

**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 March 31, 2023

OR

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

For the transition period from _____ to _____

Commission File Number 001-33458

TERADATA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-3236470
(I.R.S. Employer
Identification No.)

17095 Via Del Campo
San Diego, California 92127
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (866) 548-8348

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

Title of each class:	Trading Symbol	Name of Each Exchange on which Registered:
Common Stock, \$0.01 par value	TDC	New York Stock Exchange

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

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

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

Large accelerated filer	☒	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 ☒

At April 28, 2023, the registrant had approximately 101.1 million shares of common stock outstanding.

TABLE OF CONTENTS

PART I—FINANCIAL INFORMATION

	<u>Description</u>	<u>Page</u>
Item 1.	Financial Statements	
	<u>Condensed Consolidated Statements of Income (Unaudited) Three Months Ended March 31, 2023 and 2022</u>	<u>4</u>
	<u>Condensed Consolidated Statements of Comprehensive Income (Unaudited) Three Months Ended March 31, 2023 and 2022</u>	<u>5</u>
	<u>Condensed Consolidated Balance Sheets (Unaudited) March 31, 2023 and December 31, 2022</u>	<u>6</u>
	<u>Condensed Consolidated Statements of Cash Flows (Unaudited) Three Months Ended March 31, 2023 and 2022</u>	<u>7</u>
	<u>Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited) Three Months Ended March 31, 2023 and 2022</u>	<u>8</u>
	<u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u>	<u>9</u>
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>18</u>
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>28</u>
Item 4.	<u>Controls and Procedures</u>	<u>29</u>

PART II—OTHER INFORMATION

	<u>Description</u>	<u>Page</u>
Item 1.	<u>Legal Proceedings</u>	<u>29</u>
Item 1A.	<u>Risk Factors</u>	<u>29</u>
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>29</u>
Item 3.	<u>Defaults Upon Senior Securities</u>	<u>30</u>
Item 4.	<u>Mine Safety Disclosures</u>	<u>30</u>
Item 5.	<u>Other Information</u>	<u>30</u>
Item 6.	<u>Exhibits</u>	<u>31</u>
	<u>Signatures</u>	<u>32</u>

Part 1—FINANCIAL INFORMATION

Item 1. Financial Statements.

Teradata Corporation Condensed Consolidated Statements of Income (Unaudited)

In millions, except per share amounts	Three Months Ended March 31,	
	2023	2022
Revenue		
Subscription software licenses	\$ 104	\$ 93
Services and other	285	293
Total recurring	389	386
Perpetual software licenses, hardware and other	13	26
Consulting services	74	84
Total revenue	476	496
Cost of revenue		
Subscription software licenses	6	7
Services and other	92	98
Total recurring	98	105
Perpetual software licenses, hardware and other	11	18
Consulting services	65	72
Total cost of revenue	174	195
Gross profit	302	301
Operating expenses		
Selling, general and administrative expenses	153	157
Research and development expenses	70	76
Total operating expenses	223	233
Income from operations	79	68
Other expense, net		
Interest expense	(7)	(6)
Interest income	7	2
Other expense	(21)	(9)
Total other expense, net	(21)	(13)
Income before income taxes	58	55
Income tax expense	18	19
Net income	\$ 40	\$ 36
Net income per common share		
Basic	\$ 0.39	\$ 0.34
Diluted	\$ 0.39	\$ 0.33
Weighted average common shares outstanding		
Basic	101.4	105.0
Diluted	103.8	108.6

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Teradata Corporation
Condensed Consolidated Statements of Comprehensive Income (Unaudited)

In millions	Three Months Ended March 31,	
	2023	2022
Net income	\$ 40	\$ 36
Other comprehensive income (loss):		
Foreign currency translation adjustments	3	(1)
Unrealized loss on cross-currency net investment hedge, before tax	(1)	—
Unrealized loss on cross-currency net investment hedge, tax portion	—	—
Total currency translation adjustments	2	(1)
Derivatives:		
Unrealized (loss) gain on derivatives, before tax	(6)	8
Unrealized (loss) gain on derivatives, tax portion	1	(2)
Unrealized (loss) gain on derivatives, net of tax	(5)	6
Defined benefit plans:		
Defined benefit plan adjustment, before tax	2	3
Defined benefit plan adjustment, tax portion	—	(1)
Defined benefit plan adjustment, net of tax	2	2
Other comprehensive income (loss)	(1)	7
Comprehensive income	<u>\$ 39</u>	<u>\$ 43</u>

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Teradata Corporation
Condensed Consolidated Balance Sheets (Unaudited)

In millions, except per share amounts	March 31, 2023	December 31, 2022
Assets		
Current assets		
Cash and cash equivalents	\$ 551	\$ 569
Accounts receivable, net	341	364
Inventories	7	8
Other current assets	107	87
Total current assets	1,006	1,028
Property and equipment, net	252	244
Right of use assets - operating lease, net	11	13
Goodwill	391	390
Capitalized contract costs, net	84	92
Deferred income taxes	204	213
Other assets	38	42
Total assets	\$ 1,986	\$ 2,022
Liabilities and stockholders' equity		
Current liabilities		
Current portion of long-term debt	\$ —	\$ —
Current portion of finance lease liability	70	67
Current portion of operating lease liability	8	8
Accounts payable	92	94
Payroll and benefits liabilities	95	137
Deferred revenue	634	589
Other current liabilities	100	112
Total current liabilities	999	1,007
Long-term debt	498	498
Finance lease liability	62	54
Operating lease liability	8	10
Pension and other postemployment plan liabilities	96	101
Long-term deferred revenue	4	8
Deferred tax liabilities	7	7
Other liabilities	82	79
Total liabilities	1,756	1,764
Commitments and contingencies (Note 8)		
Stockholders' equity		
Preferred stock: par value \$0.01 per share, 100.0 shares authorized, no shares issued and outstanding at March 31, 2023 and December 31, 2022, respectively	—	—
Common stock: par value \$0.01 per share, 500.0 shares authorized, 101.8 and 101.1 shares issued at March 31, 2023 and December 31, 2022, respectively	1	1
Paid-in capital	1,962	1,941
Accumulated deficit	(1,613)	(1,565)
Accumulated other comprehensive loss	(120)	(119)
Total stockholders' equity	230	258
Total liabilities and stockholders' equity	\$ 1,986	\$ 2,022

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Teradata Corporation
Condensed Consolidated Statements of Cash Flows (Unaudited)

In millions	Three Months Ended March 31,	
	2023	2022
Operating activities		
Net income	\$ 40	\$ 36
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	28	40
Stock-based compensation expense	28	31
Deferred income taxes	7	8
Changes in assets and liabilities:		
Receivables	23	6
Inventories	1	10
Current payables and accrued expenses	(41)	(49)
Deferred revenue	41	20
Other assets and liabilities	(18)	49
Net cash provided by operating activities	109	151
Investing activities		
Expenditures for property and equipment	(4)	(1)
Net cash used in investing activities	(4)	(1)
Financing activities		
Repurchases of common stock	(84)	(300)
Repayments of long-term borrowings	—	(13)
Payments of finance leases	(20)	(22)
Other financing activities, net	(7)	4
Net cash used in financing activities	(111)	(331)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(10)	(6)
Decrease in cash, cash equivalents and restricted cash	(16)	(187)
Cash, cash equivalents and restricted cash at beginning of period	571	595
Cash, cash equivalents and restricted cash at end of period	\$ 555	\$ 408
Supplemental cash flow disclosure:		
Assets acquired under operating lease	\$ 1	\$ 1
Assets acquired under finance lease	\$ 30	\$ 24

Reconciliation of cash, cash equivalents and restricted cash to the Condensed Consolidated Balance Sheets:

