that require the subsidiary to maintain specified financial ratios. As of April 30, 2024, we were compliant with all required covenants. At April 30, 2024, \$275 million was outstanding under the 2019 Secured Facility and the weighted-average interest rate was 6.96%, which includes the interest on the unused committed portion. The outstanding balance is secured by cash and receivables of the subsidiary totaling \$1.0 billion.

On October 12, 2022, another subsidiary of Intuit entered into a secured revolving credit facility with a lender to fund a portion of our loans to qualified small businesses (the 2022 Secured Facility). The 2022 Secured Facility is secured by cash and receivables of the subsidiary and is non-recourse to Intuit Inc. We have entered into several amendments to this facility, most recently on April 30, 2024. These amendments primarily extend the commitment term and final maturity date and increase the commitment amount. Under the amended 2022 Secured Facility, the facility limit is \$500 million, of which \$300 million is committed and \$200 million is uncommitted. Advances accrue interest at SOFR plus 1.3%. Unused portions of the committed credit facility accrue interest at a rate ranging from 0.2% to 0.4%, depending on the total unused committed balance. The commitment term is through April 30, 2026, and the final maturity date is April 30, 2027. The agreement includes certain affirmative and negative covenants, including financial covenants that require the subsidiary to maintain specified financial ratios. As of April 30, 2024, we were compliant with all required covenants. At April 30, 2024, \$225 million was outstanding under the 2022 Secured Facility and the weighted-average interest rate was 6.71%, which includes the interest on the unused committed portion. The outstanding balance is secured by cash and receivables of the subsidiary totaling \$666 million.

Cash Held by Foreign Subsidiaries

Our cash, cash equivalents, and investments totaled \$4.7 billion at April 30, 2024. Approximately 7% of those funds were held by our foreign subsidiaries and subject to repatriation tax considerations. These foreign funds were located primarily in Canada, India, and the United Kingdom. We do not expect to pay incremental U.S. taxes on repatriation. We have recorded income tax expense for Canada, India, and Israel withholding taxes on earnings that are not permanently reinvested. In the event that funds from foreign operations are repatriated to the United States, we would pay withholding taxes at that time.

CONTRACTUAL OBLIGATIONS

We presented our contractual obligations at July 31, 2023 in our Annual Report on Form 10-K for the fiscal year then ended. There were no material changes outside the ordinary course of business to our contractual obligations during the nine months ended April 30, 2024, except as described below.

In September 2023, we issued \$4 billion of senior unsecured notes, which was comprised of the following: \$750 million of 5.250% notes due in September 2026, \$750 million of 5.125% notes due in September 2028, \$1,250 million of 5.200% notes due in September 2033, and \$1,250 million of 5.500% notes due in September 2053 (together, the 2023 Notes). Interest is payable semiannually on March 15 and September 15 of each year. At April 30, 2024, our maximum commitment for interest payments under the 2023 Notes was \$2.9 billion through the maturity dates.

RECENT ACCOUNTING PRONOUNCEMENTS

For a description of recent accounting pronouncements, if any, and the potential impact of these pronouncements on our condensed consolidated financial statements, see Note 1 to the financial statements in Part I, Item 1 of this Quarterly Report.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There were no material changes to our quantitative and qualitative disclosures about market risk during the nine months ended April 30, 2024, except as described below.

In September 2023, we issued \$4 billion of senior unsecured notes, which was comprised of the following: \$750 million of 5.250% notes due in September 2026, \$750 million of 5.125% notes due in September 2028, \$1,250 million of 5.200% notes due in September 2033, and \$1,250 million of 5.500% notes due in September 2053 (together, the 2023 Notes). We carry the 2023 Notes at face value less unamortized discount and unamortized debt issuance costs on our condensed consolidated balance sheets. Since these 2023 Notes bear interest at fixed rates, we have no financial statement risk associated with the changes in interest rates. However, the fair value of the 2023 Notes fluctuates when interest rates change. See Note 2 and Note 6 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

On February 5, 2024, we terminated our amended and restated credit agreement dated, November 1, 2021 (2021 Credit Facility), and entered into a credit agreement with certain lenders providing for a \$1.5 billion unsecured revolving credit facility that expires on February 5, 2029 (2024 Credit Facility). We are exposed to the impact of changes in interest rates as they affect the 2024 Credit Facility. Advances under the 2024 Credit Facility accrue interest at rates equal to (a) in the case of U.S. dollar borrowings, at our election, either (i) the alternate base rate plus a margin that ranges from 0.0% to 0.125%, or (ii) the adjusted term Secured Overnight Finance Rate (SOFR) plus a margin that ranges from 0.7% to 1.125%, or (b) in the case of foreign currency borrowings, the interest benchmark for the relevant currency specified in the credit agreement plus a margin that ranges from 0.7% to 1.125%. Actual margins under either election are based on our senior debt credit ratings. Consequently, our interest expense fluctuates with changes in the general level of these interest rates. At April 30, 2024, no amounts were outstanding under the 2024 Credit Facility. See Note 6 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

See Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended July 31, 2023 for a detailed discussion of our market risks.

ITEM 4 - CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based upon an evaluation of the effectiveness of disclosure controls and procedures, Intuit's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures as defined under Exchange Act Rules 13a-15(e) and 15d-15(e) were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our CEO and CFO, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and that they are effective at the reasonable assurance level. However, no matter how well conceived and executed, a control system can provide only reasonable and not absolute assurance that the objectives of the control system are met. The design of any control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. There are also limitations that are inherent in any control system. These limitations include the realities that breakdowns can occur because of errors in judgment or mistakes, and that controls can be circumvented by individual persons, by collusion of two or more people, or by management override of the controls. Because of these inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

See Note 11 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for a description of legal proceedings.

ITEM 1A - RISK FACTORS

Our businesses routinely encounter and address risks, many of which could cause our future results to be materially different than we presently anticipate. Below, we describe significant factors, events and uncertainties that make an investment in our securities risky, categorized solely for ease of reference as strategic, operational, legal and compliance, and financial risks. The following events and consequences could have a material adverse effect on our business, growth, prospects, financial condition, results of operations, cash flows, liquidity, reputation and credit rating, and the trading price of our common stock could decline. These risks are not the only ones we face. We could also be affected by other events, factors or uncertainties that are presently unknown to us or that we do not currently consider to present significant risks to our business. These risks may be amplified by the effects of global developments and conditions or events, including macroeconomic uncertainty and geopolitical conditions, which have caused significant global economic instability and uncertainty.

STRATEGIC RISKS

We face intense competitive pressures that may harm our operating results.

We face intense competition in all of our businesses, and we expect competition to remain intense in the future. Our competitors and potential competitors range from large and established entities to emerging start-ups. Our competitors may introduce superior products and services, successfully use and deploy new technologies such as artificial intelligence (AI) that may reduce customer demand for our products or services, reduce prices, have greater technical, marketing and other resources, have greater name recognition, have larger installed bases of customers, have well-established relationships with our current and potential customers, advertise aggressively or beat us to market with new products and services. In addition, we face competition from existing companies, with large established consumer user-bases and broad-based platforms, who may change or expand the focus of their business strategies and marketing to target our customers, including small businesses, tax and personal financial management customers.

We also face competition from companies with a variety of business models, including increased competition from providers of free offerings, particularly in our tax, accounting, payments and personal finance platform businesses. In order to compete, we have also introduced free offerings in several categories, but we may not be able to attract customers as effectively as competitors with different business models. In addition, other providers of free offerings may provide features that we do not offer and customers who have formerly paid for our products and services may elect to use our competitors' free offerings instead. These competitive factors may diminish our revenue and profitability, and harm our ability to acquire and retain customers.

Our consumer tax business also faces significant potential competition from the public sector, where we face the risk of federal and state taxing authorities proposing revenue raising strategies that involve developing and providing government tax software or other government return preparation systems at public expense. These or similar programs have or may be introduced or expanded in the future, which may change the voluntary compliance tax system in ways that could cause us to lose customers and revenue. The IRS Free File Program enables the IRS to offer tax software directly to taxpayers and its continuation depends on a number of factors, including continued broad public awareness of and access to the free program and continued private industry donations, as well as continued government support. The Free File Program operates under an agreement that is scheduled to expire in October 2025. For the 2024 tax filing season, the IRS launched a limited pilot of a free direct online tax filing system. Through this or other programs, the federal government could become a publicly funded direct competitor of the U.S. tax services industry and of Intuit. Government funded services that curtail or eliminate the role of taxpayers in preparing their own taxes could potentially have material and adverse revenue implications on us.

