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 September 30, 2022

☐ **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: 001-38320

KALEYRA, INC.
(Exact name of registrant as specified in its charter)

Delaware	82-3027430
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
85 Broad Street, New York, NY	**10004**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **+1 917** 508 9185

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

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	KLR	New York Stock Exchange
Warrants, at an exercise price of $11.50 per share of Common Stock	KLR WS	NYSE American LLC

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 checkmark 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, or a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer", "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☒

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 4, 2022, there were 45,031,553 shares of the Company's common stock issued and outstanding.

KALEYRA, INC.
Quarterly Report on Form 10-Q

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Item 1 – Financial Statements

KALEYRA, INC.
Condensed Consolidated Balance Sheets
(Unaudited, in thousands, except share and per share data)

	September 30, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	$ 86,536	$ 90,001
Restricted cash	439	1,701
Short-term investments	622	6,236
Trade receivables, net	85,863	85,945
Deferred cost	347	341
Prepaid expenses	3,466	5,357
Other current assets	1,966	2,599
Total current assets	179,239	192,180
Property and equipment, net	21,107	18,811
Intangible assets, net	110,009	125,396
Goodwill	110,781	110,465
Deferred tax assets	507	1,230
Other long-term assets	1,740	399
Total Assets	$ 423,383	$ 448,481
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 75,840	$ 70,942
Lines of credit	3,255	5,256
Current portion of bank and other borrowings	10,468	10,508
Current portion of notes payable	405	—
Deferred revenue	5,283	9,553
Payroll and payroll related accrued liabilities	7,643	6,907
Other current liabilities	9,078	8,274
Total current liabilities	111,972	111,440
Long-term portion of bank and other borrowings	14,488	22,910
Long-term portion of notes payable	191,240	190,147
Long-term portion of employee benefit obligation	2,301	2,338
Deferred tax liabilities	6,056	2,384
Other long-term liabilities	785	1,840
Total Liabilities	326,842	331,059
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred stock, par value of $0.0001 per share; 1,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock, par value of $0.0001 per share; 100,000,000 shares authorized as of September 30, 2022 and December 31, 2021; 47,829,611 shares issued and 45,031,553 shares outstanding as of September 30, 2022 and 44,831,695 shares issued and 42,033,637 shares outstanding as of December 31, 2021	5	4
Additional paid-in capital	275,129	251,659
Treasury stock, at cost; 2,798,058 shares as of September 30, 2022 and December 31, 2021	(30,431)	(30,431)
Accumulated other comprehensive loss	(5,679)	(2,010)
Accumulated deficit	(142,483)	(101,800)
Total stockholders' equity	96,541	117,422
Total liabilities and stockholders' equity	$ 423,383	$ 448,481

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

KALEYRA, INC.
Condensed Consolidated Statements of Operations
(Unaudited, in thousands, except share and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue	$ 83,916	$ 84,025	$ 245,506	$ 177,731
Cost of revenue	67,226	64,414	192,428	141,333
Gross profit	16,690	19,611	53,078	36,398
Operating expenses:				
Research and development	5,246	7,163	16,401	14,313
Sales and marketing	7,181	7,272	21,507	14,791
General and administrative	13,498	12,631	45,472	35,597
Total operating expenses	25,925	27,066	83,380	64,701
Loss from operations	(9,235)	(7,455)	(30,302)	(28,303)
Other income, net	37	66	120	158
Financial expense, net	(3,627)	(3,542)	(10,196)	(5,169)
Foreign currency income (loss)	1,775	(162)	915	2
Loss before income tax expense (benefit)	(11,050)	(11,093)	(39,463)	(33,312)
Income tax expense (benefit)	624	766	1,220	(6,608)
Net loss	$ (11,674)	$ (11,859)	$ (40,683)	$ (26,704)
Net loss per common share, basic and diluted	$ (0.26)	$ (0.29)	$ (0.94)	$ (0.75)
Weighted-average shares used in computing net loss per common share, basic and diluted	44,650,611	41,554,876	43,436,329	35,404,231

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

KALEYRA, INC.
Condensed Consolidated Statements of Comprehensive Loss
(Unaudited, in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net loss	$ (11,674)	$ (11,859)	$ (40,683)	$ (26,704)
Other comprehensive income (loss):				
Foreign currency translation adjustments	(1,150)	16	(3,684)	519
Net change in unrealized gain on marketable securities, net of tax	6	(4)	15	15
Total other comprehensive income (loss)	(1,144)	12	(3,669)	534
Total comprehensive loss	$ (12,818)	$ (11,847)	$ (44,352)	$ (26,170)

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

KALEYRA, INC.
Condensed Consolidated Statements of Stockholders' Equity (Deficit)
(Unaudited, in thousands, except share data)

	Three Months Ended September 30, 2022							
	Common Stock		Additional Paid-in Capital	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount		Shares	Amount			
Balance as of June 30, 2022	44,344,364	$ 5	$ 270,672	2,798,058	$ (30,431)	$ (4,535)	$ (130,809)	$ 104,902
Stock-based compensation (RSUs)	687,189	—	4,457	—	—	—	—	4,457
Net loss	—	—	—	—	—	—	(11,674)	(11,674)
Other comprehensive loss	—	—	—	—	—	(1,144)	—	(1,144)
Balance as of September 30, 2022	45,031,553	$ 5	$ 275,129	2,798,058	$ (30,431)	$ (5,679)	$ (142,483)	$ 96,541

	Three Months Ended September 30, 2021							
	Common Stock		Additional Paid-in Capital	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount		Shares	Amount			
Balance as of June 30, 2021	41,307,336	$ 4	$ 245,452	2,798,058	$ (30,431)	$ (2,304)	$ (82,648)	$ 130,073
Stock-based compensation (RSUs)	375,435	—	6,227	—	—	—	—	6,227
Warrants repurchase (1)	—	—	(5,474)	—	—	—	—	(5,474)
Net loss	—	—	—	—	—	—	(11,859)	(11,859)
Other comprehensive income	—	—	—	—	—	12	—	12
Balance as of September 30, 2021	41,682,771	$ 4	$ 246,205	2,798,058	$ (30,431)	$ (2,292)	$ (94,507)	$ 118,979

	Nine Months Ended September 30, 2022							
	Common Stock		Additional Paid-in Capital	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount		Shares	Amount			
Balance as of December 31, 2021	42,033,637	$ 4	$ 251,659	2,798,058	$ (30,431)	$ (2,010)	$ (101,800)	$ 117,422
Stock-based compensation (RSUs)	2,997,916	1	23,470	—	—	—	—	23,471
Net loss	—	—	—	—	—	—	(40,683)	(40,683)
Other comprehensive loss	—	—	—	—	—	(3,669)	—	(3,669)
Balance as of September 30, 2022	45,031,553	$ 5	$ 275,129	2,798,058	$ (30,431)	$ (5,679)	$ (142,483)	$ 96,541

	Nine Months Ended September 30, 2021								
	Common Stock		Additional Paid-in Capital	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount		Shares	Amount			
Balance as of December 31, 2020	30,288,687	$ 3	$ 93,628	2,798,058	$ (30,431)	$ (2,826)	$ (67,803)	$ (7,429)
Conversion of Cowen Note	303,171	—	2,295	—	—	—	—	2,295
Forfeiture of 2020 Sponsors' Earnout Shares (2)	(469,343)	—	1,244	—	—	—	—	1,244
Forward share purchase agreement transactions	—	—	17,528	—	—	—	—	17,528
Stock-based compensation (RSUs)	1,310,550	—	16,556	—	—	—	—	16,556
Warrants exercised for common stock	249,706	—	2,872	—	—	—	—	2,872
Warrants repurchase (1)	—	—	(5,474)	—	—	—	—	(5,474)
Fair value of warrants	—	—	(326)	—	—	—	—	(326)
Proceeds from issuance of common stock in Private Investment in Public Equity offering, net of issuance costs	8,400,000	1	99,050	—	—	—	—	99,051
Common stock issued to Vivial equity holders (mGage acquisition) (3)	1,600,000	—	18,832	—	—	—	—	18,832
Net loss	—	—	—	—	—	—	(26,704)	(26,704)
Other comprehensive income	—	—	—	—	—	534	—	534
Balance as of September 30, 2021	41,682,771	$ 4	$ 246,205	2,798,058	$ (30,431)	$ (2,292)	$ (94,507)	$ 118,979

(1) On August 24, 2021, the Company entered into Warrant Repurchase Agreements with certain holders to repurchase warrants held by these holders for the purchase of an aggregate amount of 1,684,470 shares of the Company's common stock. The warrants were initially issued by the Company in its initial public offering on December 7, 2017. Pursuant to the Warrant Repurchase Agreements, on August 27, the Company paid $3.25 per underlying share of common stock to repurchase these warrants, at an aggregate purchase price of $5.5 million for the surrender and cancellation of these warrants held by such holders.

(2) On March 16, 2021, upon the final determination that GigAcquisitions, LLC, Cowen Investments II LLC ("Cowen"), Irwin Silverberg and Jeffrey Bernstein (the "Sponsors") were not entitled to receive the final 50% of the Earnout Shares ("2020 Sponsors' Earnout Shares") pursuant to the terms of the Purchase Agreement entered into on February 22, 2019, such number of 2020 Sponsors' Earnout Shares that did not vest were forfeited by all but one Sponsor. On March 26, 2021, that remaining Sponsor settled its portion of the 2020 Sponsors' Earnout Shares in cash in lieu of forfeiting its shares.

(3) On June 1, 2021, the Company completed its acquisition of mGage for a total purchase price of $218.0 million, consisting of both cash and common stock consideration. On August 30, 2021, the Company prepared and delivered to the Stockholder Representative a written statement (the "Post-Closing Statement") setting forth the calculation of closing cash and closing net working capital which ultimately resulted in the final Merger consideration to be equal to $217.0 million, pursuant to the terms of the Merger Agreement. The original cash consideration amounted to $199.2 million of which $198.6 million was paid on June 1, 2021 and the remaining amount was settled through the period ended September 30, 2021. The original cash consideration was reduced by $997,000 due to a working capital adjustment. The common stock consideration was paid with the issuance to Vivial's former equity holders of a total of 1,600,000 shares of Kaleyra common stock at $11.77 per share closing price of the Company's common stock on the date of issuance, equal to $18.8 million.

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

KALEYRA, INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited, in thousands)

	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Cash Flows from Operating Activities:		
Net loss	$ (40,683)	$ (26,704)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	17,557	8,976
Stock-based compensation	19,706	15,090
Provision for doubtful accounts	1,420	792
Realized gains on marketable securities	15	17
Employee benefit obligation	886	244
Change in fair value of warrant liability	(849)	664
Reversal of accrued interest on forward share purchase agreement	—	(659)
Non-cash interest expense	1,497	745
Deferred taxes	700	(6,872)
Change in operating assets and liabilities:		
Trade receivables	(5,945)	(12,735)
Other current assets	2,086	(2,683)
Deferred cost	(6)	87
Other long-term assets	(1,451)	1,421
Accounts payable	11,677	4,797
Other current liabilities	5,895	1,413
Deferred revenue	(3,818)	7,051
Long-term liabilities	(120)	439
Net cash provided by (used in) operating activities	8,567	(7,917)
Cash Flows from Investing Activities:		
Purchase of short-term investments	(1,165)	(52,224)
Sale of short-term investments	6,495	20,546
Purchase of property and equipment	(1,758)	(842)
Capitalized software development costs	(6,564)	(3,148)
Purchase of intangible assets	(17)	(24)
Acquisition of mGage, net of cash acquired	—	(195,346)
Acquisition of Bandyer, net of cash acquired	(1,005)	(13,304)
Net cash used in investing activities	(4,014)	(244,342)
Cash Flows from Financing Activities:		
Proceeds from (repayments on) line of credit, net	(1,497)	440
Borrowings on term loans	2,519	1,268
Repayments on term loans	(6,884)	(4,874)
Proceeds from issuance of convertible notes, net of issuance costs	—	188,637
Repayments on notes	—	(7,500)
Receipts related to forward share purchase agreements	—	17,045
Proceeds from issuance of common stock in Private Investment in Public Equity offering, net of issuance costs	—	99,051
Proceeds related to settlement of non-forfeited 2020 Sponsor Earnout Shares	—	1,244
Proceeds from the exercise of common stock warrants	—	2,872
Repurchase of warrants	—	(5,474)
Repayments on capital lease	(59)	(103)
Net cash provided by (used in) financing activities	(5,921)	292,606
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(3,359)	(1,276)
Net increase (decrease) in cash, cash equivalents and restricted cash	(4,727)	39,071
Cash, cash equivalents and restricted cash, beginning of period (1)	91,702	32,970
Cash, cash equivalents and restricted cash, end of period (1)	$ 86,975	$ 72,041
Supplemental disclosures of cash flow information:		

Cash paid for interest	$	6,684	$	1,019
Cash paid for income taxes	$	202	$	424
Non-cash investing and financing activities				
Change in value of forward share purchase agreements	$	—	$	(483)
Common stock issued to Vivial equity holders (mGage acquisition)	$	—	$	18,832
Stock-based compensation capitalized as software development costs	$	—	$	770
Conversion of convertible note to common stock	$	—	$	2,295
Restricted stock units granted to employees for bonuses	$	3,764	$	—
Fair value of warrant liability	$	—	$	344
Reclassification of warrant liability to additional paid-in capital upon exercise of warrants	$	—	$	(18)
Consideration payable	$	468	$	1,738

(1) As of September 30, 2022, includes $86.5 million of cash and cash equivalents and $439,000 of restricted cash; as of December 31, 2021, includes $90.0 million of cash and cash equivalents and $1.7 million of restricted cash.

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

1. DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS

Kaleyra, Inc., formerly GigCapital, Inc., (hereinafter "Kaleyra" or the "Company"), was incorporated in Delaware on October 9, 2017. The Company was formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

On February 22, 2019, the Company entered into a stock purchase agreement (the "Stock Purchase Agreement") by and among the Company, Kaleyra S.p.A., Shareholder Representative Services LLC (the "Seller Representative"), as representative for the holders of the ordinary shares of Kaleyra S.p.A. immediately prior to the closing of the business combination with Kaleyra (the "Business Combination"), and all of the stockholders of all of the Kaleyra S.p.A. stock (collectively, such Kaleyra S.p.A. stockholders, the "Sellers"), for the purpose of the Company acquiring all of the shares of Kaleyra S.p.A.

As a result of the Business Combination, which closed on November 25, 2019, the Company (headquartered in Milan, Italy) became a multi-channel integrated communication services provider on a global scale. Kaleyra operates in the Communications Platform as a Service ("CPaaS") market with operations primarily in the United States, Italy, India, UK and Dubai. In connection with the closing, the Company changed its name from GigCapital, Inc. to Kaleyra, Inc.

Kaleyra's underlying technology used in the platform is the same across all its communication services which can generally be described as "omni-channel mobile-first interactive notifications via a public or private cloud implementation".

Kaleyra provides mobile communication services to financial institutions, e-commerce players, OTTs, software companies, logistic enablers, healthcare providers, retailers, and other large organizations worldwide. Through its proprietary cloud communications platforms (collectively, the "Platforms"), Kaleyra manages multi-channel integrated communication services on a global scale, consisting of inbound/outbound messaging solutions, programmable voice and Interactive Voice Response (IVR) configurations, hosted telephone numbers, conversational marketing solutions, RCS, and other types of IP communications services such as e-mail, push notifications, video/audio/chat, and WhatsApp®.

On July 29, 2020, Kaleyra registered a German branch of Kaleyra S.p.A. with the German Chamber Tax Authority of Commerce. Kaleyra established its branch in Germany to expand Kaleyra's footprint in Central Europe and the Nordic countries and allow it to leverage Kaleyra's trusted business solutions for customers in additional jurisdictions.