	March 31, 2023	December 31, 2022
Cash and cash equivalents	\$ 551	\$ 569
Restricted cash	4	2
Total cash, cash equivalents and restricted cash	\$ 555	\$ 571

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Teradata Corporation
Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited)

In millions	Common Stock		Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
December 31, 2022	101	\$ 1	\$ 1,941	\$ (1,565)	\$ (119)	\$ 258
Net income	—	—	—	40	—	40
Employee stock compensation, employee stock purchase programs and option exercises, net of tax	3	—	21	—	—	21
Repurchases of common stock, retired	(2)	—	—	(88)	—	(88)
Pension and postemployment benefit plans, net of tax	—	—	—	—	2	2
Unrealized loss on derivatives, net of tax	—	—	—	—	(5)	(5)
Currency translation adjustment	—	—	—	—	2	2
March 31, 2023	102	\$ 1	\$ 1,962	\$ (1,613)	\$ (120)	\$ 230

In millions	Common Stock		Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
December 31, 2021	107	\$ 1	\$ 1,808	\$ (1,211)	\$ (138)	\$ 460
Net income	—	—	—	36	—	36
Employee stock compensation, employee stock purchase programs and option exercises, net of tax	3	—	34	—	—	34
Repurchases of common stock, not yet settled	—	—	(50)	—	—	(50)
Repurchases of common stock, retired	(5)	—	—	(250)	—	(250)
Pension and postemployment benefit plans, net of tax	—	—	—	—	2	2
Unrealized gain on derivatives, net of tax	—	—	—	—	6	6
Currency translation adjustment	—	—	—	—	(1)	(1)
March 31, 2022	105	\$ 1	\$ 1,792	\$ (1,425)	\$ (131)	\$ 237

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Basis of Presentation

These statements have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission ("SEC") and, in accordance with those rules and regulations, do not include all information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In the opinion of management, the condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the results of operations, financial position and cash flows of Teradata Corporation ("Teradata" or the "Company") for the interim periods presented herein. The year-end 2022 condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by GAAP. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make use of estimates and assumptions that affect the reported amounts and disclosures. Actual results may vary from these estimates.

These condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in Teradata's most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Annual Report"). The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the full year.

2. New Accounting Pronouncements

The Company has assessed the Accounting Standards Updates and determined that they were not applicable or were not expected to have a material impact on the Company's financial statements.

3. Revenue from Contracts with Customers

Disaggregation of Revenue from Contracts with Customers

The following table presents a disaggregation of revenue:

in millions	Three Months Ended March 31,	
	2023	2022
Americas		
Recurring	\$ 256	\$ 246
Perpetual software licenses, hardware and other	5	12
Consulting services	31	32
Total Americas	292	290
EMEA		
Recurring	87	89
Perpetual software licenses, hardware and other	7	11
Consulting services	23	29
Total EMEA	117	129
APJ		
Recurring	46	51
Perpetual software licenses, hardware and other	1	3
Consulting services	20	23
Total APJ	67	77
Total Revenue	\$ 476	\$ 496

Rental revenue, which is included in recurring revenue in the above table, was as follows:

in millions	Three Months Ended March 31,	
	2023	2022
Rental revenue*	\$ 51	\$ 50

*Rental revenue includes hardware maintenance.

Contract Balances

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, contract assets, and customer advances and deposits (deferred revenue or contract liabilities) on the condensed consolidated balance sheet. Accounts receivable include amounts due from customers that are unconditional. Contract assets relate to the Company's rights to consideration for goods delivered or services completed and recognized as revenue but billing and the right to receive payment is conditional upon the completion of other performance obligations. Contract assets are included in other current assets on the balance sheet and are transferred to accounts receivable when the rights become unconditional. Deferred revenue consists of advance payments and billings in excess of revenue recognized. Deferred revenue is classified as either current or noncurrent based on the timing of when the Company expects to recognize revenue. These assets and liabilities are reported on a contract-by-contract basis at the end of each reporting period.

The following table provides information about receivables, contract assets and deferred revenue from contracts with customers:

in millions	As of	
	March 31, 2023	December 31, 2022
Accounts receivable, net	\$ 341	\$ 364
Contract assets	\$ 15	\$ 7
Current deferred revenue	\$ 634	\$ 589
Long-term deferred revenue	\$ 4	\$ 8

Revenue recognized during the three months ended March 31, 2023 from amounts included in deferred revenue at the beginning of the period was \$173 million.

Transaction Price Allocated to Unsatisfied Obligations

The following table includes estimated revenue expected to be recognized in the future related to the Company's unsatisfied (or partially satisfied) obligations at March 31, 2023:

in millions	Total at March 31, 2023	Year 1	Year 2 and Thereafter
Remaining unsatisfied obligations	\$ 2,317	\$ 1,302	\$ 1,015

The amounts above represent the price of firm orders for which work has not been performed or goods have not been delivered and exclude unexercised contract options outside the stated contractual term that do not represent material rights to the customer. Although the Company believes that the contract value in the above table is firm, approximately \$1,197 million of the amount is under contracts that are subject to customer-only general cancellation for convenience terms that the Company is contractually obligated to perform unless the customer notifies us of cancellation. The Company expects to recognize revenue of approximately \$597 million in the next year from contracts that are non-cancelable. The Company believes the inclusion of this information is important to understanding the obligations that the Company is contractually required to perform and provides useful information regarding remaining obligations related to these executed contracts.

4. Contract Costs

The Company capitalizes sales commissions and other contract costs that are incremental direct costs of obtaining customer contracts if the expected amortization period of the asset is greater than one year. These costs are recorded in capitalized contract costs, net on the Company's balance sheet. The capitalized amounts are calculated based on the annual recurring revenue and contract value for individual multi-term contracts. The judgments made in determining the amount of costs incurred include whether the commissions are in fact incremental and would not have occurred absent the customer contract. Costs to obtain a contract are amortized as selling, general and administrative expenses on a straight-line basis over the expected period of benefit, which is typically around four years. These costs are periodically reviewed for impairment. The following table identifies the activity relating to capitalized contract costs:

in millions	December 31, 2022	Capitalized	Amortization	March 31, 2023
Capitalized contract costs	\$ 92	\$ 2	\$ (10)	\$ 84

in millions	December 31, 2021	Capitalized	Amortization	March 31, 2022
Capitalized contract costs	\$ 111	\$ 13	\$ (15)	\$ 109

5. Supplemental Financial Information

In millions	As of	
	March 31, 2023	December 31, 2022
Inventories		
Finished goods	\$ 5	\$ 5
Service parts	2	3
Total inventories	<u>\$ 7</u>	<u>\$ 8</u>
Deferred revenue		
Deferred revenue, current	\$ 634	\$ 589
Long-term deferred revenue	4	8
Total deferred revenue	<u>\$ 638</u>	<u>\$ 597</u>
In millions	Three Months Ended March 31,	
	2023	2022
Other expense		
Foreign currency losses	\$ 18	\$ 6
Other	3	3
Total Other expense	<u>\$ 21</u>	<u>\$ 9</u>

6. Income Taxes

Income tax provisions for interim periods are based on estimated annual income tax rates, adjusted to reflect the effects of any significant infrequent or unusual items which are required to be discretely recognized within the current interim period. The Company expects that a majority of its foreign earnings will be repatriated back to the United States ("U.S."). As a result, the effective tax rates in the periods presented are largely based upon the forecasted pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business.

The effective tax rate is as follows:

In millions	Three Months Ended March 31,	
	2023	2022
Effective tax rate	31.0 %	34.5 %

For the three months ended March 31, 2023, the Company recorded \$2 million of net discrete tax benefits, a majority of which related to the excess tax benefit derived from stock-based compensation vesting.