Future revenue growth depends upon our ability to adapt to technological change and successfully extend our platform, introduce new and enhanced products, features, services and business models.

We operate in industries that are characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. To meet the changing needs of our customers and partners and attract and retain top technical talent, we must continue to innovate, develop and extend our platform, new products and features, and enhance our ability to solve customer problems with emerging technologies, such as artificial intelligence and blockchain. If we are not able to do this successfully, we may face a competitive disadvantage. We have and will continue to devote significant resources to continue to

develop our skills, tools and capabilities to capitalize on existing and emerging technologies. Legislation or regulatory changes in these areas may mandate changes in our products that make them less attractive to users and hinder our ability to leverage emerging technologies and build out our platform capabilities.

Our consumer and professional tax businesses depend significantly on revenue from customers who return each year to use our updated tax preparation and filing software and services. As our existing products mature, encouraging customers to purchase product upgrades becomes more challenging unless new product releases provide features and functionality that have meaningful incremental value. As we continue to introduce and expand our new business models, including offerings that are free to end users, our customers may not perceive value in the additional benefits and services we offer beyond our free offering and may choose not to pay for those additional benefits or we may be unsuccessful in increasing customer adoption of these offerings or our risk profile may change, resulting in loss of revenue.

We also provide additional customer benefits across our platform by utilizing customer data available to us through our existing offerings, and the growth of our business depends, in part, on our existing customers expanding their use of our products and services across our platform. If we are not able to effectively utilize our customers' data to provide them with value or develop and clearly demonstrate the value of new or upgraded products or services to our customers, our revenues may be harmed.

In some cases, we may expend a significant amount of resources and management attention on offerings that do not ultimately succeed in their markets. We have encountered difficulty in launching new products and services in the past. If we misjudge customer needs in the future, our new products and services may not succeed and our revenues and earnings may be harmed. We have also invested, and in the future, expect to invest in new business models, technologies, geographies, strategies and initiatives. Such endeavors may involve significant risks and uncertainties, including a rapidly changing regulatory environment, distraction of management from current operations, expenses associated with the initiatives, inadequate return on investments, and social or ethical scrutiny. Because these new initiatives are inherently risky, they may not be successful and may harm our financial condition, operating results, or reputation.

We rely on intellectual property in our products and services.

Many of our products and services include our own intellectual property, as well as the intellectual property of third parties, which we license under agreements that may need to be renewed or renegotiated from time to time. We may not be able to obtain licenses to these third-party technologies or content on reasonable terms, or at all. If we are unable to obtain the rights necessary to use this intellectual property in our products and services, we may not be able to provide the affected offerings, and customers who are currently using the affected product may be disrupted, which may in turn harm our future financial results, damage our brand, and result in customer loss. Also, we and our customers have been and may continue to be subject to infringement claims as a result of the third-party intellectual property incorporated in our offerings, including through our use of AI. Although we try to mitigate this risk and we may not be ultimately liable for any potential infringement, pending claims require us to use significant resources, require management attention and could result in loss of customers.

Some of our offerings include third-party software that is licensed under "open source" licenses, some of which may include a requirement that, under certain circumstances, we make available, or grant licenses to, any modifications or derivative works we create based upon the open source software. Although we have established internal review and approval processes to mitigate these risks, we cannot be sure that all open source software is submitted for approval prior to use in our products. Many of the risks associated with usage of open source may not be eliminated and, if not properly addressed, may harm our business.

Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products, services and brand.

Our patents, trademarks, trade secrets, copyrights, domain names and other intellectual property rights are important assets for us. We aggressively protect our intellectual property rights by relying on federal, state and common law rights in the U.S. and internationally, as well as a variety of administrative procedures. We also rely on contractual restrictions to protect our proprietary rights in products and services. The efforts that we take to protect our proprietary rights may not always be sufficient or effective. In addition, there is uncertainty about the validity and enforceability of intellectual property rights that may result from our use of generative AI. Protecting our intellectual property rights is costly and time consuming and may not be successful in every location. Any significant impairment of our intellectual property rights could harm our business, our brand, and our ability to compete.

Policing unauthorized use and copying of our products is difficult, expensive, and time consuming. Current U.S. laws that prohibit copying give us only limited practical protection from software piracy and the laws of many other countries provide very little protection. We frequently encounter unauthorized copies of our software being sold through online marketplaces. Although we continue to evaluate and put in place technology solutions to attempt to lessen the impact of piracy and engage in efforts to educate consumers and public policy leaders on these issues and cooperate with industry groups in their efforts to combat piracy, we expect piracy to be a persistent problem that results in lost revenues and increased expenses.

Our business depends on our strong reputation and the value of our brands.

Developing and maintaining awareness of our brands and platform strategy is critical to achieving widespread acceptance of our existing and future products and services and is an important element in attracting new customers and expanding our

business with existing customers. Adverse publicity (whether or not justified) relating to events or activities attributed to us, members of our workforce, agents, third parties we rely on, or our users, may tarnish our reputation and reduce the value of our brands. Perceived social harm or unfairness of outcomes relating to the use of new and evolving technologies such as AI in our offerings, may result in reputational harm and liability, and may cause us to incur additional research and development costs to resolve such issues. Our brand value also depends on our ability to provide secure and trustworthy products and services, as well as our ability to protect and use our customers' data in a manner that meets their expectations. In addition, a security incident that results in unauthorized disclosure of our customers' sensitive data could cause material reputational harm.

We have public environmental, social, and governance (ESG) commitments, including our goals to increase the diversity of our workforce, create and prepare individuals for jobs and have a positive impact on the climate. Our ability to achieve these goals is subject to numerous risks that may be outside of our control. Our failure or perceived failure to achieve our ESG goals or maintain ESG practices that meet evolving stakeholder expectations could harm our reputation, adversely impact our ability to attract and retain employees or customers, and expose us to increased scrutiny from the investment community and enforcement authorities. Our reputation also may be harmed by the perceptions that our customers, employees and other stakeholders have about our action or inaction on social, ethical, or political issues. Damage to our reputation and loss of brand equity may reduce demand for our products and services and thus have an adverse effect on our future financial results, as well as require additional resources to rebuild our reputation and restore the value of the brands and could also reduce our stock price.

Our acquisition and divestiture activities may disrupt our ongoing business, may involve increased expenses and may present risks not contemplated at the time of the transactions.

We have acquired and may continue to acquire companies, products, technologies and talent that complement our strategic direction, both in and outside the United States. Acquisitions involve significant risks and uncertainties, including:

- inability to successfully integrate the acquired technology, data assets and operations into our business and maintain uniform standards, controls, policies, and procedures;
- inability to realize synergies or anticipated benefits expected to result from an acquisition within the expected time frame or at all;
- disruption of our ongoing business and distraction of management;
- challenges retaining the key employees, customers, resellers and other business partners of the acquired operation;
- the internal control environment of an acquired entity may not be consistent with our standards or with regulatory requirements, and may require significant time and resources to align or rectify;
- unidentified issues not discovered in our due diligence process, including product or service quality issues, security policies, standards, and practices, intellectual property issues and legal contingencies;
- failure to successfully further develop an acquired business or technology and any resulting impairment of amounts currently capitalized as intangible assets;
- risks associated with businesses we acquire or invest in, which may differ from or be more significant than the risks our other businesses face;
- in the case of foreign acquisitions and investments, the impact of particular economic, tax, currency, political, legal and regulatory risks associated with specific countries; and
- to the extent we use debt to fund acquisitions or for other purposes, our interest expense and leverage will increase significantly, and to the extent we issue equity securities as consideration in an acquisition, current shareholders' percentage ownership and earnings per share will be diluted.