Kaleyra's subsidiary, Campaign Registry Inc., a systems initiative to reduce spam by collecting robotically driven campaign information and processing and sharing that information with mobile operators and the messaging ecosystem, began its soft launch during the second quarter of fiscal year 2020, ending up with its first revenue contracts in the second half of fiscal year 2020. On March 26, 2021, a wholly owned subsidiary of Campaign Registry Inc. was incorporated under the laws of Canada, with the registered office in Vancouver, British Columbia. This new subsidiary was established with the goal to further expand the registry legacy business in North America.

On February 18, 2021, Kaleyra entered into an agreement and plan of merger (the "Merger Agreement") with Vivial, Inc. ("Vivial") for the acquisition of the business known as mGage ("mGage"), a leading global mobile messaging provider in the United States (the transaction contemplated by the Merger Agreement, the "Merger").

On June 1, 2021, Kaleyra completed its acquisition of mGage for a total purchase price of $218.0 million. The Merger consideration consisted of both cash consideration and common stock consideration. On August 30, 2021, the Company prepared and delivered to the Stockholder Representative a written statement (the "Post-Closing Statement") setting forth the calculation of closing cash and closing net working capital which ultimately resulted in the final Merger consideration to be equal to $217.0 million, pursuant to the terms of the Merger Agreement. The cash consideration amounted to $199.2 million of which $198.6 million was paid on June 1, 2021 and the remaining amount was settled during the period ended September 30, 2021, including a working capital adjustment of $997,000. The common stock consideration was paid with the issuance to Vivial's former equity holders of a total of 1,600,000 shares of Kaleyra common stock at the $11.77 per share closing price of Kaleyra common stock on the date of issuance, equal to $18.8 million in value. In support of the consummation of the Merger, on February 18, 2021, Kaleyra entered into subscription agreements (the "PIPE Subscription Agreements") with certain institutional investors (the "PIPE Investors"), pursuant to which, among other things, Kaleyra agreed to issue and sell, in private placements to close immediately prior to the closing of the Merger, an aggregate of 8,400,000 shares of Kaleyra common stock to the PIPE Investors at $12.50 per share. Kaleyra also entered into convertible note subscription agreements (the "Convertible Note Subscription Agreements") with certain institutional investors (the "Convertible Note Investors"), pursuant to which Kaleyra agreed to issue and sell, in private placements to close immediately prior to the closing of the Merger, $200 million aggregate principal amount of unsecured convertible notes (the "Merger Convertible Notes").

On July 1, 2021, Kaleyra completed a company reorganization of the acquired business of mGage through the initial dissolution of the Delaware single member LLCs of Vivial Holdings, LLC, Vivial Networks, LLC, and the following merger of mGage, LLC into the surviving holding company, Vivial Inc., which subsequently changed its name into Kaleyra US Inc., as a result of the reorganization. As a result of the Merger, Kaleyra US Inc. became the holding company and one hundred percent (100%) owner of Kaleyra UK Limited - previously known as mGage Europe Ltd. (UK) and mGage SA de SV (Mexico).

On July 8, 2021, Kaleyra completed the acquisition of Bandyer Srl (“Bandyer”) for cash consideration of $15.4 million. Bandyer offers cloud-based audio/video communications services via Web Real-time Communication (“WebRTC”) technology to financial institutions, retail companies, utilities, industries, insurance companies, human resources, and digital healthcare organizations. Bandyer provides customers with programmable audio/video APIs and Software Development Kits (“SDKs”) based on WebRTC technology for a variety of uses, including Augmented Reality (“AR”) applications for smart glasses.

Effective August 31, 2021, the common stock of the Company ceased trading on the NYSE American and commenced trading on the NYSE under the ticker symbol “KLR”. Kaleyra’s warrants continue to trade on the NYSE American under the symbol “KLR WS”.

On October 11, 2021, Kaleyra Africa Ltd, a wholly owned subsidiary of Kaleyra Inc., was incorporated under the laws of South Africa with the registered office in Waterfall City, Gauteng. This newly established subsidiary is part of Kaleyra's broader strategic plan of expanding into emerging markets whereby South Africa will serve as Kaleyra's hub to enter the entire African market.

On November 15, 2021, pursuant to the provisions of the Merger Agreement, Kaleyra Dominicana, S.R.L., the ninety-nine percent (99%) direct owner of Kaleyra US Inc. and one percent (1%) direct owner of Kaleyra Inc., was incorporated under the laws of the Dominican Republic with the registered office in Santo Domingo. This newly established subsidiary is aimed to provide the Kaleyra group with back-office technology support and engage in product development and innovation.

On January 13, 2022, Kaleyra completed a company reorganization of the acquired business of Bandyer by means of the merger of the Italian legal entity of Bandyer into the holding company, Kaleyra S.p.A.. As a result of the merger, Bandyer ceased to exist as a separate legal entity and all its assets and liabilities have been incorporated under Kaleyra S.p.A. effective January 13, 2022.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying condensed consolidated financial statements of the Company are unaudited, and have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, this interim quarterly financial report does not include all disclosures required by US GAAP. In the opinion of the Company’s management, the unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, considered necessary to present fairly the financial position, results of operations and cash flows of the Company and its consolidated subsidiaries for all periods presented. The results of operations for the three and nine months ended September 30, 2022 are not necessarily indicative of the results to be expected in the future or for the full fiscal year. It is recommended that these condensed consolidated financial statements be read in conjunction with the Company’s consolidated financial statements and the notes thereto included in its 2021 Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on March 8, 2022.

These condensed consolidated financial statements have been prepared in conformity with US GAAP applicable for an “emerging growth company” as defined in the Jumpstart Our Business Startups Act (“JOBS Act”). The JOBS Act provides, in part, that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. In particular, an emerging growth company can delay the adoption of certain accounting standards until those standards would apply to private companies. For the purpose of these condensed consolidated financial statements, the Company availed itself of an extended transition period for complying with new or revised accounting standards and, as a result, did not adopt new or revised accounting standards on the relevant dates on which adoption of such standards is required for public companies.

Liquidity

The Company evaluated its ability to continue as a going concern. The Company has positive cash flows from operating activities for both the three and nine months ended September 30, 2022, mainly as the consequence of net working capital improvements The condensed consolidated balance sheet as of September 30, 2022 includes total current assets of $179.2 million and total current liabilities of $112.0 million, resulting in net current assets of $67.3 million and a short-term net financial position of $73.5 million.

Considering the typical financial cycle of the Company, the Company’s management believes that the Company’s cash and availability of borrowings will be sufficient to support its planned operations for at least the next 12 months from the date these condensed consolidated financial statements were issued.

Business seasonality

Historically, the Company has experienced clear seasonality in its revenue generation, with slower traction in the first calendar quarter, and increasing revenues as the year progresses. The Company typically experiences higher revenues in messaging and notification services during the fourth calendar quarter. This patterned revenue generation behavior takes place due to the Company's customers sending more messages to their end-user customers who are engaged in consumer transactions at the end of the calendar year, resulting in an increase in notifications related to electronic payments, credit card transactions and e-commerce orders.

Principles of Consolidation

The condensed consolidated financial statements include the Company and its wholly owned subsidiaries, including Kaleyra S.p.A., Solutions Infini, Kaleyra US Inc., Kaleyra UK Limited, Buc Mobile and Campaign Registry, which represent its major operations. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are used for, but not limited to, revenue recognition; allowance for doubtful accounts; valuation of the Company's stock-based awards; recoverability of goodwill, long-lived and intangible assets; capitalization and useful life of the Company's capitalized internal-use software development costs; fair value of acquired intangible assets and goodwill; accruals, including tax related provision and valuation allowance on deferred taxes. Estimates are based on historical experience and on various assumptions that the Company believes are reasonable under current circumstances. However, future events are subject to change and best estimates and judgments may require further adjustments; therefore, actual results could differ materially from those estimates. Management periodically evaluates such estimates and they are adjusted prospectively based upon such periodic evaluation. Actual results and outcomes may differ from management's estimates and assumptions due to risks and uncertainties, including uncertainty in the current economic environment due to the disruptive effects of global inflation, the continuing impact of the novel strain of the coronavirus ("COVID-19") and the armed conflict between Russia and Ukraine.

Concentration of Credit Risk

Financial instruments that potentially expose the Company to a concentration of credit risk consist primarily of cash and cash equivalents, restricted cash, short-term investments and trade receivables. The Company maintains its cash and cash equivalents, restricted cash and short-term investments with financial institutions that management believes are financially sound.

The Company sells its services to a wide variety of customers. If the financial condition or results of operations of any significant customers deteriorate substantially, the Company's operating results could be adversely affected. To reduce credit risk, management performs ongoing credit evaluations of the financial condition of significant customers. The Company maintains reserves for estimated credit losses on customer accounts when considered necessary. Actual credit losses may differ from the Company's estimates. In both the three and nine months ended September 30, 2022, there was no customer that individually accounted for more than 10% of the Company's consolidated total revenue. In the three and nine months ended September 30, 2021, Kaleyra had one and zero individual customer that accounted for more than 10% of Kaleyra's revenues, respectively. As of September 30, 2022 and December 31, 2021, zero and one individual customer, respectively, accounted for more than 10% of the Company's consolidated total trade receivables. Trade receivables accounted for by that one customer amounted to $9.6 million as of December 31, 2021.

Warrant Liability

The Company accounts for warrants for shares of the Company's common stock that are not indexed to its own stock as liabilities at fair value on the condensed consolidated balance sheets. The warrants are subject to remeasurement at each balance sheet date and any change in fair value is recognized in "Financial expense, net" on the condensed consolidated statements of operations. The liability is included in the condensed consolidated balance sheet line item "Other long-term liabilities". The Company will continue to adjust the liability for changes in fair value until the earlier of the exercise or expiration of the common stock warrants. At that time, the portion of the warrant liability related to the common stock warrants will be reclassified as additional paid-in capital.

Recent Accounting Pronouncements

In May 2021, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2021-04 "Earnings Per Share (Topic 260), Debt—Modifications and Extinguishments (Subtopic 470-50), Compensation— Stock Compensation (Topic 718), and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815- 40) Issuer's Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options" which clarifies and reduces diversity in an issuer's accounting for modifications or exchanges of freestanding equity-classified written call options (for example, warrants) that remain equity classified after modification or exchange. An entity should measure the effect of a modification or an exchange of a freestanding equity-classified written call option that remains equity classified after modification or exchange as follows: i) for a modification or an exchange that is a part of or directly related to a modification or an exchange of an existing debt instrument or line-of-credit or revolving-debt arrangements (hereinafter, referred to as a "debt" or "debt instrument"), as the difference between the fair value of the modified or exchanged written call option and the fair value of that written call option immediately before it is modified or exchanged; ii) for all other modifications or exchanges, as the excess, if any, of the fair value of the modified or exchanged written call option over the fair value of that written call option immediately before it is modified or exchanged. The amendments in this update are effective for all entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. An entity should apply the amendments prospectively to modifications or exchanges occurring on or after the effective date of the amendments. The Company adopted the amendments, and the adoption did not have a material impact on its condensed consolidated financial statements

In August 2020, the FASB issued ASU 2020-06 "Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40) Accounting for Convertible Instruments and Contracts in an Entity's Own Equity" which is aimed to address issues identified as a result of the complexity associated with applying generally accepted accounting principles for certain financial instruments with characteristics of liabilities and equity. In addressing the complexity, the FASB focused on amending the guidance on convertible instruments and the guidance on the derivatives scope exception for contracts in an entity's own equity. For convertible instruments, the Board decided to reduce the number of accounting models for convertible debt instruments and convertible preferred stock. Limiting the accounting models results in fewer embedded conversion features being separately recognized from the host contract as compared with current GAAP. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting and (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The Company adopted the amendments in this update as of the beginning of its annual fiscal year 2021, which resulted in the embedded conversion features of the Merger Convertible Note not being separately recognized from the host contract pursuant to their scope exception from derivative accounting under ASC 815-10-15-74(a). The interest make-whole payment feature provided by the Merger Convertible Note met the definition of a derivative but did not fall within the above scope exception, nonetheless its value was de minimis and as such no amount was recorded in the consolidated financial statements at the time of the issuance of the Merger Convertible Notes nor at any subsequent reporting date.

In June 2020, the FASB issued ASU 2020-05 "Revenue from Contracts with Customers (Topic 606) and Leases (Topic 842): Effective dates for certain entities" ("ASU 2020-05"), which provides a limited one year deferral of the effective dates of the following updates (including amendments issued after the issuance of the original update) to provide immediate, near-term relief for certain entities for whom these updates are either currently effective or imminently effective: i) ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("Revenue"); ii) ASU No. 2016-02, Leases (Topic 842) ("Leases"). The updates in ASU 2020-05 followed the updates to effective dates set forth within ASU 2019-10 "Financial Instruments – Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842): Effective Dates" ("ASU 2019-10"). The amendments in this ASU amended certain effective dates for the above ASU 2016-02, Leases (including amendments issued after the issuance of the original ASU). The effective dates for Leases after applying ASU 2019-10 were as follows: public business entities, excluding emerging growth companies and smaller reporting companies, for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. All other entities for fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021. In ASU 2019-10, the FASB noted that challenges associated with transition to a major update were often magnified for private companies and smaller public companies. Those challenges became significantly amplified by the business and capital market disruptions caused by the COVID-19 pandemic. For this reason, the FASB issued the amendments in ASU 2020-05 by deferring the effective date for one additional year for entities in the "all other" category that have not yet issued their financial statements (or made financial statements available for issuance) reflecting the adoption of Leases. Therefore, under the amendments of ASU 2020-05, Leases (Topic 842) is effective for entities within the "all other" category for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. Early application continues to be permitted, which means that an entity may choose to implement Leases before those deferred effective dates. The Company expects the adoption to have a material impact to the consolidated balance sheets for the recording of the "right-to-use" asset and corresponding lease liability. The Company plans to adopt ASC Topic 842 – Leases in its fiscal year ending December 31, 2022, by utilizing the modified retrospective transition approach, which will result in an estimated current period adjustment as of January 1, 2022 related to the recognition of a right-of-use asset and corresponding lease liability between $3.0 million and $4.0 million on its consolidated balance sheet.

In February 2020, the FASB issued ASU 2020-02 "Financial Instruments—Credit Losses (Topic 326) and Leases (Topic 842), Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 119 and Update to SEC Section on Effective Date Related to Accounting Standards Update No. 2016-02, Leases (Topic 842)". This ASU guidance is applicable upon a registrant's adoption of Accounting Standards Codification ("ASC") Topic 326. This ASU also adds a note to an SEC paragraph pursuant to the issuance of ASU 2019-10 and certain effective dates amended therein, as noted below.

On November 15, 2019, the FASB issued ASU 2019-10 “Financial Instruments—Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842): Effective Dates”. The amendments in ASU 2019-10 amend certain effective dates for the following major ASUs (including amendments issued after the issuance of the original ASU):

a) ASU 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (Credit Losses) (“ASU 2016-13”). The amendments in this ASU amend the mandatory effective dates for Credit Losses for all entities as follows: Public business entities that meet the definition of a SEC filer, excluding entities eligible to be smaller reporting companies, as defined by the SEC, at the time the ASU was issued, for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. All other entities for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early application continues to be allowed. The Company plans to adopt ASC Topic 326 – Credit Losses in its quarter ending March 31, 2023, by utilizing the Current Expected Credit Losses (CECL) financial model to measure impairment on financial assets, mainly referring to trade receivables.

b) ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities (Hedging). The effective dates for Hedging after applying this ASU are as follows: Public business entities for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. All other entities for fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021. The Company adopted the amendments in this update as of the beginning of its annual fiscal year 2021, and the adoption did not have a material impact on its condensed consolidated financial statements.

c) ASU 2016-02, Leases (Topic 842). The effective dates for Leases after applying ASU 2019-10 are as follows: public business entities, excluding emerging growth companies and smaller reporting companies, for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. All other entities for fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021. As noted above, the effective date of this ASU was delayed for one additional year following the issuance of ASU 2020-05.