For the three months ended March 31, 2022, the Company recorded \$4 million of net discrete tax benefits, a majority of which related to the excess tax benefit derived from stock-based compensation vesting. In addition, the Company's effective tax rate increased by 9% as a result of an increase in the Company's forecasted global intangible low-taxed income ("GILTI") tax liability as described below.

The Company estimates its annual effective tax rate for 2023 to be approximately 36.0%, which takes into consideration, among other things, the forecasted earnings mix by jurisdiction and the impact of discrete tax items to be recognized in 2023. Under U.S. tax law, U.S. shareholders are subject to a tax on GILTI earned by certain foreign subsidiaries. The Company has elected to provide for the tax expense related to GILTI in the year in which the tax is incurred. Effective on January 1, 2022, the U.S. tax law changed and now requires R&D expenses to be capitalized and amortized for tax purposes under Internal Revenue Code Section 174; as a result of this law change,

the Company is currently forecasting approximately \$5 million of tax expense related to GILTI in our marginal effective tax rate for 2023.

7. Derivative Instruments and Hedging Activities

As a portion of Teradata's operations is conducted outside the U.S. and in currencies other than the U.S. dollar, the Company is exposed to potential gains and losses from changes in foreign currency exchange rates. In an attempt to mitigate the impact of currency fluctuations, the Company uses foreign exchange forward contracts to hedge transactional exposures resulting predominantly from foreign currency denominated inter-company receivables and payables. The forward contracts are designated as fair value hedges of specified foreign currency denominated inter-company receivables and payables and generally mature in three months or less. The fair values of foreign exchange contracts are based on market spot and forward exchange rates and represent estimates of possible value that may not be realized in the future. Across its portfolio of contracts, Teradata has both long and short positions relative to the U.S. dollar. As a result, Teradata's net exposure is less than the total contract notional amount of the Company's foreign exchange forward contracts.

Gains and losses from foreign exchange forward contracts are fully recognized each period and reported along with the offsetting gain or loss of the related hedged item, either in cost of revenues, operating expenses or in other income (expense), depending on the nature of the related hedged item.

During June 2022, Teradata entered into a cross-currency swap designated as a net investment hedge, to hedge the Euro currency exposure of its net investment in certain foreign subsidiaries. This agreement is a contract to exchange fixed-rate payments in one currency for fixed-rate payments in another currency. Changes in the fair value of this swap are recorded in Accumulated Other Comprehensive Loss in the same manner as foreign currency translation adjustments. In assessing the effectiveness of this hedge, the Company used a method based on changes in spot rates to measure the impact of the foreign currency exchange rate fluctuations on both its foreign subsidiary net investment and the related swap.

The cross-currency swap contract has an expiration date of June 29, 2026. At maturity of the cross-currency swap contract, the Company will deliver the notional amount of €143 million and will receive \$150 million from the counterparty. The Company will receive monthly interest payments from the counterparty based on a fixed interest rate until maturity of the agreements.

In June 2022, Teradata refinanced its long-term debt and its associated interest rate swap ("Prior Interest Rate Swap"), which were due to mature in June 2023. As a result, Teradata terminated its five-year London Interbank Offered Rate ("Libor") interest rate swap that had a \$500 million initial notional amount to hedge the floating interest rate of its Libor term loan. On June 28, 2022, Teradata executed a five-year Secured Overnight Financing Rate ("SOFR") interest rate swap, to fix the interest rate on approximately 90% of the principal balance of the \$500 million term loan, with an initial notional amount of \$450 million. The Company uses interest rate swaps to manage interest rate risks on future interest payments caused by interest rate changes on its variable rate term loan. The notional amount of the hedge steps down according to the amortization schedule of the term loan. The notional amount of the hedge was \$450 million as of March 31, 2023.

The Company performed an initial effectiveness assessment on the interest rate swap and the net investment hedge foreign currency swap, and the hedges were determined to be effective. The hedges are being evaluated qualitatively on a quarterly basis for effectiveness. Changes in fair value are recorded in Accumulated Other Comprehensive Loss and periodic settlements of the swap will be recorded in interest expense along with the interest on amounts outstanding under the term loan.

The following table identifies the contract notional amount of the Company's derivative financial instruments:

In millions	As of	
	March 31, 2023	December 31, 2022
Contract notional amount of foreign exchange forward contracts	\$ 44	\$ 46
Net contract notional amount of foreign exchange forward contracts	\$ 13	\$ 7
Contract notional amount of foreign currency exchange (net investment hedge)	\$ 150	\$ 150
Contract notional amount of interest rate swap	\$ 450	\$ 450

All derivatives are recognized in the condensed consolidated balance sheets at their fair value. The notional amounts represent agreed-upon amounts on which calculations of dollars to be exchanged are based and are an indication of the extent of Teradata's involvement in such instruments. These notional amounts do not represent amounts exchanged by the parties and, therefore, are not a measure of the instruments. Refer to Note 9 for disclosures related to the fair value of all derivative assets and liabilities.

The Company does not hold or issue derivative financial instruments for trading purposes, nor does it hold or issue leveraged derivative instruments. By using derivative financial instruments to hedge exposures to changes in foreign exchange and interest rates, the Company exposes itself to credit risk. The Company manages exposure to counterparty credit risk by entering into derivative financial instruments with highly rated institutions that can be expected to fully perform under the terms of the applicable contracts.

8. Commitments and Contingencies

Legal Proceedings. In the ordinary course of business, the Company is subject to proceedings, lawsuits, governmental investigations, claims and other matters, including those that relate to the environment, health and safety, employee benefits, export compliance, intellectual property, tax matters and other regulatory compliance and general matters. It is not currently a party to any litigation, nor is it aware of any pending or threatened litigation against it that the Company believes would materially affect its business, operating results, financial condition or cash flows, other than the following.

On June 19, 2018, the Company and certain of its subsidiaries filed a lawsuit (the "TD-SAP 1" suit) in the U.S. District Court for the Northern District of California against SAP SE, SAP America, Inc., and SAP Labs, LLC (collectively, "SAP"). In the TD-SAP 1 lawsuit, the Company alleged, among other things, that SAP misappropriated certain of the Company's trade secrets within the Company's enterprise data analytics and warehousing products and used such trade secrets to help develop, improve, introduce, and sell one or more competing products. The Company further alleged that SAP employed anticompetitive practices using its substantial market position in the enterprise resource planning applications market to pressure the Company's customers and prospective customers to use one or more of SAP's competing products and reduce or eliminate customers' and prospective customers' use of the Company's offerings. The Company sought an injunction barring SAP's alleged conduct, monetary damages, and other available legal and equitable relief. In July 2019, SAP filed patent infringement counterclaims against the Company based on five of SAP's U.S. patents. On August 31, 2020, the Company filed a second lawsuit against SAP (the "TD-SAP 2" suit) in the U.S. District Court for the Northern District of California, in which the Company alleged infringement by SAP of four of the Company's U.S. patents. On February 16, 2021, SAP filed additional patent infringement counterclaims against the Company in response. On the same day, SAP also filed a lawsuit in Germany (the "TD-SAP 3" suit) for infringement of a single German patent. In November 2021, the district court dismissed the Company's antitrust claims and most of its trade secret claims in the TD-SAP 1 suit. In December 2021, the Company appealed that decision to the U.S. Court of Appeals for the Federal Circuit in Washington, D.C. In the meantime, the Company and SAP have entered into a partial settlement agreement that has resulted in full dismissal of all claims and counterclaims in the TD-SAP 2 suit in California and the TD-SAP 3 suit in Germany as well as a stay of all claims and counterclaims remaining in the TD-SAP 1 suit pending resolution of the Company's appeal. Currently, it is not possible to determine the likelihood of a loss or a reasonably estimated range of loss, if any, pertaining to any of SAP's remaining patent counterclaims in the TD-SAP 1 lawsuit.