We have divested and may in the future divest certain assets or businesses that no longer fit with our strategic direction or growth targets. Divestitures involve significant risks and uncertainties, including:

- inability to find potential buyers on favorable terms;
- failure to effectively transfer liabilities, contracts, facilities and employees to buyers;
- requirements that we retain or indemnify buyers against certain liabilities and obligations;
- the possibility that we will become subject to third-party claims arising out of such divestiture;
- challenges in identifying and separating the intellectual property, systems and data to be divested from the intellectual property, systems and data that we wish to retain;
- inability to reduce fixed costs previously associated with the divested assets or business;
- challenges in collecting the proceeds from any divestiture;
- disruption of our ongoing business and distraction of management;

- loss of key employees who leave us as a result of a divestiture; and
- if customers or partners of the divested business do not receive the same level of service from the new owners, or the new owners do not handle the customer data with the same level of care, our other businesses may be adversely affected, to the extent that these customers or partners also purchase other products offered by us or otherwise conduct business with our retained business.

In addition, any acquisition or divestiture that we announce may not be completed if closing conditions are not satisfied. Because acquisitions and divestitures are inherently risky, our transactions may not be successful and may, in some cases, harm our operating results or financial condition. In particular, if we are unable to successfully operate together with any company that we acquire to achieve shared growth opportunities or combine reporting or other processes within the expected time frame or at all, there may be a material and adverse effect on the benefits that we expect to achieve as a result of the acquisition, and we could experience additional costs or loss of revenue. Moreover, adverse changes in market conditions and other factors, including those listed above, may cause an acquisition to be dilutive to Intuit's operating earnings per share for a period of time. Any dilution of our non-GAAP diluted earnings per share could cause the price of shares of Intuit Common Stock to decline or grow at a reduced rate.

OPERATIONAL RISKS

Security incidents, improper access to or disclosure of our data or customers' data, or other cyberattacks on our systems could harm our reputation and adversely affect our business.

We host, collect, use and retain large amounts of sensitive and personal customer and workforce data, including credit card information, tax return information, bank account numbers, credit report information, login credentials and passwords, personal and business financial data and transactions data, social security numbers and payroll information, as well as our confidential, nonpublic business information. We use commercially available security technologies and security and business controls to limit access to and use of such sensitive data. Although we expend significant resources to implement security protections designed to shield this data against potential theft and security breaches, such measures cannot provide absolute security.

Our technologies, systems, and networks have been subject to, and are increasingly likely to continue to be the target of, cyberattacks, computer viruses, ransomware or other malware, worms, social engineering, malicious software programs, insider threats, and other cybersecurity incidents that could result in the unauthorized release, gathering, monitoring, use, loss or destruction of sensitive and personal data of our customers and our workforce, or Intuit's sensitive business data or cause temporary or sustained unavailability of our software and systems. While we maintain cybersecurity insurance, our insurance may not be sufficient to cover all liabilities described herein. These types of incidents can be caused by malicious third parties, acting alone or in groups, or more sophisticated organizations including nation-states or state-sponsored organizations, and the risks could be elevated in connection with significant armed conflicts, acts of war or terrorism. Customers who fail to update their systems, continue to run software that we no longer support, fail to install security patches on a timely basis or inadequately use security controls create vulnerabilities and make it more difficult for us to detect and prevent these kinds of attacks. We are increasingly incorporating open source software into our products, and there may be vulnerabilities in open source software that make it susceptible to cyberattacks. In addition, because the techniques used to obtain unauthorized access to sensitive information change frequently, and are becoming more sophisticated and are often not able to be detected until after a successful attack, we may be unable to anticipate these techniques or implement adequate preventive measures. Although this is an industry-wide problem that affects software and hardware across platforms, it may increasingly affect our offerings because cyber-criminals tend to focus their efforts on well-known offerings that are popular among customers and hold sensitive personal or financial information, like our digital money offerings, and we expect them to continue to do so.

Further, the security measures that we implement may not be able to prevent unauthorized access to our products and our customers' account data. While we require annual security training for our workforce, malicious third parties have in the past, and may in the future, be able to fraudulently induce members of our workforce, customers, vendors, partners, or users by social engineering means, such as email phishing, to disclose sensitive information in order to gain access to our systems. It is also possible that unauthorized access to or disclosure of customer data may occur due to inadequate use of security controls by our customers or our workforce. Accounts created with weak or recycled passwords could allow cyber-attackers to gain access to customer data. Unauthorized persons could gain access to customer accounts if customers do not maintain effective access controls of their systems and software. In addition, we have and will continue to experience new and more frequent attempts by malicious third parties to fraudulently gain access to our systems, such as through increased email phishing of our workforce, customers, and users.

Criminals may also use stolen identity information obtained outside of our systems to gain unauthorized access to our customers' data. We have experienced such instances in the past and as the accessibility of stolen identity information increases, generally, we may experience further instances of unauthorized access to our systems through the use of stolen identity information of our customers or our workforce in the future. Further, our customers may choose to use the same login credentials across multiple products and services unrelated to our products. Such customers' login credentials may be stolen from products offered by third-party service providers unrelated to us and the stolen identity information may be used by a malicious third party to access our products, which could result in disclosure of confidential information. In addition, our shift to a hybrid workplace model, where our workforce will spend a portion of their time working in our offices and a portion of their time working remotely, introduces operational complexity that exacerbates our security-related risks.

Our efforts to protect data may also be unsuccessful due to software bugs (whether open source or proprietary code), break-ins, workforce error or other threats that evolve.

Further, because we have created an ecosystem where customers can have one identity across multiple Intuit products, a security incident may give access to increased amounts of customer data. This may result in disclosure of confidential information, loss of customer confidence in our products, possible litigation, material harm to our reputation and financial condition, disruption of our or our customers' business operations, and a decline in our stock price. From time to time, we detect, or receive notices from customers or public or private agencies that they have detected, actual or perceived vulnerabilities in our infrastructure, our software or third-party software components that are distributed with our products or fraudulent activity by unauthorized persons utilizing our products with stolen customer identity information. The existence of such vulnerabilities or fraudulent activity, even if they do not result in a security breach, may undermine customer confidence as well as the confidence of government agencies that regulate our offerings. Such perceived vulnerabilities could also seriously harm our business by tarnishing our reputation and brand and limiting the adoption of our products and services and could cause our stock price to decline. In some cases, such vulnerabilities may not be immediately detected, which could exacerbate the risk of a security incident and the related effects on our businesses.

Additionally, Credit Karma is subject to an order issued in 2014 by the Federal Trade Commission (FTC) that, among other things, requires maintenance of a comprehensive security program relating to the development and management of new and existing products and services and biennial independent security assessments for 20 years from the date of the order. To the extent Credit Karma shares data covered by the order with Intuit, the order may apply to Intuit with respect to such data. Credit Karma's failure to fulfill the requirements of the FTC's order could result in fines, penalties, regulatory inquiries, investigations and claims, and negatively impact our business and reputation.

A cybersecurity incident affecting the third parties we rely on could expose us or our customers to a risk of loss or misuse of confidential information and significantly damage our reputation.

We depend on a number of third parties, including vendors, developers and partners who are critical to our business. We or our customers may grant access to customer data to these third parties to help deliver customer benefits, or to host certain of our and our customers' sensitive and personal data. In addition, we share sensitive, nonpublic business information (including, for example, materials relating to financial, business and legal strategies) with other vendors in the ordinary course of business.

While we conduct background checks of our workforce, conduct reviews of partners, developers and vendors and use commercially available technologies to limit access to systems and data, it is possible that malicious third parties may misrepresent their intended use of data or may circumvent our controls, resulting in accidental or intentional disclosure or misuse of our customer or workforce data. Further, while we conduct due diligence on the security and business controls of our third-party partners, we may not have the ability to effectively monitor or oversee the implementation of these control measures. Malicious third parties may be able to circumvent these security and business controls or exploit vulnerabilities that may exist in these controls, resulting in the disclosure or misuse of sensitive business and personal customer or workforce information and data. In addition, malicious actors may attempt to use the information technology supply chain to compromise our systems by, for example, introducing malware through software updates.

A security incident involving third parties we rely on may have serious negative consequences for our businesses, including disclosure of sensitive customer or workforce data, or confidential or competitively sensitive information regarding our business, including intellectual property and other proprietary data; make our products more vulnerable to fraudulent activity; cause temporary or sustained unavailability of our software and systems; result in possible litigation, fines, penalties and damages; result in loss of customer confidence; cause material harm to our reputation and brands; lead to further regulation and oversight by federal or state agencies; cause adverse financial condition; and result in a reduced stock price.

Concerns about the current privacy and cybersecurity environment, generally, could deter current and potential customers from adopting our products and services and damage our reputation.