In August 2018, the FASB issued ASU 2018-15, “Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract”. This standard aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The standard is effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. For all other entities, the amendments in this ASU are effective for annual reporting periods beginning after December 15, 2020, and interim periods within annual periods beginning after December 15, 2021. The Company adopted the amendments in this update as of the beginning of its annual fiscal year 2021, and the adoption did not have a material impact on its condensed consolidated financial statements.

In August 2018, the FASB issued ASU 2018-14, “Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20)”, which modifies the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. The amendments are effective for fiscal years ending after December 15, 2020 for public business entities and for fiscal years ending after December 15, 2021 for all other entities. The Company has already evaluated the impact of this standard and has concluded that its adoption will not have a material impact on its consolidated financial statements for the fiscal year ending December 31, 2022.

In January 2017, the FASB issued ASU 2017-04, “Simplifying the Test for Goodwill Impairment”, which removed the second step of the goodwill impairment test that requires a hypothetical purchase price allocation. A goodwill impairment is now the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The Company adopted the amendments in this update as of the beginning of its annual fiscal year 2021, and the adoption did not have a material impact on its condensed consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments”, which changes the impairment model for most financial assets. The new model uses a forward-looking expected loss method, which will generally result in earlier recognition of allowances for losses. In November 2018, the FASB issued ASU 2018-19, “Codification Improvements to Topic 326, Financial Instruments— Credit Losses”, which clarifies that receivables arising from operating leases are not within the scope of Topic 326, Financial Instruments—Credit Losses. Instead, impairment of receivables arising from operating leases should be accounted for in accordance with Topic 842, Leases. These ASUs are effective for public entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, and for other entities for fiscal years beginning after December 15, 2020 and interim periods within fiscal years beginning after December 15, 2021. As noted above, the effective date of this ASU was delayed for two years following the issuance of ASU 2019-10.

In February 2016, the FASB issued ASU 2016-02, “Leases”, which was further clarified by ASU 2018-10, “Codification Improvements to Topic 842, Leases”, and ASU 2018-11, “Leases—Targeted Improvements”, both issued in July 2018. ASU 2016-02 affects all entities that lease assets and will require lessees to recognize a lease liability and a right-of-use asset for all leases (except for short-term leases that have a duration of less than one year) as of the date on which the lessor makes the underlying asset available to the lessee. For lessors, accounting for leases is substantially the same as in prior periods. ASU 2018-10 clarifies or corrects unintended application of guidance related to ASU 2016-02. The amendment affects narrow aspects of ASU 2016-02 related to the implicit rate in the lease, impairment of the net investment in the lease, lessee reassessment of lease classification, lessor reassessment of lease term and purchase options, variable payments that depend on an index or rate and certain transition adjustments. ASU 2018-11 adds a transition option for all entities and a practical expedient only for lessors. The transition option allows entities to not apply the new lease standard in the comparative periods they present in their financial statements in the year of adoption. Under the transition option, entities can opt to continue to apply the legacy guidance in ASC 840, "Leases", including its disclosure requirements, in the comparative prior periods presented in the year they adopt the new lease standard. Entities that elect this transition option will still be required to adopt the new leases standard using the modified retrospective transition method required by the standard, but they will recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption rather than in the earliest period presented. The new standards are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years for a public business entity. For all other entities, the amendments in this ASU are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. As noted above, the effective date of this ASU was delayed for two years following the issuance of ASU 2019-10 as amended by ASU 2020-05.

3. BUSINESS COMBINATIONS

Acquisition of mGage

On June 1, 2021, the Company completed its Merger with Vivial and the resulting acquisition of the business owned by Vivial known as mGage, a leading global mobile messaging provider. The acquisition of mGage provided an opportunity for the Company to expand its network operator connections and become one of only four companies providing direct connectivity to all tier-1 US carriers.

Pursuant to the Merger Agreement dated as of February 18, 2021, by and among the Company, Merger Sub, Vivial and GSO Special Situations Master Fund LP, solely in its capacity as the Stockholder Representative, Vivial was merged with and into Merger Sub, with Vivial surviving as a wholly-owned subsidiary of the Company. The name of Vivial was changed to mGage Group Holdings, Inc. ("mGage Group Holdings") as a result of the Merger. Subsequently, on July 1, 2021, mGage Group Holdings changed its name to Kaleyra US Inc.

The Merger consideration consisted of cash consideration and common stock consideration and was subject to post-closing price adjustments as set forth in the Merger Agreement. On August 30, 2021, the Company prepared and delivered to the Stockholder Representative a written statement (the "Post-Closing Statement") setting forth the calculation of closing cash and closing net working capital which ultimately resulted in the final Merger consideration to be equal to $217.0 million, pursuant to the terms of the Merger Agreement. The original cash consideration amounted to $199.2 million of which $198.6 million was paid on June 1, 2021 and the remaining amount was settled through the period ended September 30, 2021, including a working capital adjustment of $997,000. The common stock consideration was paid with the issuance to Vivial's former equity holders of a total of 1,600,000 shares of Kaleyra common stock. The resulting value of the common stock consideration, which was based upon the $11.77 per share closing price of Kaleyra common stock as of June 1, 2021, was equal to $18.8 million and has been recognized as part of the consideration transferred.

The Merger was financed through (i) the proceeds from the issuance and sale by the Company, of an aggregate of 8,400,000 shares of Kaleyra common stock to PIPE Investors at $12.50 per share, pursuant to the subscription agreements dated February 18, 2021; and (ii) the proceeds from the issuance in a private placement, of $200 million aggregate principal amount of Merger Convertible Notes to certain institutional investors. See Note 9 – Notes Payable – for additional details on the Merger Convertible Notes.

The Merger was accounted for as a business combination and the total fair value of the consideration transferred of $217 million was allocated on a preliminary basis to the net tangible and intangible assets and liabilities based on their estimated fair values as of the acquisition date and the excess was recorded as goodwill. The Company evaluated certain assets, liabilities and tax estimates that were subject to change throughout the measurement period ended on June 1, 2022 (one year from the acquisition date).

During the three months ended September 30, 2021, Kaleyra redetermined the estimated fair value of certain identified finite-lived intangible assets, net of deferred tax liabilities and the resulting residual goodwill. The measurement period adjustment was recognized through a decrease of $8.9 million in the current period condensed consolidated balance sheet line item "Intangible assets, net" mostly relating to the acquired developed technology, a net decrease of $1.9 million in the current period condensed consolidated balance sheet line item "Deferred tax liability" and an increase of $5.9 million in the current period condensed consolidated balance sheet line item "Goodwill".

During the three months ended June 30, 2022, Kaleyra redetermined the value of deferred tax assets on loss carryforward following the filing of mGage Group Holding's pre-affiliation tax return and remeasured the tax effected values of its identified finite-lived intangible assets based upon the tax rates calculated in each domestic and foreign tax jurisdiction, including the UK. The measurement period adjustment was recognized through a net decrease of $5.1 million in the current period condensed consolidated balance sheet line item "Deferred tax assets", a decrease of $2.0 million in the current period condensed consolidated balance sheet line item “Deferred tax liability” and a net increase of $3.1 million in the current period condensed consolidated balance sheet line item “Goodwill”.

As referred to above, the measurement period adjustment also included a working capital adjustment of $997,000, pursuant to the terms of the Merger Agreement. The acquired entity’s results of operations have been included in the condensed consolidated financial statements of the Company from the date of acquisition.

The following table summarizes the fair value amount recognized for the assets acquired and liabilities assumed as of the acquisition date (in thousands):

Customer relationships (1)	$	76,256
Developed technology (1)		30,033
Trade names (1)		13,060
Deferred tax assets on loss carryforward		19,899
Goodwill (2)		89,391
Accounts receivable and other current assets		29,996
Property and equipment		8,450
Cash and cash equivalents		2,856
Total assets acquired		269,941
Deferred tax liabilities		30,242
Accounts payable and other current liabilities		22,665
Total liabilities assumed		52,907
Net assets acquired	$	217,034

(1) Identified finite-lived intangible assets. The estimated fair value of the intangible assets acquired was determined by the Company, which considered or relied in part upon a valuation report of a third-party expert. The Company used income approaches to estimate the fair values of the identifiable intangible assets. The estimated useful life is 7 to 9 years for customer relationships, 6 years for developed technology and 8 years for trade names.

(2) Goodwill is the excess of fair value of the consideration transferred over the fair value of identifiable tangible and intangible assets acquired and liabilities assumed and represents expected synergies of the combination of the acquired business. Goodwill is not deductible for income tax purposes.

In 2021, the Company incurred costs related to this acquisition of $5.5 million that were expensed in general and administrative expenses in the accompanying condensed consolidated statements of operations.

The contribution of Kaleyra US Inc. to the consolidated revenue and consolidated net loss for the three months ended September 30, 2022 was $26.8 million, and net loss of $8.2 million.

The contribution of Kaleyra US Inc. to the consolidated revenue and consolidated net loss for the nine months ended September 30, 2022 was $89.1 million, and net loss of $11.1 million.

Acquisition of Bandyer

On July 8, 2021, Kaleyra completed the acquisition of the entire share capital of Bandyer, a company based in Italy that offers cloud-based audio/video communications services to Italian financial institutions, retail companies, utilities, insurance, human resources and digital healthcare organizations (the “Bandyer Acquisition”). Bandyer’s services are suitable for different industries and completely compatible with any device and expand and complete Kaleyra’s already wide offering of communication channels.

The consideration for the Bandyer Acquisition consisted of cash consideration of $15.4 million (€13 million) of which $13.3 million (€11.5 million) was paid at the acquisition date and the remaining amount was retained in an escrow account. The acquisition of Bandyer was financed through the available financial resources of Kaleyra.

The Bandyer Acquisition was accounted for as a business combination and the total fair value of the consideration transferred of $15.4 million was allocated to the net tangible and intangible assets and liabilities based on their estimated fair values as of the acquisition date and the excess was recorded as goodwill. The Company evaluated certain assets, liabilities and tax estimates that were subject to change throughout the measurement period ended on July 8, 2022 (one year from the acquisition date).

During the three months ended March 31, 2022, and pursuant to the Bandyer purchase agreement, the above purchase consideration was decreased by $8,000, which is an amount equal to the sum of the acquisition date net debt and the portion of the acquisition date net working capital that was collected by December 31, 2021 (the “Price Adjustment”). The Price Adjustment favorable to Kaleyra was considered in the calculation of the final goodwill balance as of March 31, 2022.

During the three months ended March 31, 2022, Kaleyra adjusted the deferred tax liabilities arising from the acquired tangible and intangible assets and the resulting residual goodwill. The measurement period adjustment was recognized through an increase of $164,000 in the current period condensed consolidated balance sheet line item “Deferred tax liability” and a corresponding increase in the current period condensed consolidated balance sheet line item “Goodwill”.

The acquired entity’s results of operations have been included in the condensed consolidated financial statements of Kaleyra from the date of acquisition.

On January 13, 2022, Kaleyra completed a company reorganization of the acquired business of Bandyer by means of the merger of the Italian legal entity of Bandyer into the holding company, Kaleyra S.p.A.. As a result of the merger, Bandyer ceased to exist as a separate legal entity and all its assets and liabilities have been incorporated under Kaleyra S.p.A. effective January 1, 2022.

On April 4, 2022, following the above Price Adjustment and pursuant to the terms of the purchase agreement, Kaleyra paid an aggregate of $1.1 million (€1.0 million) out of the escrow account as remaining consideration for the Bandyer Acquisition. As of September 30, 2022 the resulting balance of the escrow account that was originally retained at the acquisition date amounted to $439,000 (€451,000).

The following table summarizes the fair value amount recognized for the assets acquired and liabilities assumed as of the acquisition date (in thousands):

Property and equipment, net	$	116
Developed technology (1)		7,999
Customer relationship (1)		1,798
Goodwill (2)		8,146
Cash and cash equivalents		349
Trade receivables and other current assets		671
Other non current assets		21
Total assets acquired		19,100
Deferred tax liabilities		2,616
Accounts payable and other current liabilities		986
Long term portion of employee benefit obligation		126
Current portion of bank and other borrowings		39
Total liabilities assumed		3,767
Net assets acquired	$	15,333

(1) Identified finite-lived intangible assets. The estimated fair value of the intangible assets acquired was determined by Kaleyra, which considered or relied in part upon a valuation report of a third-party expert. The Company used income approaches to estimate the fair values of the identifiable intangible assets. The estimated useful life is 8 years for customer relationships and 15 years for developed technology.

(2) Goodwill is the excess of fair value of the consideration transferred over the fair value of identifiable tangible and intangible assets acquired and liabilities assumed and represents expected synergies of the combination of the acquired business. Goodwill is not deductible for income tax purposes.

4. FAIR VALUE MEASUREMENTS

The following tables provide the assets and liabilities measured at fair value on a recurring basis as of September 30, 2022 and December 31, 2021 (in thousands):

	Fair Value Hierarchy as of September 30, 2022			Aggregate
	Level 1	Level 2	Level 3	Fair Value
Assets:				
Mutual funds (1)	$ 567	$ —	$ —	$ 567
Certificates of deposit (2)	—	57	—	57
Interest rate swap (3)	—	55	—	55
Total Assets	$ 567	$ 112	$ —	$ 679
Liabilities:				
Warrant liability (4)	$ —	$ 39	$ —	$ 39
Total Liabilities	$ —	$ 39	$ —	$ 39

(1) Included in the condensed consolidated balance sheet line item “Short-term investments”.

(2) Included in the condensed consolidated balance sheet line item “Short-term investments”, with maturity terms between4 and 12 months held in India.

(3) Included in the condensed consolidated balance sheet line item “Other long-term assets”.

(4) Included in the condensed consolidated balance sheet line item “Other long-term liabilities”. See Note 16 – Warrants – for further details.

	Fair Value Hierarchy as of December 31, 2021						Aggregate	
	Level 1		Level 2		Level 3		Fair Value	
Assets:								
Mutual funds (1)	$	602	$	—	$	—	$	602
Certificates of deposit (2)		—		5,634		—		5,634
Total Assets	$	602	$	5,634	$	—	$	6,236
Liabilities								
Interest rate swap (3)	$	—	$	35	$	—	$	35
Warrant liability (4)		—		889		—		889
Total Liabilities	$	—	$	924	$	—	$	924

(1) Included in the condensed consolidated balance sheet line item “Short-term investments”.

(2) Included in the condensed consolidated balance sheet line item “Short-term investments”, with maturity terms between4 and 12 months held in India.

(3) Included in the condensed consolidated balance sheet line item “Other long-term liabilities”.

(4) Included in the condensed consolidated balance sheet line item “Other long-term liabilities”. See Note 16 – Warrants – for further details.

The values of short-term investments as of September 30, 2022 and as of December 31, 2021 were as follows (in thousands):

	As of September 30, 2022								As of December 31, 2021							
	Cost		Unrealized Gains		Unrealized Losses		Fair Value		Cost		Unrealized Gains		Unrealized Losses		Fair Value	
Mutual funds	$	552	$	15	$	—	$	567	$	572	$	30	$	—	$	602
Certificates of deposit		55		—		—		55		5,634		—		—		5,634

There were no transfers into or out of Level 2 or Level 3 for the nine months ended September 30, 2022 and the year ended December 31, 2021.

5. DERIVATIVE FINANCIAL INSTRUMENTS

The gross notional amount of interest rate swap derivative contracts not designated as hedging instruments, outstanding as ofSeptember 30, 2022 and December 31, 2021, was €5.6 million ($5.5 million) and €5.8 million ($6.6 million), respectively.