Other Contingencies. The Company provides its customers with certain indemnification rights. In general, the Company agrees to indemnify the customer if a third party asserts patent or other infringement on the part of the

customer for its use of the Company's offerings. The Company has indemnification obligations under its charter and bylaws to its officers and directors, and has entered into indemnification agreements with the officers and directors of its subsidiaries. From time to time, the Company also enters into agreements in connection with its acquisition and divestiture activities that include indemnification obligations by the Company. The fair value of these indemnification obligations is typically not readily determinable due to the conditional nature of the Company's potential obligations and the specific facts and circumstances involved with each particular agreement. As such, the Company has generally not recorded a liability in connection with these indemnification arrangements. Historically, payments made by the Company under these types of agreements have not had a material effect on the Company's consolidated financial condition, results of operations or cash flows.

Concentrations of Risk. The Company is potentially subject to concentrations of credit risk on accounts receivable and financial instruments such as hedging instruments, and cash and cash equivalents. Credit risk includes the risk of nonperformance by counterparties. The maximum potential loss may exceed the amount recognized on the balance sheet. Exposure to credit risk is managed through credit approvals, credit limits, selecting major international financial institutions (as counterparties to hedging transactions) and monitoring procedures. Teradata's business often involves large transactions with customers, and if one or more of those customers were to default in its obligations under applicable contractual arrangements, the Company could be exposed to potentially significant losses. However, management believes that the reserves for potential losses were adequate at March 31, 2023 and December 31, 2022.

The Company is also potentially subject to concentrations of supplier risk. Our hardware components are assembled exclusively by Flex Ltd. ("Flex"). Flex procures a wide variety of components used in the manufacturing process on behalf of the Company. Although many of these components are available from multiple sources, Teradata utilizes preferred supplier relationships to provide more consistent and optimal quality, cost and delivery. Typically, these preferred suppliers maintain alternative processes and/or facilities to ensure continuity of supply. Given the Company's strategy to outsource its manufacturing activities to Flex and to source certain components from single suppliers, a disruption in production at Flex or at a supplier could impact the timing of customer shipments and/or Teradata's operating results. In addition, a significant change in the forecasts to any of these preferred suppliers could result in purchase obligations for components that may be in excess of demand.

9. Fair Value Measurements

Fair value measurements are established utilizing a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets or liabilities; Level 2, defined as significant other observable inputs, such as quoted prices in active markets for similar assets or liabilities, or quoted prices in less-active markets for identical assets; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Company's assets and liabilities measured at fair value on a recurring basis include money market funds, interest rate swaps, foreign currency swaps and foreign currency exchange contracts. A portion of the Company's excess cash reserves are held in money market funds which generate interest income based on the prevailing market rates. Money market funds are included in cash and cash equivalents in the Company's balance sheet. Money market fund holdings are measured at fair value using quoted market prices and are classified within Level 1 of the valuation hierarchy.

When deemed appropriate, the Company minimizes its exposure to changes in foreign currency exchange rates through the use of derivative financial instruments, specifically, foreign exchange forward contracts. Additionally, in June 2022, Teradata executed a five-year interest rate swap with a \$450 million initial notional amount in order to hedge the variable interest rate on its term loan and a four-year cross-currency swap with initial notional amounts of €143 million/\$150 million, as a net investment hedge to hedge the Euro currency exposure of our net investment in certain foreign subsidiaries. The fair value of these contracts and swaps are measured at the end of each interim reporting period using observable inputs other than quoted prices, specifically market spot and forward exchange rates. As such, these derivative instruments are classified within Level 2 of the valuation hierarchy. Fair value of unrealized gains for open contracts are recorded in other assets and the fair value of unrealized losses are recorded

in other liabilities in the Company's balance sheet. The fair value of foreign exchange forward contract assets and liabilities at March 31, 2023 and December 31, 2022 was not material. Realized gains and losses from the Company's fair value and net investment hedges net of corresponding gains or losses on the underlying exposures were immaterial for the three months ended March 31, 2023 and 2022.

The Company's other assets and liabilities measured at fair value on a recurring basis and subject to fair value disclosure requirements at March 31, 2023 and December 31, 2022 were as follows:

In millions	Total	Fair Value Measurements at Reporting Date Using			
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets					
Money market funds at March 31, 2023	\$ 172	\$ 172	\$ —	\$ —	
Money market funds at December 31, 2022	\$ 211	\$ 211	\$ —	\$ —	
Interest rate swap at March 31, 2023	\$ 7	\$ —	\$ 7	\$ —	
Interest rate swap at December 31, 2022	\$ 13	\$ —	\$ 13	\$ —	
Liabilities					
Foreign currency swap at March 31, 2023	\$ 3	\$ —	\$ 3	\$ —	
Foreign currency swap at December 31, 2022	\$ 1	\$ —	\$ 1	\$ —	

10. Debt

On June 28, 2022, the Company entered into a Credit Agreement that provides for (i) a five-year unsecured term loan in an aggregate principal amount of \$500 million (the "Term Loan"), and (ii) a five-year unsecured revolving credit facility in an aggregate principal amount of up to \$400 million, including a \$50 million sublimit for the issuance of standby letters of credit and a \$50 million sublimit for swingline loans (the "Revolving Facility" and, collectively with the Term Loan, the "Credit Facility"). The Credit Facility replaces the Company's prior revolving credit agreement in the maximum principal of \$400 million and its prior term loan agreement in the initial principal amount of \$500 million, both of which were entered into in 2018 (the "Prior Agreements"). In connection with the execution of the Credit Facility, the \$400 million term loan outstanding under the Prior Agreements was repaid in full.

All outstanding borrowings pursuant to the Revolving Facility are due and payable on June 28, 2027, however, the maturity date of the Revolving Facility may be extended by agreement of the parties for up to two additional one-year periods. The Term Loan is payable in quarterly installments, which commence on June 30, 2024, with 1.25% of the initial principal amount due on each of the first twelve payment dates, with all remaining principal due on June 28, 2027. Under the terms of the Credit Facility, Teradata from time to time and subject to certain conditions may increase the lending commitments under the Credit Facility in an aggregate principal amount up to an additional \$450 million, to the extent that existing or new lenders agree to provide such additional commitments. The outstanding principal amount of the Credit Facility bears interest at a floating rate based upon, at Teradata's option, a negotiated base rate or an adjusted term SOFR rate, plus in each case, a margin based on the Company's leverage ratio. As disclosed in Note 7, in June 2022, Teradata entered into an interest rate swap to hedge approximately 90% (or \$450 million as of March 31, 2023) of the floating interest rate of the total \$500 million Term Loan and a cross currency swap to hedge a portion of Euro currency exposure of its net investment in certain foreign subsidiaries.

The Credit Facility is unsecured but is guaranteed by certain of Teradata's material domestic subsidiaries and contains certain customary representations and warranties, default provisions, and affirmative and negative covenants, including, among others, covenants regarding the maintenance of a leverage ratio and covenants relating to financial reporting, compliance with laws, subsidiary indebtedness, liens, sale and leaseback transactions, mergers and other fundamental changes, and entry into certain restrictive agreements. Most of the covenants are subject to materiality, thresholds, and exceptions. In addition, the Credit Agreement provides that Teradata may

request that the Credit Agreement be amended to establish key performance indicators with respect to certain environmental, social, and governance ("ESG") targets, pursuant to which certain positive or negative adjustments would be made to various fees and applicable margin based on Teradata's performance against such ESG targets.