The continued occurrence of cyberattacks and data breaches on governments, businesses and consumers in general indicates that we operate in an external environment where cyberattacks and data breaches are becoming increasingly common. If the global cybersecurity environment worsens, and there are increased instances of security breaches of third-party offerings where consumers' data and sensitive information is compromised, consumers may be less willing to use online offerings, particularly offerings like ours in which customers often share sensitive financial data. Additionally, political uncertainty and military actions may subject us and our service providers to heightened risks of security incidents. In addition, the increased availability of data obtained as a result of breaches of third-party offerings could make our own products more vulnerable to fraudulent activity. Even if our products are not affected directly by such incidents, any such incident could damage our reputation and deter current and potential customers from adopting our products and services or lead customers to cease using online and connected software products to transact financial business altogether.

If we are unable to effectively combat the increasing amount and sophistication of fraudulent activities by malicious third parties, we may suffer losses, which may be substantial, and lose the confidence of our customers and government agencies and our revenues and earnings may be harmed.

Many of the industries in which we operate have been experiencing an increasing amount of fraudulent activities by malicious third parties, and those fraudulent activities are becoming increasingly sophisticated. Although we do not believe that any of this activity is uniquely targeted at our products or businesses, this type of fraudulent activity may adversely impact our tax,

payroll, payments, lending, marketing automation and personal financial management businesses, and the risk is heightened when our workforce is working both on campus and remotely under our hybrid work model. In addition to any losses that may result from such fraud, which may be substantial, a loss of confidence by our customers or by governmental agencies in our ability to prevent fraudulent activity may seriously harm our business and damage our brand. If we cannot adequately combat such fraudulent activity, governmental authorities may refuse to allow us to continue to offer the affected services, or these services may otherwise be adversely impacted, which could include federal or state tax authorities refusing to allow us to process our customers' tax returns electronically, resulting in a significant adverse impact on our earnings and revenue. As fraudulent activities become more pervasive and increasingly sophisticated, and fraud detection and prevention measures must become correspondingly more complex to combat them across the various industries in which we operate, we may implement risk control mechanisms that could make it more difficult for legitimate customers to obtain and use our products, which could result in lost revenue and negatively impact our earnings.

If we fail to process transactions effectively or fail to adequately protect against disputed or potential fraudulent activities, our business may be harmed.

Our operations process a significant volume and dollar value of transactions on a daily basis, especially in our money and personal financial management businesses. Despite our efforts to ensure that effective processing systems and controls are in place to handle transactions appropriately, it is possible that we may make errors or that funds may be misappropriated due to fraud. The likelihood of any such error or misappropriation is magnified as we increase the volume and speed of the transactions we process. If we are unable to effectively manage our systems and processes, or if there is an error in our products, we may be unable to process customer data in an accurate, reliable and timely manner, which may harm our reputation, the willingness of customers to use our products, and our financial results. In our payments processing service business, if a disputed transaction between a merchant and its customer is not resolved in favor of the merchant, we may be required to pay those amounts to the payment or credit card network and these payments may exceed the amount of the customer reserves established to make such payments.

Business interruption or failure of our information technology and communication systems may impair the availability of our products and services, which may damage our reputation and harm our future financial results.

Our reputation and ability to attract, retain and serve our customers is dependent upon the reliable performance of our products and our underlying technical infrastructure. As we continue to grow our online services, we become more dependent on the continuing operation and availability of our information technology and communications systems and those of our external service providers, including, for example, third-party Internet-based or cloud computing services. We do not have redundancy for all of our systems, and our disaster recovery planning may not account for all eventualities. We have designed a significant portion of our software and computer systems to utilize data processing and storage capabilities provided by public cloud providers. If any public cloud service that we use is unavailable to us for any reason, our customers may not be able to access certain of our cloud products or features, which could significantly impact our operations, business, and financial results.

Failure of our systems or those of our third-party service providers, may result in interruptions in our service and loss of data or processing capabilities, all of which may cause a loss in customers, refunds of product fees, material harm to our reputation and operating results.

Our tax businesses must effectively handle extremely heavy customer demand during critical peak periods. We face significant risks in maintaining adequate service levels during these peak periods when we have historically derived a substantial portion of our overall revenue from the tax businesses. Any interruptions in our online tax preparation or electronic filing service at any time during the tax season, particularly during a peak period, could result in significantly decreased revenue, lost customers, unexpected refunds of customer charges, negative publicity and increased operating costs, any of which could significantly harm our business, financial condition and results of operations.

We rely on internal systems and external systems maintained by manufacturers, distributors and other service providers to take and fulfill customer orders, handle customer service requests and host certain online activities. Any interruption or failure of our internal or external systems may prevent us or our service providers from accepting and fulfilling customer orders or cause company and customer data to be unintentionally disclosed. Our continuing efforts to upgrade and expand our network security and other information systems as well as our high-availability capabilities are costly, and problems with the design or implementation of system enhancements may harm our business and our results of operations.

Our business operations, information technology and communications systems are vulnerable to damage or interruption from natural disasters, effects of climate change, human error, malicious attacks, fire, power loss, telecommunications failures, computer viruses and malware, computer denial of service attacks, terrorist attacks, public health emergencies and other events beyond our control. For example, we shifted to operations under a hybrid workplace model where our workforce spends a portion of their time working in our offices and a portion of their time working remotely. This model has introduced new execution risks and we may experience longer-term disruptions to our operations as we evolve our workplace model, any of which may impair our ability to perform critical functions or could make it considerably more difficult to develop, enhance and support our products and services.

In addition, since our corporate headquarters and other critical business operations are located near major seismic faults, our recovery in the event of a major earthquake or other catastrophic event may require us to expend significant time and

resources and may adversely affect our financial condition and operating results. Further, the adverse effects of any such adverse event would be exacerbated if experienced at the same time as another unexpected and adverse event. In the event of a major natural or man-made disaster, our insurance coverage may not completely compensate us for our losses and our future financial results may be materially harmed.

We regularly invest resources to update and improve our internal information technology systems and software platforms. Should our investments not succeed, or if delays or other issues with new or existing internal technology systems and software platforms disrupt our operations, our business could be harmed.

We rely on our network infrastructure, data hosting, public cloud and software-as-a-service providers, and internal technology systems for many of our development, marketing, operational, support, sales, accounting and financial reporting activities. We are continually investing resources to update and improve these systems and environments in order to meet existing needs, as well as the growing and changing requirements of our business and customers. If we experience prolonged delays or unforeseen difficulties in updating and upgrading our systems and architecture, we may experience outages and may not be able to deliver certain offerings and develop new offerings and enhancements that we need to remain competitive. Such improvements and upgrades are often complex, costly and time consuming. In addition, such improvements can be challenging to integrate with our existing technology systems, or may uncover problems with our existing technology systems. Unsuccessful implementation of hardware or software updates and improvements could result in outages, disruption in our business operations, loss of revenue or damage to our reputation.

If we are unable to develop, manage and maintain critical third-party business relationships, our business may be adversely affected.

Our growth is increasingly dependent on the strength of our business relationships and our ability to continue to develop, manage and maintain new and existing relationships with third-party partners. We rely on various third-party partners, including software and service providers, platforms, suppliers, credit reporting bureaus, vendors, manufacturers, distributors, accountants, contractors, financial institutions, core processors, licensing partners and development partners, among others, in many areas of our business in order to deliver our offerings and operate our business. Credit Karma generates revenue from its relationships with financial institution partners, which are subject to particular risks that affect their willingness to offer their products on Credit Karma's platform, such as adverse economic conditions, the introduction of competing products on their platforms, and an increasing complexity in the regulatory environment. We also rely on third parties to support the operation of our business by maintaining our physical facilities, equipment, power systems and infrastructure. In certain instances, these third-party relationships are sole source or limited source relationships and can be difficult to replace or substitute depending on the level of integration of the third party's products or services into, or with, our offerings and/or the general availability of such third party's products and services. In addition, there may be few or no alternative third-party providers or vendors in the market. Further, there can be no assurance that we will be able to adequately retain third-party contractors engaged to help us operate our business.