The amount and location of the gains (losses) in the condensed consolidated statements of operations related to derivative contracts is as follows (in thousands):

Derivatives Not Designed As Hedging Instruments	Line Items	Three Months Ended September 30,				Nine Months Ended September 30,			
		2022		2021		2022		2021	
Interest rate swap	Financial income (expense), net	$	51	$	16	$	93	$	57

The following table presents the fair value and the location of derivative contracts reported in the condensed consolidated balance sheets (in thousands):

Derivatives Not Designed As Hedging Instruments	Line Items	As of September 30, 2022	As of December 31, 2021
Interest rate swap	Other long-term liabilities	$ —	$ (35)
Interest rate swap	Other long-term assets	57	—

6. GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill

Goodwill as of September 30, 2022 and December 31, 2021 was as follows (in thousands):

Balance as of December 31, 2021	$ 110,465
Purchase price adjustments in the period	3,160
Effect of exchange rate	(2,844)
Balance as of September 30, 2022	$ 110,781

Intangible assets, net

Intangible assets consisted of the following (in thousands):

	As of September 30, 2022			As of December 31, 2021		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Amortizable Intangible Assets:						
Developed technology	$ 38,942	$ 9,722	$ 29,220	$ 40,416	$ 5,393	$ 35,023
Customer relationships	85,375	15,421	69,954	86,792	8,597	78,195
Trade names	12,922	2,154	10,768	13,060	952	12,108
Patent	135	68	67	131	61	70
Total amortizable intangible assets	$ 137,374	$ 27,365	$ 110,009	$ 140,399	$ 15,003	$ 125,396

Amortization expense was $13.0 million and $6.4 million for the nine months ended September 30, 2022 and 2021, respectively.

Total estimated future amortization expense as of September 30, 2022 is as follows (in thousands):

	As of September 30, 2022
2022 (remaining three months)	$ 4,131
2023	16,457
2024	16,361
2025	16,291
2026	16,222
2027 and thereafter	40,547
Total	$ 110,009

As of September 30, 2022, the Company has evaluated the existence of impairment indicators that would indicate that the carrying amount of the amortizable intangible assets may not be recoverable concluding there are no impairment write-offs in the period.

7. OTHER ASSETS

Other current assets consisted of the following (in thousands):

	As of September 30, 2022	As of December 31, 2021
Receivables from suppliers	$ 616	$ 483
Credit for tax other than income tax	466	675
VAT receivables	379	—
Income tax receivables	193	1,195
Other receivables	312	246
Total other current assets	$ 1,966	$ 2,599

Other long-term assets consisted of the following (in thousands):

	As of September 30, 2022	As of December 31, 2021
Non-current income tax credit (advances and tax reduced at sources)	$ 1,319	$ 53
Interest rate swaps	57	—
Miscellaneous	364	346
Total other long-term assets	$ 1,740	$ 399

8. BANK AND OTHER BORROWINGS

As of September 30, 2022 and December 31, 2021, the current portion of bank and other borrowings amounts to $13.7 million and $15.8 million, respectively. As of September 30, 2022, this item was comprised of $10.5 million of the current portion of bank and other borrowings and $3.3 million of credit line facilities. As of December 31, 2021, this item was comprised of $10.5 million of the current portion of bank and other borrowings and $5.3 million of credit line facilities.

Credit line facilities

As of September 30, 2022, the Company had credit line facilities denominated in Euro for a total amount of $4.9 million, of which $3.3 million had been used. As of December 31, 2021, the Company had credit line facilities denominated in Euro for $6.7 million, of which $5.3 million had been used.

The credit lines denominated in Euro may be drawn upon at variable interest rates in the following range: 0.5% - 2.2%. The weighted average interest rate on those credit line facilities outstanding as of September 30, 2022 was 1.15%.

Long-term bank and other borrowings

Long-term bank and other borrowings consist of the following (in thousands):

	As of September 30, 2022	As of December 31, 2021	Maturity	Interest Contractual Rate as of September 30, 2022	Interest Nominal Rate As of September 30, 2022	Interest Nominal Rate As of December 31, 2021
UniCredit S.p.A. (Line A Tranche 1)	$ 1,151	$ 2,330	July 2023	Euribor 3 months + 3.10%	2.80 %	2.80 %
UniCredit S.p.A. (Line A Tranche 2)	61	113	November 2023	Euribor 3 months + 3.10%	2.80 %	2.80 %
UniCredit S.p.A. (Line B)	1,413	2,337	May 2024	Euribor 3 months + 2.90%	2.60 %	2.60 %
UniCredit S.p.A. (Line C)	917	1,833	August 2023	Euribor 3 months + 3.90%	5.07 %	3.33 %
Intesa Sanpaolo S.p.A. (Line 1)	—	290	April 2022	Euribor 3 months + 2.30%	—	1.73 %
Intesa Sanpaolo S.p.A. (Line 2)	1,759	2,872	April 2024	Euribor 3 months + 3.10%	4.27 %	2.53 %
Intesa Sanpaolo S.p.A. (Line 3)	7,276	8,961	June 2026	Euribor 3 months + 2.15%	3.32 %	1.58 %
Intesa Sanpaolo S.p.A. (Line 4)	4,349	5,927	July 2026	Euribor 3 months + 2.20%	3.37 %	1.63 %
Monte dei Paschi di Siena S.p.A. (Line 1)	—	76	April 2022	0.95 %	—	0.95 %
Monte dei Paschi di Siena S.p.A. (Line 2)	652	1,132	June 2023	1.50 %	1.50 %	1.50 %
Banco BPM S.p.A. (Line 1)	259	593	June 2023	Euribor 3 months + 2.00%	2.00 %	2.00 %
Banco BPM S.p.A. (Line 3)	3,182	5,014	September 2024	Euribor 3 months + 3.00%	4.17 %	2.43 %
Banco BPM S.p.A. (Line 4)	2,417	—	July 2025	Euribor 3 months + 1.95%	3.12 %	—
Simest 1	122	189	December 2023	0.50 %	0.50 %	0.50 %
Simest 2	122	188	December 2023	0.50 %	0.50 %	0.50 %
Simest 3	223	345	December 2023	0.50 %	0.50 %	0.50 %
Simest 4	1,053	1,218	April 2027	0.50 %	0.50 %	0.50 %
Total bank and other borrowings	24,956	33,418				
Less: current portion	10,468	10,508				
Total long-term portion	$ 14,488	$ 22,910				

All bank and other borrowings are unsecured borrowings of the Company.

On February 23, 2021, the Company entered into an amendment to the existing unsecured loan agreement with Intesa Sanpaolo S.p.A. (the "Intesa Sanpaolo S.p.A. – Line 1") and an amendment to the existing unsecured loan agreement with Intesa Sanpaolo S.p.A. (the "Intesa Sanpaolo S.p.A. – Line 2"). The amendments each provide that certain financial covenants be amended, in particular as they relate to the previously agreed net financial position/equity ratio and the net financial position/gross operating income ratio. Upon the approval of the audited statutory financial statements of Kaleyra S.p.A. for the year ended December 31, 2020 in June 2021, the calculated net financial position/gross operating income ratio failed to comply with the amended terms of the unsecured loan agreement with Intesa Sanpaolo S.p.A. As a result of such failure, Intesa Sanpaolo S.p.A. was entitled to raise the interest rate bearing on the existing financing agreements of Intesa Sanpaolo S.p.A. by fifty (50) bps. No principal amount was subject to early reimbursement under the amended terms of the loan agreement. On August 3, 2021, the Company was notified by Intesa Sanpaolo S.p.A. of their resolution to apply the incremental fifty (50) bps to the interest rate bearing on future payments of interest. In the audited fiscal year ended December 31, 2021, Kaleyra successfully complied with financial covenants in place with Intesa Sanpaolo S.p.A..

On March 9, 2021 and March 10, 2021, respectively, Kaleyra S.p.A. received the approval by UniCredit to postpone repayment of the principal amounts due under the existing Line A Tranche (2), Line B and Line C of the long-term financing agreements with UniCredit S.p.A. for a period of six (6) months starting from March 1, 2021 until August 31, 2021, and under Line A Tranche (1) of the long-term financing agreement with UniCredit S.p.A. starting from February 1, 2021 until July 31, 2021. Consequently, the repayment schedule under all financing agreements mentioned above was extended for the period equal to that of the six (6) month suspension period.

On April 15, 2021, Kaleyra S.p.A. and Banco Popolare di Milano S.p.A. entered into an agreement to postpone repayment of the principal amounts due under the existing Line 3 of the long-term unsecured financing agreement for a period of six (6) months starting from March 31, 2021 until September 30, 2021, without prejudice to Kaleyra S.p.A.'s obligations to continue to pay interest in relation to the principal amount at the original due dates.

On April 15, 2021, the Company entered into a general unsecured loan agreement with Simest S.p.A for a total of $3.6 million (€3.0 million at the April 15, 2021 exchange rate) relating to the Fund 394/81 (the "Simest Financing") and Fund for Integrated Promotion (the "Co-financing") for implementation of a program to break into foreign markets. The principal amount of $3.1 million (€2.6 million at the April 15, 2021 exchange rate) applies to the Simest Financing. The Simest Financing bears a subsidized interest rate of 0.055% and a reference interest rate of 0.55%. The loan has a duration of six (6) years starting from the date of disbursement and is to be repaid in half-yearly installments starting after a two-year pre-amortization period. The principal amount of $505,000 (€422,000 at the April 15, 2021 exchange rate) of the financing applies to the Co-financing and was granted in accordance with Section 3.1 of the Temporary Framework for State aid measures to support the economy in the current COVID-19 outbreak of the European Commission, and as such is non-refundable as long as the funds are used for the purposes stated within the Framework.

On September 15, 2021, the principal amount of $1.3 million (€1.1 million at the September 15, 2021 exchange rate) and $208,000 (€176,000 at the September 15, 2021 exchange rate) relating to the first installment of the Simest Financing and Co-financing, respectively, was disbursed to the Company pursuant to the terms of the loan agreement with Simest S.p.A..

On July 28, 2022, the Company entered into a new unsecured loan agreement with Banco Popolare di Milano S.p.A. for a total principal amount of $2.5 million (€2.5 million at the July 28, 2022 exchange rate) with a duration of 36 months and bearing interest rate equal to Euribor 3 months + 1.95%.

As of September 30, 2022, all of the available long-term facilities were drawn in full except for the Simest Financing as described above.

Interest expense on bank and other borrowings was $143,000 and $172,000 for the three months ended September 30, 2022 and 2021, respectively.

Interest expense on bank and other borrowings was $432,000 and $542,000 for the nine months ended September 30, 2022 and 2021, respectively.

As of September 30, 2022, the Company is obliged to make payments as follows (in thousands):

	As of September 30, 2022
2022 (remaining three months)	$ 2,795
2023	9,742
2024	6,302
2025	3,874
2026	2,112
2027 and thereafter	131
Total	$ 24,956

9. NOTES PAYABLE

Notes payable – Other

On April 16, 2020, the Company entered into a Settlement Agreement and Release (the "Settlement Agreement") with its Business Combination financial advisory service firms, Cowen and Company, LLC ("Cowen") and Chardan Capital Markets, LLC, ("Chardan" and, collectively, the "Service Firms"), pursuant to which it agreed to pay an affiliate of Cowen, Cowen Investments II LLC ("Cowen Investments"), and Chardan, in full satisfaction of all amounts owed to the Service Firms as of December 31, 2019, $5.4 million in the aggregate, as follows: (i) $2.7 million in the aggregate in common stock of the Company (the "Settlement Shares") to be issued the business day prior to the filing of a resale registration statement for such Settlement Shares (the "Bank Resale Registration Statement"), (ii) convertible notes totaling $2.7 million in the aggregate with a maturity date three years after issuance and bearing interest at five percent (5%) per annum (but with lower interest rates if the notes are repaid earlier than one year or two years after issuance) and with interest paid in arrears to the payee on March 15, June 15, September 15 and December 15 of each year, with such convertible notes to also be issued the business day prior to the filing of the Resale Registration Statement and (iii) in the event that the Beneficial Ownership Limitation (as defined below) would otherwise be exceeded upon delivery of the Settlement Shares above, a warrant agreement also to be entered into with and issued to the Services Firms the business day prior to the filing of the Resale Registration Statement, whereby the amount of common stock of the Company by which the Beneficial Ownership Limitation would otherwise have been exceeded upon delivery of the Settlement Shares will be substituted for by warrants with an exercise price of $0.01 per share issued pursuant to a Warrant Agreement (the "Warrant Agreement") and the common stock underlying the Warrant Agreement (the "Warrant Shares"). The Beneficial Ownership Limitation shall initially be 4.99% of the number of shares of the common stock outstanding of the Company immediately after giving effect to the issuance of these shares of common stock. The number of Settlement Shares was calculated using as the price per Settlement Share an amount equal to a fifteen percent (15%) discount to the ten-day (10-day) trailing dollar volume-weighted average price for the common stock of the Company on the NYSE American LLC stock exchange (the "VWAP") on the business day immediately prior to the date on which the Company filed the Resale Registration Statement. In addition, the price per share for determining the number of shares of common stock of the Company to be issued upon the conversion of the convertible notes is a five percent (5%) premium to the ten-day (10-day) trailing VWAP as of the date immediately prior to the issuance date of the convertible notes, rounded down to the nearest whole number.

On May 1, 2020, in connection with the Settlement Agreement, the Company issued: (i) an aggregate of 440,595 Settlement Shares to Cowen Investments and Chardan, consisting of 374,506 Settlement Shares issued to Cowen Investments, and 66,089 Settlement Shares issued to Chardan, which resulted in a $0.2 million loss on settlement on the issuance date of May 1, 2020; and (ii) convertible promissory notes in the aggregate principal amount of $2.7 million to Cowen Investments and Chardan, consisting of a convertible promissory note in the principal amount of $2.3 million issued to Cowen Investments (the "Cowen Note") and a convertible promissory note in the principal amount of $405,000 issued to Chardan (the "Chardan Note"). The unpaid principal of the Cowen Note was convertible at the option of Cowen Investments into 303,171 shares of common stock of the Company, if there was no principal reduction, and the unpaid principal of the Chardan Note was convertible at the option of Chardan into 53,501 shares of common stock of the Company, if there was no principal reduction. As the Beneficial Ownership Limitation was not triggered by the issuance of the Settlement Shares, no Warrant Agreement was necessary and no warrants were issued.

On February 4, 2021, Cowen Investments elected to convert the outstanding amount of the Cowen Note into 303,171 shares of common stock pursuant to the terms of the Cowen Note, and as a result the Company has no further obligations with respect to the Cowen Note.

As of September 30, 2022, the outstanding amount of the Chardan Note was $405,000 and accrued interest was $49,000. This note payable is included in "Current portion of notes payable" and the accrued interest payable is included in "Other current liabilities" in the accompanying condensed consolidated balance sheets.

Merger Convertible Notes

On February 18, 2021, in support of the consummation of the Merger, Kaleyra entered into Convertible Note Subscription Agreements, each dated February 18, 2021, with the Convertible Note Investors. On June 1, 2021, the Company issued the Merger Convertible Notes with an aggregate principal amount of $200 million. The Company incurred $11.4 million of issuance costs as a result of the issuance of the Merger Convertible Notes.

In connection with the issuance of the Merger Convertible Notes pursuant to the terms of the Convertible Note Subscription Agreements, the Company entered into an indenture (the "Indenture") with Wilmington Trust, National Association, a national banking association, in its capacity as trustee thereunder, in respect of the $200 million of Merger Convertible Notes that were issued to the Convertible Note Investors.