As of March 31, 2023, the Company had no borrowings outstanding under the Revolving Facility, leaving \$400 million in borrowing capacity available under the Revolving Facility and the Term Loan principal outstanding was \$500 million. The Term Loan is recognized on the Company's balance sheet at the unpaid principal balance, net of deferred issuance costs, and is not subject to fair value measurement. The Company was in compliance with all covenants under the Credit Facility as of March 31, 2023.

For the three months ended March 31, 2023 and March 31, 2022, the blended all-in interest rate on the Credit Facility was 4.26% and 4.23%, respectively.

11. Earnings per Share

Basic earnings per share is calculated by dividing net income by the weighted average number of shares outstanding during the reported period. The calculation of diluted earnings per share is similar to basic earnings per share, except that the weighted average number of shares outstanding includes the dilution from potential shares resulting from stock options, restricted stock awards and other stock awards. The components of basic and diluted earnings per share are as follows:

In millions, except per share amounts	Three Months Ended March 31,	
	2023	2022
Net income attributable to common stockholders	\$ 40	\$ 36
Weighted average outstanding shares of common stock	101.4	105.0
Dilutive effect of employee stock options, restricted stock and other stock awards	2.4	3.6
Common stock and common stock equivalents	103.8	108.6
Net income per share:		
Basic	\$ 0.39	\$ 0.34
Diluted	\$ 0.39	\$ 0.33

Options to purchase 0.2 million shares for the three months ended March 31, 2023 and 0.1 million shares for the three months ended March 31, 2022 were not included in the computation of diluted earnings per share because the exercise prices of these options were greater than the average market price of the common shares for the period, and therefore would have been anti-dilutive.

12. Segment and Other Supplemental Information

Teradata manages its business under three geographic regions, which are also the Company's operating segments: (1) Americas region (North America and Latin America); (2) EMEA region (Europe, Middle East and Africa) and (3) APJ region (Asia Pacific and Japan). For purposes of discussing results by segment, management excludes the impact of certain items, consistent with the manner by which management evaluates the performance of each segment. This format is useful to investors because it allows analysis and comparability of operating trends. It also includes the same information that is used by Teradata management to make decisions regarding the segments and to assess financial performance. The chief operating decision maker, who is the Company's President and Chief Executive Officer, evaluates the performance of the segments based on revenue and multiple profit measures, including segment gross profit. For management reporting purposes, assets are not allocated to the segments.

The following table presents segment revenue and segment gross profit for the Company:

In millions	Three Months Ended March 31,	
	2023	2022
Segment revenue		
Americas	\$ 292	\$ 290
EMEA	117	129
APJ	67	77
Total revenue	476	496
Segment gross profit		
Americas	193	189
EMEA	74	78
APJ	39	45
Total segment gross profit	306	312
Stock-based compensation costs	4	5
Acquisition, integration, reorganization and transformation-related costs	—	6
Total gross profit	302	301
Selling, general and administrative expenses	153	157
Research and development expenses	70	76
Income from operations	\$ 79	\$ 68

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A").

You should read the following discussion in conjunction with the Condensed Consolidated Financial Statements and the notes to those statements included elsewhere in this Quarterly Report on Form 10-Q. This Quarterly Report on Form 10-Q contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements contained in the MD&A are forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in other sections of this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Annual Report"). The Company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Overview

Teradata Corporation ("we," "us," "Teradata," or the "Company") is a leading connected multi-cloud data platform for enterprise analytics, focused on helping companies leverage all their data across an enterprise, at scale. In doing so, we help companies to find answers to their toughest business challenges. All of our efforts are in support of our purpose of transforming how businesses work and people live through the power of data. Our platform is composed of our data platform – Teradata Vantage – which is designed to run across public cloud, private cloud and on-premises environments. This platform is supported by business consulting and support services that enable customers to extract insights from across a company's entire data and analytics ecosystem.

We are continuing to execute on our key priorities, including migrating existing customers to the cloud, expanding our Teradata Vantage multi-cloud data platform product offering (which includes VantageCloud, VantageCloud

Lake, VantageCloud Enterprise and ClearScape Analytics), adding new customers and expanding our footprint with existing customers, increasing our focus on diversity and inclusiveness, and driving operational excellence and agility across the Company.

To allow for greater transparency regarding the progress we are making toward achieving our strategic objectives, we utilize the following financial and performance metrics:

- Total Annual Recurring Revenue ("ARR") - annual value at a point in time of all recurring contracts, including subscription, cloud, software upgrade rights, and maintenance. ARR does not include managed services and third-party revenue.
- Public Cloud ARR (included within total ARR) - annual value at a point in time of all recurring contracts related to public cloud implementations of Teradata VantageCloud and does not include ARR related to private or managed cloud implementations.
- Cloud Net Expansion Rate - Teradata calculates its last-twelve months dollar-based cloud net expansion rate as of a fiscal quarter end as follows:
 - Identify ARR for active cloud customers in the fiscal quarter ending one year prior to the given fiscal quarter (the "base period");
 - Identify Public Cloud ARR in the given fiscal quarter (the "current period") from the same set of active cloud customers as the base period, including increases in usage, as well as reductions and cancellations, and additional conversions of on-premises revenues to the cloud for customers active in the base period, all in constant currency;
 - Cloud net expansion rate is calculated by taking the ARR from the current period and dividing by the ARR from the base period (all quarterly-dollar based); and
 - The last twelve-month dollar-based cloud net expansion rate is calculated by taking the average of the quarterly dollar-based cloud net expansion rate from the last fiscal quarter and the prior three fiscal quarters.

COVID-19 Update

There have not been any material changes to the COVID-19 Update previously disclosed in Part I, Item 1A. "Risk Factors" and Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the 2022 Annual Report.

First Quarter Financial Overview

As more fully discussed in later sections of this MD&A, the following were significant financial items for the first quarter of 2023:

- At the end of the first quarter of 2023, ARR was \$1.506 billion compared to \$1.427 billion in the first quarter of 2022, increasing 6% as compared to the first quarter of 2022, including a 1% adverse impact from foreign currency translation.
- At the end of first quarter of 2023, Public Cloud ARR was \$388 million compared to \$209 million in the first quarter of 2022, increasing 86% as compared to the first quarter of 2022, including a 3% adverse impact from foreign currency fluctuations.
- Total revenue was \$476 million for the first quarter of 2023, a 4% decrease compared to the first quarter of 2022, with an underlying 1% increase in recurring revenue. Revenue was impacted primarily by foreign currency fluctuations in the first quarter of 2023. Perpetual software licenses, hardware and other revenue decreased 50%, and consulting services revenue decreased 12%. Foreign currency fluctuations had a 4% adverse impact on total revenue for the quarter compared to the prior year. There was approximately 1% of growth from annual upfront software subscription revenue, which was offset by the loss of the partial period of revenue recognized from the Russia operations that we ceased in the first quarter last year.
- Gross margin increased to 63.4% in the first quarter of 2023 from 60.7% in the first quarter of 2022, primarily due to positive revenue mix, given the increased proportion of recurring revenue, as well as improved recurring revenue margins due to a larger component of recurring revenue recognized upfront in the period, and costs in the first quarter of 2022 associated with ceasing our business operations in Russia that did not repeat in the first quarter of 2023. These factors were offset in part by the impact of adverse foreign currency fluctuations, and lower margins in consulting services and perpetual software licenses, hardware and other revenue in the first quarter of 2023.
- Operating expenses for the first quarter of 2023 decreased by 4% compared to the first quarter of 2022, primarily due to higher costs in the first quarter of 2022 associated with the unplanned closure of our operations in Russia that did not repeat in the first quarter of 2023, as well as lower research and development expenses in the first quarter of 2023.
- Operating income was \$79 million in the first quarter of 2023, compared to \$68 million in the first quarter of 2022.
- Net income in the first quarter of 2023 was \$40 million, compared to net income of \$36 million in the first quarter of 2022.
- Cloud Net Expansion Rate for the first quarter of 2023 was 119%, compared to 128% for the first quarter of 2022.