Additionally, the business operations of our third-party partners and the third-party partners who support them have been and could continue to be disrupted by the effects of uncertain macroeconomic environment and global events, including pandemics and endemics. If our third-party partners are unable to help us operate our business or prevent us from delivering critical services to our customers or accepting and fulfilling customer orders, our business and financial results may be negatively impacted. The failure of third parties to provide acceptable and high quality products, services and technologies or to update their products, services and technologies may result in a disruption to our business operations and our customers, which may reduce our revenues and profits, cause us to lose customers and damage our reputation. Alternative arrangements and services may not be available to us on commercially reasonable terms or at all, or we may experience business interruptions upon a transition to an alternative partner.

Although we have strict standards for our suppliers and business partners to comply with the law and company policies regarding workplace and employment practices, data use and security, environmental compliance, intellectual property licensing and other applicable regulatory and compliance requirements, we cannot control their day-to-day practices. Any violation of laws or implementation of practices regarded as unethical could result in supply chain disruptions, canceled orders, terminations of or damage to key relationships, and damage to our reputation.

In particular, we have relationships with banks, credit unions and other financial institutions that support certain critical services we offer to our customers. If macroeconomic conditions or other factors cause any of these institutions to fail, consolidate, stop providing certain services or institute cost-cutting efforts, or give rise to speculation relating to such events, our business and financial results may suffer and we may be unable to offer those services to our customers. For example, if one of the counterparty financial institutions with whom we have significant deposits were to become insolvent, placed into receivership, or file for bankruptcy, our ability to recover our assets from such counterparty may be limited, which could negatively impact our results of operations and financial condition.

We increasingly utilize the distribution platforms of third parties like Apple's App Store and Google's Play Store for the distribution of certain of our product offerings. Although we benefit from the strong brand recognition and large user base of these distribution platforms to attract new customers, the platform owners have wide discretion to change the pricing structure, terms of service and other policies with respect to us and other developers. Any adverse changes by these third parties could adversely affect our financial results.

Competition for our key employees is intense and we may not be able to attract, retain and develop the highly skilled employees we need to support our strategic objectives.

Much of our future success depends on the continued service and availability of skilled employees, including members of our executive team, and those in technical and other key positions. Experienced individuals with skill sets in software as a service, financial technology, mobile technologies, data science, artificial intelligence and data security are in high demand and we have faced and will continue to face intense competition globally to attract and retain a diverse workforce with these and other skills that are critical to our success. This is especially the case in California and India where a significant number of our employees are located. The compensation and incentives we have available to attract, retain and motivate employees may not meet the expectations of current and prospective employees as the competition for talent intensifies. For example, our equity awards may become less effective if our stock price decreases or increases at a slower rate than our talent competitors'. In addition, if we were to issue significant additional equity to attract or retain employees, the ownership of our existing stockholders would be diluted and our related expenses would increase. Other factors may make it more challenging for us to continue to successfully attract, retain and develop key employees. For example, current and prospective employees may seek new or different opportunities based on mobility, location flexibility or any challenges we face in the success of our hybrid work model or achieving our publicly stated workforce diversity goals.

Uncertainty in the development, deployment, and use of artificial intelligence in our platform and products and by our customers may result in harm to our business and reputation.

We continue to build systems and tools that incorporate AI-based technologies, including generative AI for customers, experts, and our workforce. We also use third parties to support this work. As with many innovations, AI presents risks and challenges that could adversely impact our business. The development, adoption, and use for generative AI technologies are still in their early stages and ineffective or inadequate AI development or deployment practices by Intuit or third-party developers or vendors could result in unintended consequences. For example, AI algorithms that we use may be flawed or may be based on datasets that are biased or insufficient. In addition, any latency, disruption, or failure in our AI systems or infrastructure could result in delays or errors in our offerings. Developing, testing, and deploying resource-intensive AI systems may require additional investment and increase our costs. There also may be real or perceived social harm, unfairness, or other outcomes that undermine public confidence in the use and deployment of AI. In addition, third parties may deploy AI technologies in a manner that reduces customer demand for our products and services. Any of the foregoing may result in decreased demand for our products or harm to our business, results of operations or reputation.

The legal and regulatory landscape surrounding AI technologies is rapidly evolving and uncertain including in the areas of intellectual property, cybersecurity, and privacy and data protection. For example, there is uncertainty around the validity and enforceability of intellectual property rights related to our use, development, and deployment of AI. Compliance with new or changing laws, regulations or industry standards relating to AI may impose significant operational costs and may limit our ability to develop, deploy or use AI technologies. Failure to appropriately respond to this evolving landscape may result in legal liability, regulatory action, or brand and reputational harm.

If we experience significant product accuracy or quality problems or delays in product launches, it may harm our revenue, earnings and reputation.

Our customers rely on the accuracy of our offerings. All of our tax products and many of our non-tax products have rigid development timetables that increase the risk of errors in our products and the risk of launch delays. Our tax preparation software product development cycle is particularly challenging due to the need to incorporate unpredictable and potentially late tax law and tax form changes each year and because our customers expect high levels of accuracy and a timely launch of these products to prepare and file their taxes by the tax filing deadline. Due to the complexity of our products and the condensed development cycles under which we operate, our products may contain errors that could unexpectedly interfere with the operation of the software or result in incorrect calculations. The complexity of the tax laws on which our products are based may also make it difficult for us to consistently deliver offerings that contain the features, functionality and level of accuracy that our customers expect. When we encounter problems, we may be required to modify our code, work with state tax administrators to communicate with affected customers, assist customers with amendments, distribute patches to customers who have already purchased the product and recall or repackage existing product inventory in our distribution channels. If we encounter development challenges or discover errors in our products either late in our development cycle or after release, it may cause us to delay our product launch date or suspend product availability until such issues can be fixed. Any major defects, launch delays or product suspensions may lead to loss of customers and revenue, negative publicity, customer and employee dissatisfaction, reduced retailer shelf space and promotions, and increased operating expenses, such as inventory replacement costs, legal fees or other payments, including those resulting from our accuracy guarantee in our tax preparation products. For example, an error in our tax products could cause a compliance error for taxpayers, including the over or underpayment of their federal or state tax liability. While our accuracy guarantee commits us to reimburse penalties and interest paid by customers due solely to calculation errors in our tax preparation products, such errors may result in additional burdens on third parties that we may need to address or that may cause us to suspend the availability of our products until such errors are addressed. This could also affect our reputation, the willingness of customers to use our products, and our financial results. Further, as we develop our platform to connect people to experts, such as connecting TurboTax customers with tax experts through our TurboTax Live offering, or connecting QuickBooks customers with bookkeepers through our QuickBooks Live offering, we face the risk that these experts may provide advice that is erroneous, ineffective or otherwise unsuitable. Any such deficiency in the advice given by these experts may cause harm to our customers,

a loss of customer confidence in our offerings or harm to our reputation or financial results. Moreover, as we continue to incorporate emerging technologies, like AI and blockchain, into our offerings, they may not function as designed or have unintended consequences, any of which could subject us to new or enhanced competitive harm, legal liability, regulatory scrutiny or reputational harm.

Our international operations are subject to increased risks which may harm our business, operating results, and financial condition.

In addition to uncertainty about our ability to generate revenues from our foreign operations and expand into international markets, there are risks inherent in doing business internationally, including:

- different or more restrictive privacy, data protection, data localization, and other laws that could require us to make changes to our products, services and operations, such as mandating that certain types of data collected in a particular country be stored and/or processed within that country;
- difficulties in developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- stringent local labor laws and regulations;
- credit risk and higher levels of payment fraud;
- profit repatriation restrictions, and foreign currency exchange restrictions;
- geopolitical events, including natural disasters or severe weather events (including those caused or exacerbated by climate change), acts of war and terrorism (including the Israel-Hamas conflict) and any related military, political or economic responses, and public health emergencies, including divergent governmental responses thereto affecting the jurisdictions in which we operate or maintain a workforce or facilities;
- compliance with sanctions and import or export regulations, including those arising from the Russia-Ukraine war;
- compliance with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and laws and regulations of other jurisdictions prohibiting corrupt payments to government officials and other third parties;
- antitrust and competition regulations;
- potentially adverse tax developments;
- economic uncertainties relating to European sovereign and other debt;
- trade barriers and changes in trade regulations;
- political or social unrest, economic instability, repression, or human rights issues; and
- risks related to other government regulation or required compliance with local laws.