The Merger Convertible Notes bear interest at a rate of 6.125% per annum, payable semi-annually, in arrears on each June 1 and December 1 of each year, commencing on December 1, 2021, to holders of record at the close of business on the preceding May 15 and November 15, respectively. The Merger Convertible Notes are convertible into 11,851,852 shares of Kaleyra common stock at a conversion price of $16.875 per share of Kaleyra common stock in accordance with the terms of the Indenture, and mature five years after their issuance. The Company may, at its election, force conversion of the Merger Convertible Notes after (i) the first anniversary of the issuance of the Merger Convertible Notes, subject to a holder's prior right to convert, if the last reported sale price of the Kaleyra common stock exceeds 150% of the conversion price for at least 20 trading days during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter and (ii) the second anniversary of the issuance of the Merger Convertible Notes, subject to a holder's prior right to convert, if the last reported sale price of the Kaleyra common stock exceeds 130% of the conversion price for at least 20 trading days during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter. Following certain corporate events that occur prior to the maturity date or if the Company forces a mandatory conversion, the Company will, in certain circumstances, increase the conversion rate for a holder who elects to convert its Merger Convertible Notes in connection with such a corporate event or has its Merger Convertible Notes mandatorily converted, as the case may be. In addition, in the event that a holder of the Merger Convertible Notes elects to convert its Merger Convertible Notes prior to the third anniversary of the issuance of the Merger Convertible Notes, the Company will be obligated to pay an amount equal to twelve months of interest, or if on or after such third anniversary of the issuance of the Merger Convertible Notes, any remaining amounts that would be owed to, but excluding, the fourth anniversary of the issuance of the Merger Convertible Notes (the “Interest Make-Whole Payment”). The Interest Make-Whole Payment will be payable in cash or shares of Kaleyra common stock as set forth in the Indenture.

Upon the issuance of the Merger Convertible Notes, management made the assessment whether the convertible instrument contained embedded conversion features for bifurcation and concluded that such embedded conversion features met the definition of a derivative but qualified for the scope exception under ASC 815-10-15-74(a) as they are indexed to the Company’s stock and qualify for classification within stockholders’ equity. Management determined that the Interest Make-Whole Payment met the definition of a derivative, but the value was de minimis and as such no amount was recorded at the time of the issuance of the Merger Convertible Notes nor at any subsequent reporting date. Management will continue to monitor the valuation of the Interest Make-Whole Payment provision and assess the need to record a liability in future periods.

As of September 30, 2022, the outstanding amount of the Merger Convertible Notes was $191.2 million, net of issuance costs. During the three and nine months ended September 30, 2022, contractual interest expense amounted to $3.1 million and $9.2 million, respectively, and amortization of the debt issuance costs amounted to $507,000 and $1.5 million, respectively. The liability is included in the condensed consolidated balance sheet line item “Long-term portion of notes payable” and the interest expense is included in “Financial expense, net” on the condensed consolidated statements of operations.

10. ACCUMULATED OTHER COMPREHENSIVE LOSS

The accumulated balances related to each component of accumulated other comprehensive loss are as follows (in thousands):

	Cumulative Foreign Currency Translation Adjustment	Cumulative Net Unrealized Gain (Loss) on Marketable Securities, Net of Tax	Accumulated Other Comprehensive Income (Loss)
As of December 31, 2021	$ (2,046)	$ 36	$ (2,010)
Other comprehensive income (loss)	(634)	5	(629)
As of March 31, 2022	$ (2,680)	$ 41	$ (2,639)
Other comprehensive income (loss)	(1,900)	4	(1,896)
As of June 30, 2022	$ (4,580)	$ 45	$ (4,535)
Other comprehensive income (loss)	(1,150)	6	(1,144)
As of September 30, 2022	$ (5,730)	$ 51	$ (5,679)

	Cumulative Foreign Currency Translation Adjustment	Cumulative Net Unrealized Gain (Loss) on Marketable Securities, Net of Tax	Accumulated Other Comprehensive Income (Loss)
As of December 31, 2020	$ (2,836)	$ 10	$ (2,826)
Other comprehensive income (loss)	1,105	(4)	1,101
As of March 31, 2021	$ (1,731)	$ 6	$ (1,725)
Other comprehensive income (loss)	(602)	23	(579)
As of June 30, 2021	$ (2,333)	$ 29	$ (2,304)
Other comprehensive income (loss)	16	(4)	12
As of September 30, 2021	$ (2,317)	$ 25	$ (2,292)

11. OTHER CURRENT AND LONG-TERM LIABILITIES

Other current liabilities consisted of the following (in thousands):

	As of September 30, 2022	As of December 31, 2021
Accrued contractual interest on Merger Convertible Notes	$ 4,061	$ 1,024
Liabilities for tax other than income tax	975	1,210
Social security liabilities	343	522
Current tax liabilities	632	945
Accrued financial interest	84	139
Capital leases	47	65
VAT payables	—	476
Other miscellaneous	2,936	3,893
Total other current liabilities	$ 9,078	$ 8,274

Other long-term liabilities consisted of the following (in thousands):

	As of September 30, 2022	As of December 31, 2021
Warrant liability	$ 39	$ 889
Capital leases	76	129
Interest rate swaps	—	35
Other miscellaneous	670	787
Total other long-term liabilities	$ 785	$ 1,840

12. GEOGRAPHIC INFORMATION

Revenue by geographic area is determined on the basis of the location of the customer, unless the delivery location is triggered by concentration criteria. The Company generates its revenue primarily in the United States, India and Italy. The following table sets forth revenue by geographic area for the three and nine months ended September 30, 2022 and 2021 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
United States	$ 35,933	$ 25,305	$ 87,970	$ 41,397
India	15,834	21,969	56,596	47,282
Italy	16,162	20,547	49,317	55,798
Europe (excluding Italy)	6,983	1,712	19,907	4,969
South America	1,237	9,214	12,795	11,666
Rest of the world	7,767	5,278	18,921	16,619
Total	$ 83,916	$ 84,025	$ 245,506	$ 177,731

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
United States	42.7 %	30.1 %	35.8 %	23.3 %
India	18.9 %	26.1 %	23.1 %	26.6 %
Italy	19.3 %	24.5 %	20.1 %	31.4 %
Europe (excluding Italy)	8.3 %	2.0 %	8.1 %	2.8 %
South America	1.5 %	11.0 %	5.2 %	6.6 %
Rest of the world	9.3 %	6.3 %	7.7 %	9.3 %

As of September 30, 2022, the majority of the Company's long-lived assets are located in United States.The following table sets forth long-lived assets by geographic area as of September 30, 2022 and December 31, 2021 (in thousands):

	As of September 30, 2022	As of December 31, 2021
United States	$ 10,712	$ 10,027
India	5,173	3,778
Italy	4,501	4,391
Rest of the world	721	615
Total	$ 21,107	$ 18,811

	As of September 30, 2022	As of December 31, 2021
United States	50.8 %	53.3 %
India	24.5 %	20.1 %
Italy	21.3 %	23.3 %
Rest of the world	3.4 %	3.3 %

13. COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company entered into various operating lease agreements that expire over various years in the next seven years. The Company's Milan office lease contains an option to renew the lease for six years under terms and conditions set forth in the lease agreement. Certain of the Company's leases contain provisions for rental adjustments. Operating lease rentals are expensed on a straight-line basis over the life of the lease beginning on the date the Company takes possession of the property. Rent expense was $413,000 and $426,000 for the three months ended September 30, 2022 and 2021, respectively. Rent expense was $1.2 million and $867,000 for the nine months ended September 30, 2022 and 2021, respectively.

Future minimum lease payments under leasing obligations as of September 30, 2022 are as follows (in thousands):

	As of September 30, 2022		
	Operating Leases	Capital Leases	Total
2022 (remaining three months)	$ 399	$ 13	$ 412
2023	985	52	1,037
2024	740	52	792
2025	688	15	703
2026	475	—	475
2027 and thereafter	751	—	751
Total minimum lease payments	$ 4,038	$ 132	$ 4,170

Future minimum lease payment under capital leases as of September 30, 2022 consisted of the following (in thousands):

	As of September 30, 2022
	Capital Leases
Total payments	$ 132
Less: interest portion	9
Net capital lease obligation	$ 123
Less: current portion	47
Long term portion	$ 76

The current and long-term portion of the future minimum lease payments under capital lease are included in the condensed consolidated balance sheet line item "Other current liabilities" and "Other long-term liabilities", respectively.

Contingencies

As of September 30, 2022, the Company had contingent liabilities of $115,000, relating to a tax appeal of Solutions Infini for which no provision was recognized as its occurrence was deemed remote.

14. RESTRICTED STOCK UNITS (RSUs)

The following table sets forth the activity related to the number of outstanding RSUs for the nine months ended September 30, 2022:

	Number of shares	Weighted-average grant date fair value (per share)
Non-vested as of December 31, 2021	4,374,021	$ 10.33
Vested	(2,998,228)	$ 7.59
Granted	3,003,636	$ 5.57
Cancelled	(326,658)	$ 9.47
Non-vested as of September 30, 2022	4,052,771	$ 8.89

RSUs compensation expense for the three and nine months ended September 30, 2022 was $4.5 million and $19.7 million, respectively, which was recorded as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Research and development	$ 779	$ 1,311	$ 3,401	$ 3,088
Sales and marketing	536	518	2,481	1,906
General and administrative	3,142	3,991	13,824	10,096
Total	$ 4,457	$ 5,820	$ 19,706	$ 15,090

As of September 30, 2022, there was $16.5 million of unrecognized compensation cost related to non-vested RSUs to be recognized over a weighted-average remaining period of 1.40 years.

15. INCOME TAXES

The tax expense and the effective tax rate resulting from operations were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Loss before income taxes	$ (11,050)	$ (11,093)	$ (39,463)	$ (33,312)
Income tax expense (benefit)	624	766	1,220	(6,608)
Effective tax rate	(5.65%)	(6.91%)	(3.09%)	19.84%

The decrease in the effective tax rate for the three and nine months ended September 30, 2022, as compared to three and nine months ended September 30, 2021, was mainly driven by the effects of ASC 805 purchase accounting in the prior year.

The Company's recorded effective tax rate is less than the U.S. statutory rate primarily due to the valuation allowance caused by a reduction in deferred tax liabilities, current tax expense in tax jurisdictions that provide for a valuation allowance, and foreign tax rate differentials from the U.S. domestic statutory tax rate.

The Company currently has valuation allowances recorded against its deductible temporary differences and net operating loss carryforwards in certain jurisdictions where the non-realizability of such deferred tax assets is concluded to be more likely than not. Each quarter, the Company evaluates all available evidence to assess the recoverability of its deferred tax assets in each jurisdiction, including significant events and transactions, both positive and negative, and the reversal of taxable temporary differences and forecasted earnings. As a result of the Company's analysis, management concluded that it is more likely than not that a portion of its deferred tax assets will not be realized. Therefore, the Company continues to provide a valuation allowance against its deferred tax assets in certain jurisdictions. The Company continues to monitor available evidence and may reverse some or all of its remaining valuation allowance in future periods, if appropriate.

As of January 1, 2022, new tax regulations are in place in the US. In order to fully comply with these new requirements, research and development expenses can no longer be deducted when incurred but instead they will be capitalized only for tax purposes and will be amortized over a five or fifteen-year period. The amount to be capitalized for tax purposes will be determined as part of the annual tax provision calculation.

On August 16, 2022, the Inflation Reduction Act of 2022 (the "Act") was signed into law. Many of the provisions are not expected to impact the Company. However, to the extent there are transactions classified as stock buybacks, the Company will assess, as part of the annual tax provision calculation, whether the new excise tax will impact any potential future transactions.

16. WARRANTS

The Company's warrants are only exercisable for whole shares at $11.50 per share. Under the terms of the warrant agreement dated December 12, 2017 (the "Warrant Agreement"), the Company agreed to use its best efforts to file a new registration statement following the completion of the Business Combination, for the registration of the shares of common stock issuable upon exercise of the warrants. That registration statement was filed by the Company on May 4, 2020 and declared effective by the SEC on May 8, 2020. No fractional shares are issuable upon exercise of the warrants. If, upon exercise of the warrants, a holder would be entitled to receive a fractional interest in a share, the Company will, upon exercise, round down to the nearest whole number for the number of shares of common stock to be issued to the warrant holder. Each warrant became exercisable 30 days after the completion of the Business Combination and will expire five years after the completion of the Business Combination or earlier upon redemption or liquidation. Once the warrants became exercisable, the Company could redeem the outstanding warrants in whole and not in part at a price of $0.01 per warrant upon a minimum of 30 days' prior written notice of redemption, only in the event that the last sale price of the Company's shares of common stock equals or exceeds $18.00 per share for any 20 trading days within the 30-trading day period ending on the third trading day before the Company sends the notice of redemption to the warrant holders.

On April 12, 2021, the SEC issued a SEC Staff Statement on "Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies ("SPACs") (the "SEC Staff Statement"). The SEC Staff Statement addresses certain accounting and reporting considerations related to warrants of a kind similar to those issued by the Company at the time of its initial public offering in December 2019. Based on ASC 815-40, "Contracts in Entity's Own Equity", warrant instruments that do not meet the criteria to be considered indexed to an entity's own stock shall be initially classified as liabilities at their estimated fair values. In periods subsequent to issuance, changes in the estimated fair value of the derivative instruments should be reported in the consolidated statements of operations. Following the SEC Staff Statement, management evaluated the fact pattern set forth within the Company's Warrant Agreement and concluded that the warrants issued in connection with private placements that occurred in December 2017 and January 2018 concurrently with its initial public offering (the "Private Placement Warrants") should have been recorded as a liability at fair value as the Private Placement Warrants were not considered to be indexed to the entity's own stock. Because the transfer of Private Placement Warrants to anyone other than the initial purchasers or their permitted transferees would result in the Private Placement Warrants having substantially the same terms as warrants issued in the Company's initial public offering, management determined that the fair value of each Private Placement Warrant approximated the fair value of its publicly traded warrants.

Management analyzed the impact of this error on the Company's prior consolidated financial statements beginning from the date when the Private Placement Warrants were issued and concluded that the adjustments were immaterial to any period presented in previously issued consolidated financial statements and corrected this error in the three months ended March 31, 2021.

During the three and nine months ended September 30, 2022, the Company recorded interest income equal to $39,000 and $850,000, respectively, in the condensed consolidated statements of operation line item "Financial expense, net" for the change in fair value of the Private Placement Warrants.

On August 24, 2021, the Company entered into Warrant Repurchase Agreements with certain holders to repurchase warrants held by these holders for the purchase of an aggregate amount of 1,684,470 shares of the Company's common stock. The warrants were initially issued by the Company in its initial public offering on December 7, 2017. Pursuant to the Warrant Repurchase Agreements, on August 27, 2021, the Company paid $3.25 per underlying share of common stock to repurchase these warrants, at an aggregate purchase price of $5.5 million for the surrender and cancellation of these warrants held by such holders.

As of September 30, 2022, there were 5,440,662 warrants outstanding.

17. NET LOSS PER SHARE

The following table sets forth the calculation of basic and diluted net loss per share during the period presented (in thousands, except share and per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net loss	$ (11,674)	$ (11,859)	$ (40,683)	$ (26,704)
Weighted average shares used to compute net loss per common share, basic and diluted	44,650,611	41,554,876	43,436,329	35,404,231
Net loss per common share, basic and diluted	$ (0.26)	$ (0.29)	$ (0.94)	$ (0.75)

The Company generated a net loss for each of the three and nine months ended September 30, 2022 and 2021. Accordingly, the effect of dilutive securities is not considered in the net loss per share for such periods because their effect would be anti-dilutive on the net loss per share.

For the three months ended September 30, 2022, the weighted average number of outstanding shares of common stock equivalents, which were excluded from the calculation of the diluted net loss per share as their effect would be anti-dilutive, was 9,982,104, and 10,827,900 for the three months ended September 30, 2021.

For the nine months ended September 30, 2022, the weighted average number of outstanding shares of common stock equivalents, which were excluded from the calculation of the diluted net loss per share as their effect would be anti-dilutive, was 10,058,289, and 11,395,380 for the nine months ended September 30, 2021.