Results of Operations for the Three Months Ended March 31, 2023 **Compared to the Three Months Ended March 31, 2022**

Revenue

In millions	2023	% of Revenue	2022	% of Revenue
Recurring	\$ 389	81.7 %	\$ 386	77.9 %
Perpetual software licenses, hardware and other	13	2.7 %	26	5.2 %
Consulting services	74	15.6 %	84	16.9 %
Total revenue	\$ 476	100 %	\$ 496	100 %

Total revenue decreased \$20 million, or 4%, in the first quarter of 2023, including a 4% negative impact from foreign currency fluctuations. Recurring revenue increased by 1%, including a 3% negative impact from foreign currency fluctuations. As a percentage of total revenue, recurring revenue was 82% in the first quarter. The recurring revenue increase was due primarily to an increase in Cloud revenue from expansions and migrations. Recurring revenue also included a benefit from annual upfront software subscription revenue associated with on-premises subscription software of approximately 1%, which was offset by the loss of the partial period of revenue recognized from the Company's Russia operations in 2022, prior to exiting that business late in the first quarter of 2022. Revenues from perpetual software licenses, hardware and other declined 50% in the first quarter of 2023, primarily due to our continued transition to recurring subscriptions. Consulting services revenue decreased 12% in the first quarter of 2023, including a 7% adverse impact from foreign currency fluctuations, primarily due to our continued realignment of our consulting resources on higher-margin engagements and engagements with customers and partners that drove increased software consumption within our targeted customer base.

Financial and Performance Measures

Our ARR is composed of three main categories: (1) Public Cloud ARR, (2) ARR related to on-premises subscription-based contracts and private cloud ("Subscription ARR"), and (3) ARR related to our legacy perpetual maintenance and software upgrade rights. At March 31, our ARR consisted of:

In millions	2023	2022
Public Cloud	\$ 388	\$ 209
Subscription	859	876
Maintenance and Software upgrade rights	259	342
Total ARR	\$ 1,506	\$ 1,427
Cloud Net Expansion rate	119 %	128 %

At the end of the first quarter of 2023, total ARR increased 6% as compared to the first quarter of 2022, including a 1% adverse impact from foreign currency fluctuations. At the end of first quarter of 2023, Public Cloud ARR increased 86% as compared to the first quarter of 2022, including a 3% adverse impact from foreign currency fluctuations. Public Cloud ARR grew in all three geographic regions year-over-year. Public Cloud ARR growth in the first quarter of 2023 was driven primarily by expansions and migrations. This expansion and migration activity primarily came from customers that are new to the cloud with Teradata (i.e., migration from current on-premises Vantage platform). Many of these customers are adding incremental workloads onto our Vantage cloud platform while also maintaining hybrid environments on Teradata.

In the first quarter, we saw the following trends:

- Increasing number of existing cloud customers who are adding new, incremental workloads to the cloud.
- Customers expanding into additional cloud capabilities when they migrate to VantageCloud as compared to the capabilities they had in an on-premises environment.

- Existing on-premises customers are adding new, incremental cloud workloads when expanding into hybrid environments.

As a portion of the Company's operations and revenue occur outside the United States, and in currencies other than the U.S. dollar, the Company is exposed to fluctuations in foreign currency exchange rates. Based on currency rates as of April 30, 2023, Teradata is estimating a 1.25%-to-1.75% negative impact from currency translation on our 2023 full-year total reported revenues.

Teradata re-affirms the following outlook for the full year 2023:

- Public cloud ARR is expected to increase in the range of 53% to 57% year-over-year.
- Total ARR is expected to increase in the range of 6% to 8% year-over-year.
- Total recurring revenue is expected to increase in the range of 4% to 7% year-over-year.
- Total revenue is expected to increase in the range of 1% to 4% year-over-year.

Gross Profit

In millions	2023	% of Revenue	2022	% of Revenue
Recurring	\$ 291	74.8 %	\$ 281	72.8 %
Perpetual software licenses, hardware and other	2	15.4 %	8	30.8 %
Consulting services	9	12.2 %	12	14.3 %
Total gross profit	\$ 302	63.4 %	\$ 301	60.7 %

The increase in recurring revenue gross profit as a percentage of revenue was primarily due to upfront revenue and an increase in expansions associated with on-premises subscription software renewals partially off-set by negative currency impact.

The decrease in perpetual software licenses, hardware and other gross profit as a percentage of revenue was primarily driven by deal mix.

Consulting services gross profit as a percentage of revenue decreased as compared to the prior year primarily due to lower revenue. We continue to refocus our consulting organization on Teradata Vantage-oriented offerings and reduce our footprint in non-core consulting engagements, accompanied by our strategic development of a partner ecosystem.

Operating Expenses

In millions	2023	% of Revenue	2022	% of Revenue
Selling, general and administrative expenses	\$ 153	32.1 %	\$ 157	31.7 %
Research and development expenses	70	14.7 %	76	15.3 %
Total operating expenses	\$ 223	46.8 %	\$ 233	47.0 %

The selling, general and administrative expense ("SG&A") decrease was primarily driven by higher costs in the prior year period associated with the unplanned closure of our operations in Russia. Research and development ("R&D") expense decreased year over year due to continued cost discipline.

Other Expense, net

In millions	2023	2022
Interest income	\$ 7	\$ 2
Interest expense	(7)	(6)
Other	(21)	(9)
Other expense, net	\$ (21)	\$ (13)

Other expense, net in the first quarter of 2023 and 2022 is comprised primarily of interest expense on long-term debt and finance leases, losses resulting from foreign currency transactions, as well as benefit costs on our pension and postemployment plans, partially offset by interest income earned on our cash and cash equivalents. Other expense is higher in 2023 primarily due to increased foreign currency losses of \$12 million as compared to the prior period.

Provision for Income Taxes

Income tax provisions for interim periods are based on estimated annual income tax rates, adjusted to reflect the effects of any significant infrequent or unusual items which are required to be discretely recognized within the current interim period.

The effective tax rates for the three months ended March 31, 2023 and 2022 were as follows:

	2023	2022
Effective tax rate	31.0 %	34.5 %

For the three months ended March 31, 2023, the Company recorded \$2 million of net discrete tax benefits, a majority of which related to the excess tax benefit derived from stock-based compensation vesting.

For the three months ended March 31, 2022, we recorded a total of \$4 million of net discrete tax benefits, a majority of which related to the excess tax benefit derived from stock-based compensation vesting. In addition, our effective tax rate increased by 9% as a result of the forecasted GILTI tax liability, which increased as a result of the requirement in the U.S. to capitalize and amortize R&D for tax purposes, which became effective on January 1, 2022.

Effective on January 1, 2022, the U.S. tax law changed to require that R&D expenses be capitalized and amortized for tax purposes under Internal Revenue Code Section 174; as a result of this law change, we are currently forecasting approximately \$5 million of tax expense related to GILTI in our marginal effective tax rate for 2023. We expect that a majority of our foreign earnings will be repatriated to the U.S. As a result, the effective tax rates in the periods presented are largely based upon the forecasted pre-tax earnings mix between the U.S. and other foreign taxing jurisdictions where we conduct our business.

We estimate that the full-year effective tax rate for 2023 will be approximately 36%, which takes into consideration, among other things, the forecasted earnings mix by jurisdiction, the estimated impact to GILTI tax as a result of the requirement to capitalize R&D for tax purposes, and the estimated discrete items to be recognized in 2023. The forecasted tax rate is based on the foreign profits being taxed at an overall effective tax rate of approximately 25%, as compared to the U.S. federal statutory tax rate of 21%.