Violations of the rapidly evolving and complex foreign and U.S. laws and regulations that apply to our international operations may result in fines, criminal actions or sanctions against us, our officers or our broader workforce, prohibitions on the conduct of our business and damage to our reputation. Although we have implemented policies and procedures designed to promote compliance with these laws, we cannot be sure that our workforce, contractors and agents are in compliance with our policies. These risks inherent in our international operations and expansion increase our costs of doing business internationally and may result in harm to our business, operating results, and financial condition.

Climate change may have an impact on our business.

While we seek to mitigate our business risks associated with climate change by establishing robust environmental programs and partnering with organizations that are also focused on mitigating their own climate-related risks, we recognize that there are inherent climate-related risks wherever business is conducted. Any of our primary workplace locations may be vulnerable to the adverse effects of climate change. For example, our offices globally have historically experienced, and are projected to continue to experience, climate-related events at an increasing frequency, including drought, water scarcity, heat waves, cold waves, wildfires and resultant air quality impacts and power shutoffs associated with wildfire prevention. Furthermore, it is more difficult to mitigate the impact of these events on our employees to the extent they work from home. Changing market dynamics, global policy developments and the increasing frequency and impact of extreme weather events on critical infrastructure in the U.S. and elsewhere have the potential to disrupt our business, the business of our third-party suppliers and the business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations. We also expect to face increasing regulatory requirements and regulatory scrutiny related to climate matters, resulting in higher associated compliance costs. Additionally, failure to uphold, meet or make timely forward progress against our public commitments and goals related to climate action could adversely affect our reputation with suppliers and customers, financial performance or ability to recruit and retain talent.

LEGAL AND COMPLIANCE RISKS

Increasing and changing government regulation of our businesses may harm our operating results.

We are subject to federal, state, local and international laws and regulations that affect our and our customers' activities, including, without limitation, labor, advertising and marketing, tax, financial services, data privacy and security, electronic funds transfer, money transmission, lending, digital content, consumer protection, real estate, billing, e-commerce, promotions, quality of services, intellectual property ownership and infringement, import and export requirements, anti-bribery and anti-corruption, insurance, foreign exchange controls and cash repatriation restrictions, anti-competition, environmental, health and safety, and other regulated activities. There have been significant new regulations and heightened focus by the government on many of these areas. As we expand our products and services and evolve our business models, both domestically and internationally, we may become subject to additional government regulation or increased regulatory scrutiny. For example, the regulation of emerging technologies that we may incorporate into our offerings, such as artificial intelligence and blockchain, is still an evolving area, and it is possible that we could become subject to new regulations that negatively impact our operations and results. Further, regulators (both in the U.S. and in other jurisdictions in which we operate) may adopt new laws or regulations, change existing regulations, or their interpretation of existing laws or regulations may differ from ours. We have in the past and may in the future be subject to regulations in response to global pandemics and endemics that may impact our business, our workforce, and workplaces. Such restrictions have disrupted and may continue to disrupt our business operations and limit our ability to perform critical functions.

The tax preparation industry continues to receive heightened attention from federal and state governments. New legislation, regulation, public policy considerations, changes in the cybersecurity environment, litigation by the government or private entities, changes to or new interpretations of existing laws may result in greater oversight of the tax preparation industry, restrict the types of products and services that we can offer or the prices we can charge, or otherwise cause us to change the way we operate our tax businesses or offer our tax products and services. We may not be able to respond quickly to such regulatory, legislative and other developments, and these changes may in turn increase our cost of doing business and limit our revenue opportunities. In addition, if our practices are not consistent with new interpretations of existing laws, we may become subject to lawsuits, penalties, and other liabilities that did not previously apply. We are also required to comply with a variety of state revenue agency standards in order to successfully operate our tax preparation and electronic filing services.

Changes in state-imposed requirements by one or more of the states, including the required use of specific technologies or technology standards, may significantly increase the costs of providing those services to our customers and may prevent us from delivering a quality product to our customers in a timely manner.

Complex and evolving privacy and data protection regulations or changing customer expectations could result in claims, changes to our business practices, penalties or increased cost of operations or otherwise harm our business.

Regulations related to the provision of online services are continually evolving as federal, state and foreign governments adopt new or modify existing laws and regulations addressing data privacy, cybersecurity, the collection, processing, storage, transfer and use of data, and the use of AI. Many jurisdictions in which we operate globally have enacted, or are in the process of enacting, data privacy legislation or regulations aimed at creating and enhancing individual privacy rights. For example, the General Data Protection Regulation (GDPR) regulates the collection, use, and retention of personal information by our offerings in the EU. In addition, a growing number of U.S. states have enacted or introduced data privacy laws and regulations. Several countries have established specific legal requirements for cross-border data transfers and governmental authorities and privacy advocates around the world continue to propose new regulatory actions concerning data protection. For example, some jurisdictions are considering regulatory frameworks for AI, and generative AI, that implicate data protection laws.

These laws and regulations may be inconsistent across jurisdictions and are subject to evolving and differing (sometimes conflicting) interpretations. In our efforts to meet the various data privacy regulations that apply to us, we have made and continue to make certain operational changes to our products, business practices, and use of certain third party tools and vendors. Additionally, customer sensitivity to privacy continues to increase and our privacy statements and practices may create additional customer expectations about the collection, use, and sharing of personal information.

In addition, the evolution of global privacy treaties and frameworks has created compliance uncertainty and increased complexity. For example, the judicial invalidation of the EU-U.S. and Swiss-U.S. Privacy Shield frameworks that we relied on to transfer data has created additional compliance challenges for the transfer of EU personal data to the U.S. While a new EU-U.S. Privacy Shield framework has been proposed, its ultimate adoption and precise requirements are uncertain. While we rely on alternative approved methods for the transfer of this data, ongoing legal challenges to these and other transfer mechanisms could cause us to incur costs or change our business practices in a manner adverse to our business.

Each of these privacy, security and data protection requirements could impose significant limitations on us, require changes to our business, require notification to customers or workers of a security incident, restrict our use or storage of personal information, limit our use of third-party tools and vendors, or cause changes in customer purchasing behavior that may make our business more costly, less efficient or impossible to conduct, and may require us to modify our current or future products or services, which may make customers less likely to purchase our products and may harm our future financial results. Additionally, any actual or alleged noncompliance with these laws and regulations, or failure to meet customer expectations could result in negative publicity or harm to our reputation and subject us to investigations, claims or other remedies, including demands that we modify or cease existing business practices, and expose us to significant fines, penalties and other damages.

We have incurred, and may continue to incur, significant expenses to comply with existing privacy and security standards and protocols imposed by law, regulation, industry standards or contractual obligations.

We are frequently a party to litigation and regulatory inquiries which could result in an unfavorable outcome and have an adverse effect on our business, financial condition, results of operation and cash flows.

We are subject to various legal proceedings (including class action lawsuits), claims and regulatory inquiries that have arisen out of the ordinary conduct of our business and are not yet resolved and additional proceedings, claims and inquiries may arise in the future. The number and significance of these proceedings, claims and inquiries may increase as our businesses evolve. Any proceedings, claims or inquiries initiated by or against us, whether successful or not, may be time consuming; result in costly litigation, damage awards, consent decrees, injunctive relief or increased costs of business; require us to change our business practices or products; require significant amounts of management time; result in diversion of significant operations resources; or otherwise harm our business and future financial results. For further information about specific litigation, see Part II, Item 1, "Legal Proceedings."

Third parties claiming that we infringe their proprietary rights may cause us to incur significant legal expenses and prevent us from selling our products.

We may become increasingly subject to infringement claims, including patent, copyright, trade secret, and trademark infringement claims. Litigation may be necessary to determine the validity and scope of the intellectual property rights of others. We have received a number of allegations of intellectual property infringement claims in the past and expect to receive more claims in the future based on allegations that our offerings infringe upon the intellectual property held by third parties. Some of these claims are the subject of pending litigation against us and against some of our customers. These claims may involve patent holding companies or other adverse intellectual property owners who have no relevant product revenues of their own, and against whom our own intellectual property may provide little or no deterrence. The ultimate outcome of any allegation is uncertain and, regardless of outcome, any such claim, with or without merit, may be time consuming to defend, result in costly litigation, divert management's time and attention from our business, require us to stop selling, delay shipping or redesign of our products, or require us to pay monetary damages for royalty or licensing fees, or to satisfy indemnification obligations that we have with some of our customers. Our failure to obtain necessary license or other rights, or litigation arising out of intellectual property claims may harm our business.