18. TRANSACTIONS WITH RELATED PARTIES

During the three and nine months ended September 30, 2022 and 2021, related party transactions, other than compensation and similar arrangements in the ordinary course of business, were as follows:

i. Legal services rendered by a partner of Studio Legale Chiomenti, a family member of a key manager of the Company. Costs incurred by the Company for the above services were zero and $12,000, respectively, in the three and nine months ended September 30, 2022 (zero and $80,000, respectively, in the three and nine months ended September 30, 2021);

ii. Alessandra Levy, the spouse of the Company's Chief Executive Officer, Dario Calogero, is an employee within the marketing team of Kaleyra S.p.A. Ms. Levy received salary and benefits in the amount of $45,000 and $158,000, respectively, for the three and nine months ended September 30, 2022 ($58,000 and $182,000, respectively, in the three and nine months ended September 30, 2021); and

iii. Pietro Calogero, the son of the Company's Chief Executive Officer, Dario Calogero, is an employee within the research and development team of Kaleyra S.p.A. Mr. Pietro Calogero received salary and benefits in the amount of $10,000 and $38,000, respectively, for the three and nine months ended September 30, 2022 ($18,000 and $42,000, respectively, in the three and nine months ended September 30, 2021).

The following table presents the expenses for transactions with related parties reported in the condensed consolidated statements of operations (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Research and development	$ 10	$ 18	$ 38	$ 42
Sales and marketing	45	58	158	182
General and administrative	—	—	12	80
Financial expense, net	—	—	—	63

19. REVENUE

Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to customers using the Company's Platforms in an amount that reflects the consideration Kaleyra expects to receive in exchange for those products or services. Kaleyra enters into contracts that can include various combinations of products and services, which are generally not capable of being distinct and are therefore accounted for as a series of distinct services under a single performance obligation in accordance with ASC 606-10-25-14 and ASC 606-10-25-15.

Revenue is recognized net of allowances for any credits and any taxes collected from customers, which are subsequently remitted to governmental authorities.

Kaleyra determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

No significant judgments are required in determining whether products and services are considered distinct performance obligations and should be accounted for separately versus together, or to determine the stand-alone selling price.

Kaleyra's arrangements do not contain general rights of return. The contracts do not provide customers with the right to take possession of the software supporting the applications. Amounts that have been invoiced are recorded in trade receivables and in revenue or deferred revenue depending on whether the revenue recognition criteria have been met.

Nature of Products and Services

Kaleyra's revenue is primarily derived from usage-based fees earned from the sale of communications services offered through access to the Company's Platforms typically to large enterprises as well as medium-sized customers.

Revenue is recognized upon the sending of a SMS, a voice pulse (a measurement unit of call duration, typically of thirty or sixty seconds), a license attributed to a user for the platform usage, message or by the authentication of a financial transaction of an end-user of the Company's customer using the Company's Platforms in an amount that reflects the consideration the Company expects to receive in exchange for those services which is generally based upon agreed fixed prices per unit.

Platforms access services are considered a monthly series comprised of one performance obligation and usage-based fees are recognized as revenue in the period in which the usage occurs. After usage occurs, there are no remaining obligations that would preclude revenue recognition. Revenue from usage-based fees represented 93% of total revenue for both the three and nine months ended September 30, 2022, and (92% and 95%, respectively, of total revenue for the three and nine months ended September 30, 2021).

Subscription-based fees are derived from certain term-based contracts, such as with the sales of short code subscriptions and customer support, which is generally one year. Term-based contract revenue is recognized on a ratable basis over the contractual term of the arrangement beginning on the date that the service is made available to the customer. Revenue from term-based fees represented 7% of total revenue for both the three and nine months ended September 30, 2022 (8% and 5%, respectively, of total revenue for the three and nine months ended September 30, 2021).

Deferred Revenue

Deferred revenue consists of advance cash payments from customers to be applied against future usage and customer billings in advance of revenues being recognized under the Company's non-cancellable contracts. Deferred revenue is generally expected to be recognized during the succeeding 12-month period and is thus recorded as a current liability.

As of September 30, 2022 and December 31, 2021, the Company recorded $5.3 million and $9.6 million, respectively, as deferred revenue in its condensed consolidated balance sheets. In the three and nine months ended September 30, 2022, the Company recognized $1.4 million and $7.0 million, respectively, of revenue in its condensed consolidated statements of operations that was included in deferred revenue as of December 31, 2021.

Disaggregated Revenue

In general, revenue disaggregated by geography is aligned according to the nature and economic characteristics of the Company's business and provides meaningful disaggregation of the Company's results of operations. See Note 12 – Geographic Information – for details of revenue by geographic area.

20. SUBSEQUENT EVENTS

There were no significant reportable subsequent events that occurred after the balance sheet date but before financial statements were issued.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following management's discussion and analysis in conjunction with the condensed consolidated financial statements of Kaleyra, Inc.("Kaleyra," the "Company," "we," "us," and "our" refer to Kaleyra, Inc. and all of its consolidated subsidiaries) *and the related notes included elsewhere in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2022. The discussion below includes forward-looking statements about Kaleyra's business, operations and industry that are based on current expectations that are subject to uncertainties and unknown or changed circumstances. Kaleyra's actual results may differ materially from these expectations as a result of many factors, including, but not limited to, those risks and uncertainties described under "Risk Factors" and elsewhere in our Annual Report on Form 10-K for the year ended December 31, 2021 and this Quarterly Report on Form 10-Q. We assume no obligation to update the forward-looking statements or such risk factors.*

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference include forward-looking statements within the meaning and protections of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements are also made in reliance upon the safe harbor provision of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements with respect to Kaleyra's beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions, and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements.

Overview

1. History

Kaleyra is a result of the expansion of the former Ubiquity, which was founded in Milan, Italy in 1999. Ubiquity secured a leading market position in mobile messaging on behalf of the Italian financial services industry and then sought to expand its products and geographic offerings. Ubiquity acquired Solutions Infini of Bangalore, India in 2017 and Buc Mobile of Vienna, Virginia in 2018. It was rebranded as Kaleyra S.p.A. in February 2018. Following the integration of the acquired entities, the combined company is collectively engaged in the operation of the Platforms on behalf of Kaleyra's customers.

On February 22, 2019, the Company (f/k/a GigCapital, Inc.) entered into the Stock Purchase Agreement by and among the Company, Kaleyra S.p.A., Shareholder Representative Services LLC, as representative for the holders of the ordinary shares of Kaleyra S.p.A. immediately prior to the closing of the Business Combination, and all of the stockholders of all of the Kaleyra S.p.A. stock (collectively, such Kaleyra S.p.A. stockholders, the "Sellers"), for the purpose of the Company acquiring all of the shares of Kaleyra S.p.A.. GigCapital Inc. was incorporated in Delaware on October 9, 2017 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

As a result of the Business Combination, which closed on November 25, 2019, the Company (headquartered in Milan, Italy) became a multi-channel integrated communication services provider on a global scale. Kaleyra operates in the CPaaS market with operations in Italy, India, UK, Dubai and the United States. In connection with the closing, the Company changed its name from GigCapital, Inc. to Kaleyra, Inc.

Kaleyra provides mobile communication services to financial institutions, e-commerce players, OTTs, software companies, logistic enablers, healthcare providers, retailers, and other large organizations worldwide. Through its proprietary Platforms, Kaleyra manages multi-channel integrated communication services on a global scale, consisting of inbound/outbound messaging solutions, programmable voice and IVR configurations, hosted telephone numbers, conversational marketing solutions, RCS, and other types of IP communications services such as e-mail, push notifications, video/audio/chat, and WhatsApp®.

On July 29, 2020, Kaleyra registered a German branch of Kaleyra S.p.A. with the German Chamber Tax Authority of Commerce. Kaleyra established its branch in Germany to expand Kaleyra's footprint in Central Europe and the Nordic countries and allow it to leverage Kaleyra's trusted business solutions for customers in additional jurisdictions.

Kaleyra's subsidiary, Campaign Registry Inc., a systems initiative to reduce spam by collecting robotically driven campaign information and processing and sharing that information with mobile operators and the messaging ecosystem, began its soft launch during the second quarter of fiscal year 2020, ending up with its first revenue contracts in the second half of 2020. On March 26, 2021, a wholly owned subsidiary of Campaign Registry Inc. was incorporated under the laws of Canada, with the registered office in Vancouver, British Columbia. This new subsidiary was established with the goal to further expand the registry legacy business in North America.

On February 18, 2021, Kaleyra entered into the Merger Agreement with Vivial, Inc. for the acquisition of mGage, a leading global mobile messaging provider (the transaction contemplated by the Merger Agreement, the "Merger").

On June 1, 2021, Kaleyra completed its acquisition of mGage for a total purchase price of $218.0 million. The Merger consideration consisted of both cash consideration and common stock consideration. On August 30, 2021, the Company prepared and delivered to the Stockholder Representative the Post-Closing Statement setting forth the calculation of closing cash and closing net working capital which ultimately resulted in the final Merger consideration to be equal to $217.0 million, pursuant to the terms of the Merger Agreement. The cash consideration amounted to $199.2 million of which $198.6 million was paid on June 1, 2021 and the remaining amount was settled during the period ended September 30, 2021, including a working capital adjustment of $997,000. The common stock consideration was paid with the issuance to Vivial's former equity holders of a total of 1,600,000 shares of Kaleyra common stock at the $11.77 per share closing price of Kaleyra common stock on the date of issuance, equal to $18.8 million in value. In support of the consummation of the Merger, on February 18, 2021, Kaleyra entered into the PIPE Subscription Agreements, with the PIPE Investors, pursuant to which, among other things, Kaleyra agreed to issue and sell, in private placements to close immediately prior to the closing of the Merger, an aggregate of 8,400,000 shares of Kaleyra common stock to the PIPE Investors at $12.50 per share. Kaleyra also entered into the Convertible Note Subscription Agreements with the Convertible Note Investors, pursuant to which Kaleyra agreed to issue and sell, in private placements to close immediately prior to the closing of the Merger, $200 million aggregate principal amount of the Merger Convertible Notes.

On July 1, 2021, Kaleyra completed a company reorganization of the acquired business of mGage through the initial dissolution of the Delaware single member LLCs of Vivial Holdings, LLC, Vivial Networks, LLC, and the following merger of mGage, LLC into the surviving holding company, Vivial Inc., which subsequently changed its name into Kaleyra US Inc., as a result of the reorganization. As a result of the merger, Kaleyra US Inc. became the holding company and one hundred percent (100%) owner of Kaleyra UK Limited – previously known as mGage Europe Ltd. (UK) and mGage SA de SV (Mexico).

On July 8, 2021, Kaleyra completed the acquisition of Bandyer for cash consideration of $15.4 million. Bandyer offers cloud-based audio/video communications services via WebRTC technology to financial institutions, retail companies, utilities, industries, insurance companies, human resources, and digital healthcare organizations. Bandyer provides customers with programmable audio/video APIs and SDKs based on WebRTC technology for a variety of use cases, including AR applications for smart glasses.

Effective August 31, 2021, the common stock of the Company ceased trading on the NYSE American and commenced trading on the NYSE under the ticker symbol "KLR". Kaleyra's warrants continue to trade on the NYSE American under the symbol "KLR WS".

On October 11, 2021, Kaleyra Africa Ltd, a wholly owned subsidiary of Kaleyra Inc., was incorporated under the law of South Africa with the registered office in Waterfall City, Gauteng. This newly established subsidiary is part of Kaleyra's broader strategic plan of expanding into emerging markets whereby South Africa will serve as Kaleyra's hub to enter the entire African market.

On November 15, 2021, pursuant to the provisions of the Merger Agreement, Kaleyra Dominicana, S.R.L., the ninety-nine percent (99%) direct owner of Kaleyra US Inc. and one percent (1%) direct owner of Kaleyra Inc., was incorporated under the laws of the Dominican Republic with the registered office in Santo Domingo. This newly established subsidiary is aimed to provide the Kaleyra group with back-office technology support and engage in product development and innovation.

On January 13, 2022, Kaleyra completed a company reorganization of the acquired business of Bandyer by means of the merger of the Italian legal entity of Bandyer into the holding company, Kaleyra S.p.A.. As a result of the merger, Bandyer ceased to exist as a separate legal entity and all its assets and liabilities have been incorporated under Kaleyra S.p.A. effective January 13, 2022.

2. Positioning

The demand for cloud communications is increasingly driven by the growing, and often mandated, need for enterprises to undertake a digital transformation that includes omnichannel, mobile-first and interactive customer communications. Mobile network operators and OTTs typically are the gateway to reach end-user consumers' mobile devices. Kaleyra enables its customers and business partners to connect enterprise software and applications to mobile network operators by providing carefully documented APIs. APIs allow building omnichannel journeys in a seamless way, with failover capabilities from one channel to another. In addition, Kaleyra also offers an extensive set of no-coding cloud-based visual interfaces to program communications to the customers across multiple channels. Kaleyra's Platforms couple the possibility of sending communications to end-user customers to a "Software as a Service" or SaaS business model, creating what is generally referred to as a "Communications Platform as a Service", or simply CPaaS.

Kaleyra's vision is to be the CPaaS provider which best aligns with its customers' and business partners' communication requirements, and the most trusted provider, in the world. This requires a combination of security, compliance and integration capabilities that protects the integrity and privacy of Kaleyra's customers' transactions and includes other key features such as ease of provisioning, reliable network connectivity, high availability for scaling, redundancy, embedded regulatory compliance, configurable monitoring and reporting. Kaleyra believes the percentage of CPaaS customers that will require security, compliance and integration will represent an increasingly larger portion of the market, particularly with the expected exponential growth of transactional-by-nature cloud communications applications, better enabling Kaleyra to set itself apart from its competition.

Kaleyra's customers are primarily enterprises that use digital mobile communications in the conduct of their business. Kaleyra provides multiple levels of global customer support 24x7, SLAs and network reliability to meet the expectations and requirements of its customers. Customers and business partners which use the Platforms value the Platforms' network reliability, and Kaleyra's responsive customer support, competitive pricing, and collaborative approach. In particular, Kaleyra is listed by Gartner (Gartner, Market Guide for Communications Platform as a Service, Worldwide, Daniel O'Connell, Lisa Under-Farboud, October 2022) as a co-creator, in other words, a CPaaS focused on a consultative business model that charges customers charge through a combination of CPaaS usage, platform fee and professional service fees. Kaleyra also partners with consulting companies and digital transformation players worldwide to go to market together. Also, Kaleyra was given the Gold award for "CPaaS Provider of the Year" by Juniper Research in February 2022.

Kaleyra services a broad base of customers and business partners throughout the world operating in diverse sectors and regions. Kaleyra's key customers are large Business to Consumer ("B2C") and Business to Business to Consumer ("B2B2C") enterprises that use digital and mobile communications in the conduct of their business. Kaleyra has a concentration of business within the financial services industry that serves its major European banking end-user customers. With each relationship, Kaleyra is the link between the financial institutions and their end-user customers. In linking these two parties, Kaleyra's Platforms leverage the telecommunications provider to transmit critical message data to these end-user customers.

3. Business

During the three and nine months ended September 30, 2022, Kaleyra processed nearly 11.6 billion and 39.5 billion billable messages, respectively, and 2.4 billion and 5.8 billion voice calls, respectively. Kaleyra organizes its efforts in four regions, Americas, Europe, APAC and MEA. Its workforce is spread across the globe either in full-remote or office-based mode, in one of its principal offices based in New York, New York, Vienna, Virginia, Los Angeles, California, Atlanta, Georgia, Milan, Italy, Munich, Germany, London, United Kingdom, and Bangalore, India. Kaleyra has over 650 employees across the four regions.

Kaleyra has customers and business partners worldwide across industry verticals such as financial services, e-commerce and transportation. In both the three and nine months ended September 30, 2022 Kaleyra had no individual customer which accounted for more than 10% of Kaleyra's consolidated total revenue. In the three and nine months ended September 30, 2021 Kaleyra had one and zero individual customer which accounted for more than 10% of Kaleyra's revenues, respectively.