Revenue and Gross Profit by Operating Segment

Teradata manages its business under three geographic regions, which are also our operating segments: (1) Americas region (North America and Latin America); (2) EMEA region (Europe, Middle East, and Africa) and (3) APJ region (Asia Pacific and Japan). For purposes of discussing results by segment, management excludes the impact of certain items, consistent with the manner by which management evaluates the performance of each segment. This format is useful to investors because it allows analysis and comparability of operating trends. It also includes the same information that is used by our management to make decisions regarding the segments and to assess financial performance. The chief operating decision maker, who is our President and Chief Executive Officer, evaluates the performance of the segments based on revenue and multiple profit measures, including segment gross profit. For management reporting purposes, assets are not allocated to the segments. Our segment results are reconciled to total company results reported under GAAP in Note 12 of Notes to Condensed Consolidated Financial Statements (Unaudited).

The following table presents segment revenue and segment gross profit for the Company for the three months ended March 31:

In millions	2023	% of Revenue	2022	% of Revenue
Segment revenue				
Americas	\$ 292	61.3 %	\$ 290	58.5 %
EMEA	117	24.6 %	129	26.0 %
APJ	67	14.1 %	77	15.5 %
Total segment revenue	\$ 476	100 %	\$ 496	100.0 %
Segment gross profit				
Americas	\$ 193	66.1 %	\$ 189	65.2 %
EMEA	74	63.2 %	78	60.5 %
APJ	39	58.2 %	45	58.4 %
Total segment gross profit	\$ 306	64.3 %	\$ 312	62.9 %

Americas

Americas revenue increased 1% as compared to the prior year, including a 1% adverse impact from foreign currency fluctuations. The increase in revenues was due to an increase in recurring revenue of 4%, which was partially off-set by decreases in perpetual software licenses, hardware and other revenue and consulting revenue of 58% (\$7 million) and 3% (\$1 million), respectively, as compared to the prior year. Segment gross profit as a percentage of revenues was higher primarily due to improved consulting services margins, increase in upfront revenue and favorable deal mix in recurring, offset in part by lower perpetual software licenses, hardware and other revenue margins.

EMEA

EMEA revenue decreased 9%, which included an 8% adverse impact from foreign currency fluctuations. The overall decrease in EMEA revenue included a decrease of 2% in recurring revenue, a decrease of 36% (\$4 million) in perpetual software licenses, hardware and other revenue, and a decrease of 21% (\$6 million) in consulting revenue. EMEA revenue in all categories was negatively impacted primarily by foreign currency fluctuations. The decrease was also driven by the lack of revenue from Russia, compared to a partial quarter of Russia revenue in 2022, prior to the Company's exit. Segment gross profit as a percentage of revenues was higher primarily due to a higher mix of recurring revenues in the period.

APJ

APJ revenue decreased 13%, including an 8% adverse impact from foreign currency fluctuations. Recurring revenue decreased by 10% (\$5 million), perpetual software licenses, hardware and other revenue decreased by 67% (\$2 million), and consulting revenue decreased by 13% (\$3 million). Segment gross profit as a percentage of revenues was lower primarily due to reduced revenues, notably recurring revenue.

Financial Condition, Liquidity and Capital Resources

Cash provided by operating activities was \$109 million, which decreased by \$42 million in the three months ended March 31, 2023 compared to the three months ended March 31, 2022. The decrease in cash provided by operating activities was primarily due to a \$50 million tax refund received the first quarter of 2022 related to our Cares Act carryback claim partially off-set by the timing of improved working capital dynamics. Teradata used approximately \$15 million of cash in the first three months of 2023 for reorganizing and restructuring its operations and go-to-market functions to align to its strategy, as compared to \$10 million in the first three months of 2022.

Teradata's management uses a financial measure called "free cash flow," which is not a measure defined under GAAP. We use free cash flow (which we define as net cash provided by operating activities less investing activities related to capital expenditures for property and equipment and additions to capitalized software) as one measure of assessing the financial performance of the Company, and this may differ from the definitions used by other companies. The components that are used to calculate free cash flow are GAAP measures taken directly from the Condensed Consolidated Statements of Cash Flows (Unaudited). We believe that free cash flow information is useful for investors because it relates the operating cash flow of the Company to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash available after capital expenditures, for among other things, investments in the Company's existing businesses, strategic acquisitions and repurchases of Teradata common stock. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other non-discretionary expenditures that are not deducted from the measure. This non-GAAP measure should not be considered a substitute for, or superior to, cash flows from operating activities under GAAP.

The table below shows net cash provided by operating activities and net cash used in investing activities related to capital expenditures, along with free cash flow, for the following periods:

In millions	Three Months Ended March 31,	
	2023	2022
Net cash provided by operating activities	\$ 109	\$ 151
Less:		
Expenditures for property and equipment	(4)	(1)
Free cash flow	\$ 105	\$ 150

Financing activities and certain other investing activities are not included in our calculation of free cash flow. There were no other material investing activities for the three months ended March 31, 2023 and 2022.

Teradata's financing activities for the three months ended March 31, 2023 and 2022 primarily consisted of cash outflows for share repurchases and payments on our finance leases. At March 31, 2023, we had no outstanding borrowings on our \$400 million Revolving Facility (as defined below).

We have two share repurchase programs that were authorized by our Board of Directors:

- The dilution offset share repurchase program allows us to repurchase Teradata common stock to the extent (i) cash is received from the exercise of stock options and (ii) employees purchase Teradata stock pursuant to the Teradata Employee Stock Purchase Plan ("ESPP"). The purpose of the dilution offset share repurchase program is to offset dilution from shares issued pursuant to the exercise of stock options and shares purchased under the ESPP.
- Our open market share repurchase program provides for the repurchase of Teradata stock periodically on an ongoing basis in open market transactions, through 10b5-1 programs, through accelerated share repurchase programs, in privately negotiated transactions, or through the use of derivative instruments, in accordance with applicable securities rules regarding issuer repurchases. The open market share repurchase program will expire on December 31, 2025. On November 1, 2021, our Board of Directors authorized an additional \$1 billion for share repurchases under the open market share repurchase program. There is a total authority of \$758 million remaining under the open market share repurchase program as of March 31, 2023.

In the aggregate under the dilution offset share repurchase program and the open market share repurchase program, we repurchased approximately 2.3 million shares of common stock at an average price per share of \$37.69 in the three months ended March 31, 2023.

Share repurchases are reported on a trade date basis. Our share repurchase activity depends on factors such as our working capital needs, our cash requirements for capital investments, our stock price, and economic and market conditions.

Other financing activities, including net share settlement for the payroll tax liability of section 16 officers (as discussed in Item 2. Unregistered Sales of Equity Securities and Use of Proceeds), offset by proceeds from the ESPP and the exercise of stock options, net of tax was a net outflow of \$7 million for the three months ended March 31, 2023 and a net inflow of \$4 million for the three months ended March 31, 2022. The ESPP proceeds are included in other financing activities, net in the Condensed Consolidated Statements of Cash Flows (Unaudited).

Our total cash and cash equivalents held outside the United States in various foreign subsidiaries was \$414 million as of March 31, 2023 and \$405 million as of December 31, 2022. The remaining balance held in the United States ("U.S.") was \$137 million as of March 31, 2023 and \$164 million as of December 31, 2022. The Company expects that a majority of its foreign earnings will be repatriated to the U.S. Effective January 1, 2018, the U.S. moved to a territorial system of international taxation, and as such will generally not subject future foreign earnings to U.S. taxation upon repatriation in future years.

Management believes current cash, cash generated from operations and the \$400 million available under the Credit Facility will be sufficient to satisfy future working capital, research and development activities, capital expenditures, pension contributions, and other financing requirements for at least the next twelve months. The Company principally holds its cash and cash equivalents in bank deposits and highly-rated money market funds.