We are subject to risks associated with information disseminated through our services.

The laws relating to the liability of online services companies for information such as online content disseminated through their services are subject to frequent challenges, and there has been an increasing demand for repealing or limiting the protections afforded by these laws through either judicial decision or legislation. In spite of settled law in the U.S., claims are made against online services companies by parties who disagree with the content. Where our online content is accessed on the internet outside of the U.S., challenges may be brought under foreign laws which do not provide the same protections for online services companies as in the U.S. These challenges in either U.S. or foreign jurisdictions may require altering or limiting some of our services or may require additional contractual terms to avoid liabilities for our customers' misconduct and may further give rise to legal claims alleging defamation, libel, invasion of privacy, negligence, copyright or trademark infringement, or other theories based on the nature and content of the materials disseminated through the services. Certain of our services include content generated by users of our online services. Although this content is not generated by us, claims of defamation or other injury may be made against us for that content. Any costs incurred as a result of this potential liability may harm our business.

FINANCIAL RISKS

The results of operations of our tax business may fluctuate from period to period due to the seasonality of the business and other factors beyond our control.

Our tax offerings have significant seasonal patterns. Revenue from income tax preparation products and services has historically been heavily concentrated from November through April, as the tax filing deadline for the IRS and many states is traditionally in April. This seasonality has caused significant fluctuations in our quarterly financial results. In addition, unanticipated changes to federal and state tax filing deadlines may further exacerbate the impact of the seasonality.

Our financial results may also fluctuate from quarter to quarter and year to year due to a variety of other factors, including factors that may affect the timing of revenue recognition. These include the timing of the availability of federal and state tax forms from taxing agencies and the ability of those agencies to receive electronic tax return submissions; changes to our offerings that result in the inclusion or exclusion of ongoing services; changes in product pricing strategies or product sales mix; changes in customer behavior; and the timing of our discontinuation of support for older product offerings. Other factors, including unanticipated changes to the tax code or the administration of government programs and payments by tax authorities, may cause variations from year to year in the number of tax filers. Any of the foregoing could negatively impact the number of tax returns we prepare and file and the operating results of our tax business. Other factors that may affect our quarterly or annual financial results include the timing of acquisitions, divestitures, and goodwill and acquired intangible asset impairment charges. Any fluctuations in our operating results may adversely affect our stock price.

If actual customer refunds for our offerings exceed the amount we have reserved, our future financial results may be harmed.

Like many software companies, we refund customers for product returns and subscription and service cancellations. We establish reserves against revenue in our financial statements based on estimated customer refunds. We closely monitor this refund activity in an effort to maintain adequate reserves. In the past, customer refunds have not differed significantly from these reserves. However, if we experience actual customer refunds or an increase in risks of collecting customer payments that significantly exceed the amount we have reserved, it may result in lower net revenue.

Unanticipated changes in our income tax rates or other indirect tax may affect our future financial results.

Our future effective income tax rates may be favorably or unfavorably affected by unanticipated changes in the valuation of our deferred tax assets and liabilities, by changes in our stock price, or by changes in tax laws or their interpretation. In August 2022, the Inflation Reduction Act of 2022 was signed into law. This law, among other things, provides for a corporate alternative minimum tax on adjusted financial statement income (effective for us beginning in fiscal 2024), and an excise tax on corporate stock repurchases (effective for our share repurchases after January 1, 2023), and we are continuing to evaluate the impact it may have on our financial position and results of operations. There are several proposed changes to U.S. and non-U.S. tax legislation and the ultimate enactment of any of them could have a negative impact on our effective tax rate. Foreign governments may enact tax laws, including in response to guidelines issued by international organizations such as the Organization for Economic Cooperation and Development, that could result in further changes to global taxation and materially affect our financial position and results of operations. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. These continuous examinations may result in unforeseen tax-related liabilities, which may harm our future financial results.

An increasing number of states and foreign jurisdictions have adopted laws or administrative practices, that impose new taxes on all or a portion of gross revenue or other similar amounts or impose additional obligations to collect transaction taxes such as sales, consumption, value added, or similar taxes. We may not have sufficient lead time to build systems and processes to collect these taxes properly, or at all. Failure to comply with such laws or administrative practices, or a successful assertion by such states or foreign jurisdictions requiring us to collect taxes where we do not, could result in material tax liabilities, including for past sales, as well as penalties and interest.

Adverse global economic conditions could harm our business and financial condition.

Adverse macroeconomic conditions, and perceptions or expectations about current or future conditions, such as volatility or distress in the financial markets, recession or inflationary pressures, slowing growth, rising interest rates, rising unemployment, rising consumer debt levels, reduced consumer confidence or economic activity, government fiscal and tax policies, U.S. and international trade relationships, government shutdowns and austerity programs could negatively affect our business and financial condition. These macroeconomic conditions or global events, such as political instability and war, have caused, and could, in the future, cause disruptions and volatility in global financial markets, increased rates of default and bankruptcy, decreases in consumer and small business spending and other unforeseen consequences. It is difficult to predict the impact of such events on our partners, customers, members, or economic markets more broadly, which have been and will continue to be highly dependent upon the actions of governments and businesses in response to macroeconomic events, and the effectiveness of those actions. For example, in response to increasing inflation, the U.S. Federal Reserve has repeatedly raised interest rates since 2022 and there may be additional rate increases in the future. Additionally, adverse developments that affect financial institutions, such as bank failures, or concerns or speculation about similar events or risks, could lead to liquidity challenges and further instability in the financial markets, which may in turn cause third parties, including customers, to become unable to meet their obligations under various types of financial arrangements. Moreover, because the majority of our revenue is derived from sales within the U.S., economic conditions in the U.S. have an even greater impact on us than companies with a more diverse international presence. Macroeconomic conditions, and perceptions or expectations about current or future conditions, could cause potential new customers not to purchase or to delay purchasing our products and services, and could cause our existing customers to discontinue purchasing or delay upgrades of our existing products and services. In addition, financial institution partners have decreased or suspended their activity on Credit Karma's platform and may continue to do so, and increased interest rates may make offers from Credit Karma's financial institution partners less attractive to Credit Karma's members. Members may decrease their engagement on the platform or their creditworthiness could be negatively impacted, reducing members' ability to qualify for credit cards and loans. Decreased consumer spending levels could also reduce payment processing volumes causing reductions in our payments revenue. High unemployment and changes in the tax code and the government programs that are administered by tax authorities have caused, and could in the future cause, a significant decrease in the number of tax returns filed, which may have a significant effect on the number of tax returns we prepare and file. In addition, weakness in the end-user consumer and small business markets could negatively affect the cash flow of our distributors and resellers who could, in turn, delay paying their obligations to us, which could increase our credit risk exposure and cause delays in our recognition of revenue or future sales to these customers. Adverse economic conditions may also increase the costs of operating our business, including vendor, supplier and workforce expenses. Additionally, any inability to access the capital markets when needed due to volatility or illiquidity in the markets or increased regulatory liquidity and capital requirements may strain our liquidity positions. Such conditions may also expose us to fluctuations in foreign currency exchange rates or interest rates that could materially and adversely affect our financial results. Any of the foregoing could harm our business and negatively impact our future financial results.

We provide capital to small businesses, which exposes us to certain risk, and may cause us material financial or reputational harm.

We provide capital to qualified small businesses, which exposes us to the risk of our borrowers' inability to repay such loans. We have also entered into credit arrangements with financial institutions to obtain the capital we provide under this offering. Any termination or interruption in the financial institutions' ability to lend to us could interrupt our ability to provide capital to qualified small businesses. Further, our credit decisioning, pricing, loss forecasting, scoring and other models used to evaluate loan applications may contain errors or may not adequately assess creditworthiness of our borrowers, or may be otherwise ineffective, resulting in incorrect approvals or denials of loans. It is also possible that loan applicants could provide false or incorrect information. Moreover, adverse macroeconomic conditions may have a significant impact on small businesses and may increase the likelihood that our borrowers are unable to repay their loans. If any of the foregoing events were to occur, our reputation, relationships with borrowers, collections of loans receivable and financial results could be harmed.

Amortization of acquired intangible assets and impairment charges may cause significant fluctuation in our net income.