For the three and nine months ended September 30, 2022, 93.6% and 95.0% of revenues, respectively, came from customers that have been on the Platforms for at least one year. Although Kaleyra continues to expand by introducing new customers to the Platforms, the breadth and stability of its existing customers provide it with a solid base of revenue upon which it can continue to innovate and make investments to strengthen its product portfolio, expand its global presence, and in particular into the North America markets, recruit world-class talent and target accretive acquisitions to capitalize on its growing market penetration opportunities and value creation.

For the three and nine months ended September 30, 2022 and 2021, the majority of Kaleyra's revenue was derived from its multi-channel CPaaS product offering market.

Kaleyra's revenue is primarily driven by the number of messages delivered and voice calls connected to its customers and business partners. Kaleyra's fees vary depending on the contract. In the three months ended September 30, 2022, the number of messages delivered to customers decreased by 14.0%, compared to the three months ended September 30, 2021, and the number of voice calls connected to customers increased by 59.2%, compared to the three months ended September 30, 2021. In the nine months ended September 30, 2022, the number of messages delivered to customers increased by 36.1%, compared to the nine months ended September 30, 2021, and the number of voice calls connected to customers increased by 42.3%, compared to the nine months ended September 30, 2021. The nine-month increase in the number of messages delivered to customers is mainly driven by the volume additions following the business combination with mGage. The increase in voice calls connected to its customers was mainly the result of higher voice activities in India, as compared to the same period of prior year. The number of messages delivered and voice calls connected to customers is still affected by the spread of the COVID-19 pandemic, including the series of variant strains, and the deriving fluctuations in revenue generating traffic and Kaleyra's services resulting therein.

Volume increase has been driven by the increased number of digital payments transactions made by the end-user customers (such as credit card transactions and other digital payments), by the increasing usage of mobile banking features, and by the increasing penetration rate of digital payments in the underlying payments markets. Kaleyra is exposed to fluctuations of the currencies in which its transactions are denominated. Specifically, a material portion of Kaleyra's revenues and purchases are denominated in Euro, Indian Rupees and United Arab Emirates Dirham.

FACTORS AFFECTING COMPARABILITY OF RESULTS

The business combination with mGage

On June 1, 2021, Kaleyra completed its Merger with Vivial, and the resulting acquisition of the business owned by Vivial known as mGage, a leading global mobile messaging provider. The acquisition of mGage, subsequently renamed Kaleyra US Inc. following its reorganization, provided an opportunity for Kaleyra to expand its network operator connections and become one of only four companies providing direct connectivity to all tier-1 US carriers.

The purchase consideration amounting to $217.0 million consisted of cash consideration and common stock consideration. Cash consideration amounted to $199.2 million of which $198.6 million was paid on June 1, 2021 and the remaining amount was settled during the period ended September 30, 2021, including a working capital adjustment of $997,000, pursuant to the terms of the Merger Agreement. The common stock consideration was paid with the issuance to Vivial's former equity holders of a total of 1,600,000 shares of Kaleyra common stock. The resulting value of the common stock consideration, which was based upon the $11.77 per share closing price of Kaleyra common stock as of June 1, 2021, was equal to $18.8 million and has been recognized as part of the consideration transferred.

Kaleyra US Inc. contributed $26.8 million and $89.1 million, respectively, to the consolidated total revenues in the three and nine months ended September 30, 2022 after it was consolidated and represented 32.0% and 36.3% of the consolidated revenues, respectively, for the three and nine months ended September 30, 2022.

In 2021, the Company incurred costs related to the acquisition of mGage of $5.5 million that were expensed in General and Administrative expenses in the condensed consolidated statement of operations.

The business combination with Bandyer

On July 8, 2021, the Company announced the acquisition of Bandyer for cash consideration of $15.4 million. Bandyer offers cloud-based audio/video communications services via WebRTC technology to financial institutions, retail companies, utilities, industries, insurance, human resources and digital healthcare organizations. Bandyer provides customers with programmable audio/video APIs and SDKs based on WebRTC technology for a variety of use cases, including Augmented Reality ("AR") applications for smart glasses. The acquisition of Bandyer adds video capabilities to Kaleyra's already wide offering of communication channels. With the addition of Bandyer's video offering, Kaleyra's offerings become a complete suite of tools for omnichannel customer engagement designed for cross-channel customer experiences.

On January 13, 2022, Kaleyra completed a company reorganization of the acquired business of Bandyer by means of the merger of the Italian legal entity of Bandyer into the holding company, Kaleyra S.p.A.. As a result of the merger, Bandyer ceased to exist as a separate legal entity and all its assets and liabilities have been incorporated under Kaleyra S.p.A. effective January 13, 2022.

COVID-19

The current COVID-19 pandemic has affected and will continue to affect economies and businesses around the world. Notwithstanding the recent improvements in the spread of the pandemic, mostly as a result of the worldwide vaccine campaigns and the numerous measures implemented by various governmental authorities and private enterprises to contain the pandemic, disruptions to the global economies caused by COVID-19 may continue to trigger an extended period of economic uncertainties. The magnitude and duration of the disruptive effects of the pandemic in business activity and operations cannot be measured with any degree of certainty, also considering the series of variant strains, and the deriving fluctuations in revenue generating traffic and Kaleyra's services resulting therein. Kaleyra is actively monitoring and managing its response and assessing actual and potential impacts to its operating results and financial condition, which could also impact trends and expectations.

Critical Accounting Policies and Management Estimates

Our critical accounting policies and significant estimates are detailed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021. Our critical accounting policies and significant estimates have not changed substantially from those previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2021. Actual results and outcomes may differ from management's estimates and assumptions due to risks and uncertainties, including uncertainty in the current economic environment due to the disruptive effects of global inflation,the outbreak of a novel strain of the coronavirus and the armed conflict between Russia and Ukraine.

Key Business Metrics

Revenue

Kaleyra’s revenue is generated primarily from usage-based fees earned from the sale of communication services offered through access to the Company’s Platforms to large enterprises as well as small and medium-sized customers. Revenue can be billed in advance or in arrears depending on the terms of the agreement; for the majority of customers, revenue is invoiced on a monthly basis in arrears.

Cost of Revenue and Gross Profit

Cost of revenue consists primarily of costs of communications services purchased from network service providers. Cost of revenue also includes the cost of Kaleyra’s cloud infrastructure and technology platform, amortization of capitalized internal-use software development costs related to the platform applications and amortization of developed technology acquired in past business combinations.

Gross profit is equal to the revenue less cost of revenue associated with delivering the communication services to Kaleyra’s customers.

Operating Expenses

Kaleyra’s operating expenses include research and development expense, sales and marketing expense, general and administrative expense, transactions costs and depreciation and amortization, excluding the depreciation and amortization expense related to the technology platform, which is included in cost of revenues as per above.

Research and Development Expense

Research and development expense consists primarily of personnel costs, including stock-based compensation, the costs of the technology platform used for staging and development, outsourced engineering services, amortization of capitalized internal-use software development costs (other than those related to the technology platform) and an allocation of general overhead expenses. Kaleyra capitalizes the portion of its software development costs that meet the criteria for capitalization.

Sales and Marketing Expense

Sales and marketing expense is comprised of compensation, variable incentive compensation, benefits related to Kaleyra’s sales personnel, along with travel expenses, other employee related costs including stock-based compensation, and expenses related to advertising, marketing campaigns and events.

General and Administrative Expense

General and administrative expense is comprised of compensation and benefits of administrative personnel, including variable incentive pay and stock-based compensation, and other administrative costs such as facilities expenses, professional fees, and travel expenses.

Results of Operations

Comparison of the three months ended September 30, 2022 and 2021

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	$ Change	% Change
Revenue	$ 83,916	$ 84,025	$ (109)	(0%)
Cost of revenue	67,226	64,414	2,812	4%
Gross profit	16,690	19,611	(2,921)	(15%)
Operating expenses:				
Research and development	5,246	7,163	(1,917)	(27%)
Sales and marketing	7,181	7,272	(91)	(1%)
General and administrative	13,498	12,631	867	7%
Total operating expenses	25,925	27,066	(1,141)	(4%)
Loss from operations	(9,235)	(7,455)	1,780	24%
Other income, net	37	66	(29)	(44%)
Financial expense, net	(3,627)	(3,542)	85	2%
Foreign currency income (loss)	1,775	(162)	1,937	NM
Loss before income tax expense	(11,050)	(11,093)	(43)	0%
Income tax expense	624	766	(142)	(19%)
Net loss	$ (11,674)	$ (11,859)	$ (185)	(2%)

NM = Not meaningful

Revenue

In the three months ended September 30, 2022, revenue decreased by $109,000, compared to the three months ended September 30, 2021, and are in line with prior period despite the adverse effect of foreign exchange rates.

Cost of Revenue and Gross Profit

In the three months ended September 30, 2022, cost of revenue increased by $2.8 million, or 4%, compared to the three months ended September 30, 2021. The increase in cost of revenue was primarily attributable to the effects of higher connectivity costs temporarily incurred during the initial delivery phase of new customer accounts that generated significant transaction volumes in the three months ended September 30, 2022.

Operating Expenses

In the three months ended September 30, 2022, research and development expenses decreased by $1.9 million, or 27%, compared to the three months ended September 30, 2021. Research and development expenses included the allocation of $779,000 of stock-based compensation in the three months ended September 30, 2022, compared to $1.3 million in the three months ended September 30, 2021. Excluding such costs and $2.1 million in capitalized software development costs, compared to $1.5 million capitalized costs in the three months ended September 30, 2021, research and development expenses would have decreased by $838,000.

In the three months ended September 30, 2022, sales and marketing expenses decreased by $91,000, or 1%, compared to the three months ended September 30, 2021. Sales and marketing expenses included the allocation of $536,000 of stock-based compensation in the three months ended September 30, 2022, compared to $518,000 in the three months ended September 30, 2021. Excluding such costs, sales and marketing expenses would have decreased by $109,000.

In the three months ended September 30, 2022, general and administrative expenses increased by $867,000, or 7%, compared to the three months ended September 30, 2021. General and administrative expenses included (i) $3.1 million of stock-based compensation in the three months ended September 30, 2022, compared to $4.0 million in the three months ended September 30, 2021; and (ii) $77,000 of mGage acquisition transaction costs and $138,000 of transaction costs in the three months ended September 30, 2022 and 2021, respectively. Excluding such costs, general and administrative expenses would have increased by $1.8 million, mainly due to an increase in the provision for bad debt and consultancy and advisory costs, and the increase in headcount compared to the same period of last year.

Financial Expense, Net

In the three months ended September 30, 2022, financial expense, net decreased by $85,000, compared to the same period last year.

Foreign Currency Income (Loss)

In the three months ended September 30, 2022, foreign currency income increased by $1.9 million, compared to the three months ended September 30, 2021. Such change was mainly attributable to the effects of the fluctuation of the Indian Rupee and Euro against the U.S. dollar.

Income Tax Expense

In the three months ended September 30, 2022, income tax benefit decreased by $142,000, from an income tax expense of $766,000 to an income tax expense of $624,000.

Comparison of the nine months ended September 30, 2022 and 2021

	Nine Months Ended September 30,			
	2022	2021	$ Change	% Change
Revenue	$ 245,506	$ 177,731	$ 67,775	38%
Cost of revenue	192,428	141,333	51,095	36%
Gross profit	53,078	36,398	16,680	46%
Operating expenses:				
Research and development	16,401	14,313	2,088	15%
Sales and marketing	21,507	14,791	6,716	45%
General and administrative	45,472	35,597	9,875	28%
Total operating expenses	83,380	64,701	18,679	29%
Loss from operations	(30,302)	(28,303)	(1,999)	(7%)
Other income, net	120	158	(38)	(24%)
Financial expense, net	(10,196)	(5,169)	5,027	97%
Foreign currency income	915	2	913	NM
Loss before income tax expense (benefit)	(39,463)	(33,312)	6,151	18%
Income tax expense (benefit)	1,220	(6,608)	7,828	118%
Net loss	$ (40,683)	$ (26,704)	$ 13,979	52%

NM = Not meaningful

Revenue

In the nine months ended September 30, 2022, revenue increased by $67.8 million, or 38%, compared to the nine months ended September 30, 2021. This increase was mainly driven by the effects of the business combination with mGage, which contributed $89.1 million in the nine months ended September 30, 2022 as compared to $44.1 million from the date of the business combination through September 30, 2021, and the organic growth of the Kaleyra legacy businesses, representing 17% of the aggregate growth period over period.

Cost of Revenue and Gross Profit

In the nine months ended September 30, 2022, cost of revenue increased by $51.1 million, or 36%, compared to the nine months ended September 30, 2021. The increase in cost of revenue was primarily attributable to the impact of the full nine months of consolidation of mGage and the amortization of acquired intangible assets. In the nine months ended September 30, 2022, gross profit increased by 46% compared to the nine months ended September 30, 2021, mainly driven by the effects of the business combination with mGage.

Operating Expenses

In the nine months ended September 30, 2022, research and development expenses increased by $2.1 million, or 15%, compared to the nine months ended September 30, 2021. Research and development expenses included the allocation of $3.4 million of stock-based compensation in the nine months ended September 30, 2022, compared to $3.1 million of stock-based compensation in the nine months ended September 30, 2021. Excluding such costs and $6.6 million in capitalized software development costs, compared to $3.1 capitalized costs in the nine months ended September 30, 2021, research and development expenses would have increased by

$5.2 million. This increase was primarily due to Kaleyra US Inc. research and development expenses of the period equal to $9.5 million, compared to $5.3 million, which are referred to the period starting from the business combination through September 30, 2021.

In the nine months ended September 30, 2022, sales and marketing expenses increased by $6.7 million, or 45%, compared to the nine months ended September 30, 2021. Sales and marketing expenses included the allocation of $2.5 million of stock-based compensation in the nine months ended September 30, 2022, compared to $1.9 million in the nine months ended September 30, 2021. Excluding such costs, sales and marketing expenses would have increased by $6.1 million. Such increase was primarily driven by Kaleyra US Inc. sales and marketing expenses of the period equal to $13.5 million, compared to $5.5 million, which are referred to the period starting from the business combination through September 30, 2021.

In the nine months ended September 30, 2022, general and administrative expenses increased by $9.9 million, or 28%, compared to the nine months ended September 30, 2021. General and administrative expenses included (i) $13.8 million of stock-based compensation in the nine months ended September 30, 2022, compared to $10.1 million in the nine months ended September 30, 2021; and (ii) $233,000 of mGage and Bandyer acquisition transaction costs and $5.6 million of transaction costs in the nine months ended September 30, 2022 and 2021, respectively. Excluding such costs, general and administrative expenses would have increased by $11.6 million, mainly due to Kaleyra US Inc. general and administrative expenses of the period equal to $10.6 million, compared to $1.5 million, which are referred to the period starting from the business combination through September 30, 2021.

Financial Expense, Net

In the nine months ended September 30, 2022, financial expense, net increased by $5.0 million, compared to the same period last year. Such increase in financial expense is mainly attributable to the accrued contractual interest expense and amortization of issuance costs amounting to $9.2 million and $1.5 million, respectively, partially offset by the decrease in the fair value of the private warrant liability of $849,000. The same period last year accounted for the accrued contractual interest expense and amortization of issuance costs amounting to $4.1 million and $605,000, respectively, and $664,000 in change in fair value of the private warrant liability, partially offset by the non-recurring reversal of interest expense on a forward share purchase agreement of $659,000. Excluding the net change in fair value of the warrant of $849,000 and the interest expense on convertible notes of $10.7 million, financial expense, net would have decreased by $111,000.

Foreign Currency Income

In the nine months ended September 30, 2022, foreign currency income increased by $913,000, compared to the nine months ended September 30, 2021. Such change was mainly attributable to the effects of the fluctuation of the Indian Rupee and Euro against the U.S. dollar.