The Company's ability to generate positive cash flows from operations is dependent on general economic conditions, competitive pressures, and other business and risk factors described in the 2022 Annual Report and elsewhere in this Quarterly Report on Form 10-Q. If the Company is unable to generate sufficient cash flows from operations, or otherwise comply with the terms of the Credit Facility or its term loan agreement, the Company may be required to seek additional financing alternatives.

Long-term Debt. On June 28, 2022, we entered into a Credit Agreement that provides for (i) a five-year unsecured term loan in an aggregate principal amount of \$500 million (the "Term Loan"), and (ii) a five-year unsecured revolving credit facility in an aggregate principal amount of up to \$400 million, including a \$50 million sublimit for the issuance of standby letters of credit and a \$50 million sublimit for swingline loans (the "Revolving Facility" and, collectively with the Term Loan, the "Credit Facility"). The Credit Facility replaces our prior revolving credit agreement in the maximum principal of \$400 million and our prior term loan agreement in the principal amount of \$500 million, both of which were entered into in 2018 (the "Prior Agreements"). In connection with the execution of the Credit Facility, the \$400 million term loan outstanding under the Prior Agreements was repaid in full. Our long-term debt is discussed in Note 10 of Notes to Condensed Consolidated Financial Statements (Unaudited). In addition, as disclosed in Note 7 of Notes to Condensed Consolidated Financial Statements (Unaudited), Teradata entered into an interest rate swap to hedge approximately 90% of the floating interest rate of the total \$500 million Term Loan and a cross currency swap to hedge a portion of Euro currency exposure of its net investment in certain foreign subsidiaries.

Contractual and Other Commercial Commitments. There has been no significant change in our contractual and other commercial commitments as described in the 2022 Annual Report. Our commitments and contingencies are discussed in Note 8 of Notes to Condensed Consolidated Financial Statements (Unaudited).

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with GAAP. In connection with the preparation of these financial statements, we are required to make assumptions, estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and the related disclosure of contingent liabilities. These assumptions, estimates and judgments are based on historical experience and assumptions that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. Our critical accounting policies are those that require assumptions to be

made about matters that are highly uncertain. Different estimates could have a material impact on our financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions or circumstances. Our management periodically reviews these estimates and assumptions to ensure that our financial statements are presented fairly and are materially correct. We assessed certain accounting matters that generally require consideration of forecasted financial information in context with the information reasonably available to us as of March 31, 2023 and through the date of this report. The accounting matters assessed included, but were not limited to, our allowance for doubtful accounts, stock-based compensation, the carrying value of our goodwill and other long-lived assets, financial assets, valuation allowances for tax assets and revenue recognition.

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require significant management judgment in its application. There are also areas in which management's judgment in selecting among available alternatives would not produce a materially different result. The significant accounting policies and estimates that we believe are the most critical to aid in fully understanding and evaluating our reported financial results are discussed in the 2022 Annual Report. Teradata's senior management has reviewed these critical accounting policies and related disclosures and determined that there were no significant changes in our critical accounting policies in the three months ended March 31, 2023.

New Accounting Pronouncements

See discussion in Note 2 of Notes to Condensed Consolidated Financial Statements (Unaudited) for new accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have not been any material changes to the market risk factors previously disclosed in Part II, Item 7A of the 2022 Annual Report.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Teradata maintains a system of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including, as appropriate, the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Based on their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2023, our disclosure controls and procedures were effective to provide reasonable assurance that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the fiscal quarter ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II—OTHER INFORMATION

Item 1. Legal Proceedings.

The information required to be set forth under this Part II, Item 1 is incorporated by reference to Note 8, Commitments and Contingencies—Legal Proceedings of the Notes to Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors.

There have not been any material changes to the risk factors previously disclosed in Part I, Item 1A of the 2022 Annual Report.

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

Purchases of Company Common Stock

From time to time, the Company's Section 16 officers sell to the Company shares of the Company's common stock received upon vesting of restricted share units at the current market price to cover their withholding tax obligations. For the three months ended March 31, 2023, the total of these purchases was 360,651 shares at an average price of \$39.32 per share.

The following table provides information relating to the Company's share repurchase programs for the three months ended March 31, 2023:

Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Dilution Offset Program ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Open Market Share Repurchase Program ⁽²⁾	Maximum Dollar Value that May Yet Be Purchased Under the Dilution Offset Program	Maximum Dollar Value that May Yet Be Purchased Under the Open Market Share Repurchase Program
January 2023	578,953	\$ 33.68	—	578,953	\$ 94,032	\$ 820,700,472
February 2023	651,185	\$ 39.17	—	651,185	\$ 219,974	\$ 795,191,860
March 2023	1,091,968	\$ 38.92	137,380	954,588	\$ 1,072,676	\$ 758,232,193
First Quarter Total	2,322,106	\$ 37.69	137,380	2,184,726	\$ 1,072,676	\$ 758,232,193

(1) The dilution offset share repurchase program allows the Company to repurchase Teradata common stock to the extent of cash received from the exercise of stock options and purchases under the ESPP to offset dilution from shares issued pursuant to these plans.

(2) The open market share repurchase program authorized by the Board allows the Company to repurchase outstanding shares of Teradata common stock. Share repurchases made by the Company are reported on a trade date basis. The open market share repurchase program expires on December 31, 2025.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

None

Item 5. Other Information.

None

Item 6. Exhibits.

**Exhibit Number
per Item 601 of
Regulation S-K**

Description

<u>3.1</u>	<u>Amended and Restated Certificate of Incorporation of Teradata Corporation as amended and restated on September 24, 2007 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K dated September 25, 2007 (SEC file number 001-33458)).</u>
<u>3.2</u>	<u>Amended and Restated By-Laws of Teradata Corporation, as amended and restated on October 31, 2022 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K dated November 1, 2022).</u>
<u>4.1</u>	<u>Common Stock Certificate of Teradata Corporation (incorporated by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q dated November 13, 2007 (SEC file number 001-33458)).</u>
<u>31.1</u>	<u>Certification pursuant to Rule 13a-14(a), dated May 5, 2023.</u>
<u>31.2</u>	<u>Certification pursuant to Rule 13a-14(a), dated May 5, 2023.</u>
<u>32</u>	<u>Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 5, 2023.</u>
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

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.

TERADATA CORPORATION

Date: May 5, 2023

By: /s/ Claire Bramley
Claire Bramley
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECURITIES
EXCHANGE ACT RULE 13a-14**

I, Stephen McMillan, certify that:

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

Date : May 5, 2023

/s/ Stephen McMillan

Stephen McMillan

President and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECURITIES
EXCHANGE ACT RULE 13a-14**

I, Claire Bramley, certify that:

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

Date : May 5, 2023

/s/ Claire Bramley

Claire Bramley

Chief 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 Teradata Corporation, a Delaware corporation (the “Company”), on Form 10-Q for the period ended March 31, 2023 as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned officers of the Company does hereby certify, pursuant to 18 U.S.C. § 1350 (section 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.

The foregoing certification (i) is given to such officers’ knowledge, based upon such officers’ investigation as such officers reasonably deem appropriate; and (ii) is being furnished solely pursuant to 18 U.S.C. § 1350 (section 906 of the Sarbanes-Oxley Act of 2002) and is not being filed as part of the Report or as a separate disclosure document.

Date: May 5, 2023

/s/ Stephen McMillan

Stephen McMillan

President and Chief Executive Officer

Date: May 5, 2023

/s/ Claire Bramley

Claire Bramley

Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to Teradata Corporation and will be retained by Teradata Corporation and furnished to the United States Securities and Exchange Commission or its staff upon request.