Our acquisitions have resulted in significant expenses, including amortization and impairment of acquired technology and other acquired intangible assets, and impairment of goodwill. Total costs and expenses in these categories were \$646 million in fiscal 2023; \$556 million in fiscal 2022; and \$196 million in fiscal 2021. Although under current accounting rules goodwill is not amortized, we may incur impairment charges related to the goodwill already recorded and to goodwill arising out of future acquisitions. We test the impairment of goodwill annually in our fourth fiscal quarter or more frequently if indicators of impairment arise. The timing of the formal annual test may result in charges to our statement of operations in our fourth fiscal quarter that may not have been reasonably foreseen in prior periods. At April 30, 2024, we had \$13.8 billion in goodwill and \$6.0 billion in net acquired intangible assets on our condensed consolidated balance sheet, both of which may be subject to impairment charges in the future. New acquisitions, and any impairment of the value of acquired intangible assets, may have a significant negative impact on our future financial results.

We have incurred indebtedness and may incur other debt in the future, which may adversely affect our financial condition and future financial results.

As of April 30, 2024, we had an aggregate of \$6.0 billion of indebtedness outstanding under our senior unsecured notes, senior unsecured credit facility, and secured credit facilities. Under the agreements governing our indebtedness, we are permitted to incur additional debt. This debt, and any debt that we may incur in the future, may adversely affect our financial condition and future financial results by, among other things:

- increasing our vulnerability to downturns in our business, to competitive pressures and to adverse economic and industry conditions;
- requiring the dedication of a portion of our expected cash from operations to service our indebtedness, thereby reducing the amount of expected cash flow available for other purposes, including capital expenditures, share repurchases and acquisitions; and
- limiting our flexibility in planning for, or reacting to, changes in our businesses and our industries.

If we are unable to generate sufficient cash flow from operations in the future to service our debt, we may be required, among other things, to seek additional financing in the debt or equity markets, refinance or restructure all or a portion of our indebtedness, sell selected assets or reduce or delay planned capital, operating or investment expenditures. Such measures may not be sufficient to enable us to service our debt.

Additionally, the agreements governing our indebtedness impose restrictions on us and require us to comply with certain covenants. For example, our credit facilities restrict the ability of our subsidiaries to incur indebtedness and require us to maintain compliance with specified financial ratios. Our ability to comply with these ratios may be affected by events beyond our control. In addition, our credit facilities and the indenture governing our senior unsecured notes limit our ability to create liens on our and subsidiaries' assets and engage in sale and leaseback transactions. If we breach any of these covenants and do not obtain a waiver from the lenders or the noteholders, as applicable, then, subject to applicable cure periods, any or all of our outstanding indebtedness may be declared immediately due and payable.

Under the terms of our 2020 Notes, we may be required to repurchase the notes for cash prior to their maturity in connection with the occurrence of certain changes of control that are accompanied by certain downgrades in the credit ratings of the notes. The repayment obligations under the notes may have the effect of discouraging, delaying or preventing a takeover of our company. If we were required to pay the notes prior to their scheduled maturity, it could have a negative impact on our cash position and liquidity and impair our ability to invest financial resources in other strategic initiatives.

In addition, changes by any rating agency to our credit rating may negatively impact the value and liquidity of both our debt and equity securities. If our credit ratings are downgraded or other negative action is taken, the interest rate payable by us under our unsecured revolving credit facility may increase. In addition, adverse economic conditions or any downgrades in our credit ratings may affect our ability to obtain additional financing in the future and may negatively impact the terms of any such financing. There can be no assurance that any refinancing or additional financing would be available on terms that are favorable or acceptable to us, if at all.

We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value.

We have a stock repurchase program under which we are authorized to repurchase our common stock. The repurchase program does not have an expiration date and we are not obligated to repurchase a specified number or dollar value of shares. Our repurchase program may be suspended or terminated at any time. Even if our stock repurchase program is fully implemented, it may not enhance long-term stockholder value. Also, the amount, timing, and execution of our stock repurchase programs may fluctuate based on our priorities for the use of cash for other purposes and because of changes in cash flows, tax laws, and the market price of our common stock.

Our stock price may be volatile and your investment could lose value.

Our stock price is subject to changes in recommendations or earnings estimates by financial analysts, changes in investors' or analysts' valuation measures for our stock, our credit ratings and market trends unrelated to our performance. Furthermore, speculation in the press or investment community about our strategic position, financial condition, results of operations, business, security of our products, or legal proceedings can cause changes in our stock price. These factors, as well as general economic and political conditions, including the effects of a general slowdown in the global economy, inflationary pressures, pandemics and endemics, significant armed conflicts, acts of war and terrorism, and the timing of announcements in the public market regarding new products, product enhancements or technological advances by our competitors or us, and any announcements by us of acquisitions, major transactions, or management changes may adversely affect our stock price. Moreover, inflationary pressures, pandemics and endemics, and significant armed conflicts, acts of war and terrorism have caused, and in the future may cause, increased volatility in the global financial markets and, in turn, our stock price. Further, any changes in the amounts or frequency of share repurchases or dividends may also adversely affect our stock price. A significant drop in our stock price could expose us to the risk of securities class action lawsuits, which may result in substantial costs and divert management's attention and resources, which may adversely affect our business.

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

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Stock repurchase activity during the three months ended April 30, 2024 was as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans
February 1, 2024 through February 29, 2024	211,020	\$ 652.12	211,020	\$ 2,571,778,024
March 1, 2024 through March 31, 2024	317,485	\$ 647.27	317,485	\$ 2,366,279,719
April 1, 2024 through April 30, 2024	381,746	\$ 626.38	381,746	\$ 2,127,163,549
Total	910,251	\$ 639.63	910,251	

Note: On August 19, 2022, our Board of Directors approved an increased authorization under our existing stock repurchase program to purchase up to an additional \$2 billion of our common stock. On August 22, 2023, our Board of Directors approved an increase in the authorization under the existing stock repurchase program under which we are authorized to repurchase up to an additional \$2.3 billion of our common stock. All of the shares repurchased during the three months ended April 30, 2024 were purchased under these plans. At April 30, 2024, we had authorization from our Board of Directors for up to \$2.1 billion in stock repurchases.

ITEM 5 - OTHER INFORMATION

During the three months ended April 30, 2024, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) informed us of the adoption or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as defined in Item 408 of Regulation S-K).

ITEM 6 - EXHIBITS

See the Exhibit Index immediately following the signature page of this Quarterly Report on Form 10-Q.

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.

INTUIT INC.
(Registrant)

Date: May 23, 2024

By: /s/ SANDEEP S. AUJLA

Sandeep S. Aujla

Executive Vice President and Chief Financial Officer
(Authorized Officer and Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference
31.01	Certification of Chief Executive Officer	X	
31.02	Certification of Chief Financial Officer	X	
32.01*	Section 1350 Certification (Chief Executive Officer)	X	
32.02*	Section 1350 Certification (Chief Financial Officer)	X	
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document	X	
101.SCH	XBRL Taxonomy Extension Schema	X	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	X	
101.LAB	XBRL Taxonomy Extension Label Linkbase	X	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	X	
101.DEF	XBRL Taxonomy Extension Definition Linkbase	X	
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	X	

+ Indicates a management contract or compensatory plan or arrangement.

* This exhibit is intended to be furnished and shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended.

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)**

I, Sasan K. Goodarzi, certify that:

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

Date: May 23, 2024

By: /s/ SASAN K. GOODARZI

Sasan K. Goodarzi

President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)**

I, Sandeep S. Aujla, certify that:

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

Date: May 23, 2024

By: /s/ SANDEEP S. AUJLA

Sandeep S. Aujla

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Intuit Inc. (the "Company") on Form 10-Q for the quarter ended April 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Sasan K. Goodarzi, President and Chief Executive Officer of the Company, certifies pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ SASAN K. GOODARZI
Sasan K. Goodarzi
President and Chief Executive Officer

Date: May 23, 2024

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Intuit Inc. (the "Company") on Form 10-Q for the quarter ended April 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Sandeep S. Aujla, Executive Vice President and Chief Financial Officer of the Company, certifies pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ SANDEEP S. AUJLA

Sandeep S. Aujla
Executive Vice President and Chief Financial Officer

Date: May 23, 2024

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.