Income Tax Expense (Benefit)

In the nine months ended September 30, 2022, income tax expense increased by $7.8 million, from an income tax benefit of $6.6 million to an income tax expense of $1.2 million. The material amount of income tax benefit from the prior period is mainly driven by the $5.8 million release of the valuation allowance related to previously reserved deferred tax assets which the Company has determined will be utilized in the future to offset net deferred tax liabilities related to the mGage acquisition.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2022, the Company had $86.5 million of cash and cash equivalents, $439,000 of restricted cash and $622,000 of short-term investments with maturity terms between 4 and 12 months held in India. Of the $87.6 million in cash, restricted cash and short-term investments, $49.0 million was held in U.S. banks, $28.0 million was held in Italy, $8.9 million was held in India with the remainder held in other banks. As of December 31, 2021, the Company had $90.0 million of cash and cash equivalents, $1.7 million of restricted cash and $6.2 million of short-term investments.

The condensed consolidated balance sheets as of September 30, 2022 includes total current assets of $179.2 million and total current liabilities of $112.0 million, resulting in net current assets of $67.3 million and a short-term net financial position of $73.5 million.

Management currently plans to retain the cash in the jurisdictions where these funds are currently held. Kaleyra believes its cash, cash flows from operations and availability of borrowings will be sufficient to support its planned operations for at least the next 12 months.

Kaleyra finances its operations through a combination of cash generated from operations and from borrowings under Kaleyra bank facilities primarily with banks located in Italy, as well as proceeds from equity offerings and convertible note arrangements. Kaleyra's long-term cash needs primarily include meeting debt service requirements, working capital requirements and capital expenditures.

Kaleyra may also pursue strategic acquisition opportunities that may impact its future cash requirements. There are a number of factors that may negatively impact its available sources of funds in the future including the ability to generate cash from operations, obtain additional financing or refinance existing short-term debt obligations, including those related to acquisitions completed in prior periods. The amount of cash generated from operations is dependent upon factors such as the successful execution of Kaleyra's business strategies and worldwide economic conditions. The amount of debt available under future financings is dependent on Kaleyra's ability to maintain adequate cash flow for debt service and sufficient collateral, and general financial conditions in Kaleyra's market.

On February 18, 2021, and for the purposes of raising the cash portion of the consideration for the Merger, Kaleyra entered into the PIPE Subscription Agreements with the PIPE Investors and the Convertible Note Subscription Agreements with the Convertible Note Investors, pursuant to which Kaleyra agreed to issue $200 million in aggregate principal of Merger Convertible Notes. Subject to the terms of the Merger Convertible Notes, Kaleyra may opportunistically raise debt capital, subject to market and other conditions, to refinance its existing capital structure at a lower cost of capital and extend the maturity period of certain debt. Additionally, Kaleyra may also raise debt capital for strategic opportunities which may include acquisitions of additional companies, and general corporate purposes. If additional financing is required from outside sources, Kaleyra may not be able to raise it on terms acceptable to it or at all. If Kaleyra is unable to raise additional capital when desired, Kaleyra's business, operating results and financial condition may be adversely affected.

Kaleyra has a number of long-standing business and banking relationships with major Italian commercial banks where it maintains both cash accounts and a credit relationship. Historically, Kaleyra has used cash generated from operations and other sources to fund its growth and investment opportunities. As Kaleyra's management made the decision to expand its operations outside of Italy and acquire additional companies, it took on certain additional financing in order to fund cash payments due on the acquisitions. As of September 30, 2022, Kaleyra's total bank and other borrowings, including amounts drawn under the revolving credit line facilities was $28.2 million ($38.7 million as of December 31, 2021).

Kaleyra has credit line facilities of $4.9 million as of September 30, 2022, of which $3.3 million has been used. As of December 31, 2021, Kaleyra had credit line facilities of $6.7 million, of which $5.3 million had been used. Amounts drawn under the credit line facilities are collateralized by specific customer trade receivables and funds available under the line are limited based on eligible receivables.

Notes Payable - Other

On April 16, 2020, in connection with the Business Combination, Kaleyra entered into a Settlement Agreement and Release (the "Settlement Agreement") with its financial advisory service firms, Cowen and Company, LLC ("Cowen") and Chardan Capital Markets, LLC, ("Chardan" and collectively the "Service Firms"), pursuant to which it agreed to pay an affiliate of Cowen, Cowen Investments II LLC ("Cowen Investments"), and Chardan, in full satisfaction of all amounts owed to the Service Firms as of December 31, 2019, $5.4 million in the aggregate, as follows: (i) $2.7 million in the aggregate in common stock of Kaleyra (the "Settlement Shares") to be issued the business day prior to the filing of a resale registration statement for such Settlement Shares (the "Resale Registration Statement"), (ii) convertible notes totaling $2.7 million in the aggregate with a maturity date three years after issuance and bearing interest at five percent (5%) per annum (but with lower interest rates if the notes are repaid earlier than one year or two years after issuance) and with interest paid in arrears to the payee on March 15, June 15, September 15 and December 15 of each year, with such convertible notes to also be issued the business day prior to the filing of the Resale Registration Statement and (iii) in the event that the Beneficial Ownership Limitation (as defined below) would otherwise be exceeded upon delivery of the Settlement Shares above, a warrant agreement also to be entered into with and issued to the Services Firms the business day prior to the filing of the Resale Registration Statement, whereby the amount of common stock of Kaleyra by which the Beneficial Ownership Limitation would otherwise have been exceeded upon delivery of the Settlement Shares will be substituted for by warrants with an exercise price of $0.01 per share issued pursuant to a Warrant Agreement (the "Warrant Agreement") and the common stock underlying the Warrant Agreement (the "Warrant Shares"). The Beneficial Ownership Limitation shall initially be 4.99% of the number of shares of the common stock outstanding of Kaleyra immediately after giving effect to the issuance of these shares of common stock. The number of Settlement Shares was calculated using as the price per Settlement Share an amount equal to a fifteen percent (15%) discount to the ten-day (10-day) trailing dollar volume-weighted average price for the common stock of Kaleyra on the NYSE American LLC stock exchange (the "VWAP") on the business day immediately prior to the date on which Kaleyra files the Resale Registration Statement. In addition, the price per share for determining the number of shares of common stock of Kaleyra to be issued upon the conversion of the convertible notes shall be a five percent (5%) premium to the ten-day (10-day) trailing VWAP as of the date immediately prior to the issuance date of the convertible notes, rounded down to the nearest whole number.

On May 1, 2020, in connection with the Settlement Agreement, Kaleyra issued: (i) an aggregate of 440,595 Settlement Shares to Cowen Investments and Chardan, consisting of 374,506 Settlement Shares issued to Cowen Investments, and 66,089 Settlement Shares issued to Chardan; and (ii) convertible promissory notes in the aggregate principal amount of $2.7 million to Cowen Investments and Chardan, consisting of a convertible promissory note in the principal amount of $2.3 million issued to Cowen Investments (the "Cowen Note") and a convertible promissory note in the principal amount of $405,000 issued to Chardan (the

“Chardan Note”). The unpaid principal of the Cowen Note is convertible at the option of Cowen Investments into 303,171 shares of common stock of Kaleyra, if there has been no principal reduction, and the unpaid principal of the Chardan Note is convertible at the option of Chardan into 53,501 shares of common stock of Kaleyra, if there has been no principal reduction. As the Beneficial Ownership Limitation was not triggered by the issuance of the Settlement Shares, no Warrant Agreement was necessary and no warrants were issued.

On February 4, 2021, Cowen Investments elected to convert the outstanding amount of the Cowen Note into 303,171 shares of common stock pursuant to the terms of the Cowen Note, and as a result the Company has no further obligations with respect to the Cowen Note.

As of September 30, 2022, the outstanding amount of the Chardan Note was $405,000 and accrued interest was $49,000.

Merger Convertible Notes

On February 18, 2021, in support of the consummation of the Merger, Kaleyra entered into Convertible Note Subscription Agreements, each dated February 18, 2021, with the Convertible Note Investors. In June 2021, the Company issued the Merger Convertible Notes with an aggregate principal amount of $200 million. The Company incurred $11.4 million of issuance costs as a result of the issuance of the Merger Convertible Notes.

In connection with the issuance of the Merger Convertible Notes pursuant to the terms of the Convertible Note Subscription Agreements, the Company entered into an indenture (the “Indenture”) with Wilmington Trust, National Association, a national banking association, in its capacity as trustee thereunder, in respect of the $200 million of Merger Convertible Notes that were issued to the Convertible Note Investors.

The Merger Convertible Notes bear interest at a rate of 6.125% per annum, payable semi-annually, in arrears on each June 1 and December 1 of each year, commencing on December 1, 2021, to holders of record at the close of business on the preceding May 15 and November 15, respectively. The Merger Convertible Notes are convertible into 11,851,852 shares of Kaleyra common stock at a conversion price of $16.875 per share of Kaleyra common stock in accordance with the terms of the Indenture, and mature five years after their issuance. The Company may, at its election, force conversion of the Merger Convertible Notes after (i) the first anniversary of the issuance of the Merger Convertible Notes, subject to a holder’s prior right to convert, if the last reported sale price of the Kaleyra common stock exceeds 150% of the conversion price for at least 20 trading days during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter and (ii) the second anniversary of the issuance of the Merger Convertible Notes, subject to a holder’s prior right to convert, if the last reported sale price of the Kaleyra common stock exceeds 130% of the conversion price for at least 20 trading days during the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter. Following certain corporate events that occur prior to the maturity date or if the Company forces a mandatory conversion, the Company will, in certain circumstances, increase the conversion rate for a holder who elects to convert its Merger Convertible Notes in connection with such a corporate event or has its Merger Convertible Notes mandatorily converted, as the case may be. In addition, in the event that a holder of the Merger Convertible Notes elects to convert its Merger Convertible Notes prior to the third anniversary of the issuance of the Merger Convertible Notes, the Company will be obligated to pay an amount equal to twelve months of interest, or if on or after such third anniversary of the issuance of the Merger Convertible Notes, any remaining amounts that would be owed to, but excluding, the fourth anniversary of the issuance of the Merger Convertible Notes (the “Interest Make-Whole Payment”). The Interest Make-Whole Payment will be payable in cash or shares of Kaleyra common stock as set forth in the Indenture.

Upon the issuance of the Merger Convertible Notes management made the assessment whether the convertible instrument contained embedded conversion features for bifurcation and concluded that such embedded conversion features met the definition of a derivative but qualified for the scope exception under ASC 815-10-15-74(a) as they are indexed to the Company’s stock and qualify for classification within stockholders’ equity. Management determined that the Interest Make-Whole Payment feature met the definition of a derivative but did not fall within the above scope exception, nonetheless its value was de minimis and as such no amount was recorded at the time of the issuance of the Merger Convertible Notes nor at any subsequent reporting date. Management will continue to monitor the valuation of the Interest Make-Whole Payment provision and assess the need to record a liability in future periods.

As of September 30, 2022, the outstanding amount of the Merger Convertible Notes was $191.2 million, net of issuance costs. During the three and nine months ended September 30, 2022, contractual interest expense on the Merger Convertible Notes amounted to $3.1 million and $9.2 million, respectively, and amortization of the debt issuance costs amounted to $507,000 and $1.5 million, respectively. The liability is included in the condensed consolidated balance sheet line item “Long-term portion of notes payable” and the interest expense is included in “Financial expense, net” on the condensed consolidated statements of operations.

Long-term financial obligations

Long-term financial obligations, excluding the Notes Payable to the Sellers, Merger Convertible Notes and credit line facilities, consisted of the following (in thousands):

	As of September 30, 2022	As of December 31, 2021	Maturity	Interest Contractual Rate as of September 30, 2022	Interest Nominal Rate As of September 30, 2022	Interest Nominal Rate As of December 31, 2021
UniCredit S.p.A. (Line A Tranche 1)	$ 1,151	$ 2,330	July 2023	Euribor 3 months + 3.10%	2.80 %	2.80 %
UniCredit S.p.A. (Line A Tranche 2)	61	113	November 2023	Euribor 3 months + 3.10%	2.80 %	2.80 %
UniCredit S.p.A. (Line B)	1,413	2,337	May 2024	Euribor 3 months + 2.90%	2.60 %	2.60 %
UniCredit S.p.A. (Line C)	917	1,833	August 2023	Euribor 3 months + 3.90%	5.07 %	3.33 %
Intesa Sanpaolo S.p.A. (Line 1)	—	290	April 2022	Euribor 3 months + 2.30%	—	1.73 %
Intesa Sanpaolo S.p.A. (Line 2)	1,759	2,872	April 2024	Euribor 3 months + 3.10%	4.27 %	2.53 %
Intesa Sanpaolo S.p.A. (Line 3)	7,276	8,961	June 2026	Euribor 3 months + 2.15%	3.32 %	1.58 %
Intesa Sanpaolo S.p.A. (Line 4)	4,349	5,927	July 2026	Euribor 3 months + 2.20%	3.37 %	1.63 %
Monte dei Paschi di Siena S.p.A. (Line 1)	—	76	April 2022	0.95 %	—	0.95 %
Monte dei Paschi di Siena S.p.A. (Line 2)	652	1,132	June 2023	1.50 %	1.50 %	1.50 %
Banco BPM S.p.A. (Line 1)	259	593	June 2023	Euribor 3 months + 2.00%	2.00 %	2.00 %
Banco BPM S.p.A. (Line 3)	3,182	5,014	September 2024	Euribor 3 months + 3.00%	4.17 %	2.43 %
Banco BPM S.p.A. (Line 4)	2,417	—	July 2025	Euribor 3 months + 1.95%	3.12 %	—
Simest 1	122	189	December 2023	0.50 %	0.50 %	0.50 %
Simest 2	122	188	December 2023	0.50 %	0.50 %	0.50 %
Simest 3	223	345	December 2023	0.50 %	0.50 %	0.50 %
Simest 4	1,053	1,218	April 2027	0.50 %	0.50 %	0.50 %
Total bank and other borrowings	24,956	33,418				
Less: current portion	10,468	10,508				
Total long-term portion	$ 14,488	$ 22,910				

All bank and other borrowings are unsecured borrowings of Kaleyra.

Cash Flows

The following table summarizes cash flows for the periods indicated (in thousands):

	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Net cash provided by (used in) operating activities	$ 8,567	$ (7,917)
Net cash used in investing activities	(4,014)	(244,342)
Net cash provided by (used in) financing activities	(5,921)	292,606
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(3,359)	(1,276)
Net increase (decrease) in cash, cash equivalents and restricted cash	$ (4,727)	$ 39,071

In the nine months ended September 30, 2022, cash provided by operating activities was $8.6 million, primarily consisting of $8.3 million of changes in operating assets and liabilities.

In the nine months ended September 30, 2021, cash used in operating activities was $7.9 million, primarily consisting of a net loss of $26.7 million and $6.9 million of deferred tax benefit, partially offset by non-cash items, mainly $15.1 million of stock-based compensation, $9.0 million of depreciation and amortization expense, $792,000 of provision for doubtful accounts, $745,000 of non-cash interest expense, $664,000 of change in the fair value of the warrant liability, partially offset by $659,000 of reversal of interest expense previously accrued on a forward share purchase agreement.

In the nine months ended September 30, 2022, cash used in investing activities was $4.0 million, primarily consisting of $6.6 million to fund the cost of internally developed software, $1.2 million of purchases in short-term investments, $1.0 million of consideration paid for the Bandyer Acquisition and $1.8 million of purchases of property and equipment, partially offset by $6.5 million of sale in short-term investments.

In the nine months ended September 30, 2021, cash used in investing activities was $244.3 million, primarily consisting of $195.3 million of cash consideration paid for the acquisition of mGage, $13.3 million of cash consideration paid for the acquisition of Bandyer, $52.2 million of purchases in short-term investments, $3.1 million to fund the cost of internally developed software and $842,000 of purchases of property and equipment, partially offset by $20.5 million of proceeds from sale of short-term investments.

In the nine months ended September 30, 2022, cash used in financing activities was $5.9 million, primarily consisting of $6.9 million of repayments on term loans and $1.5 million of repayments on lines of credit, partially offset by $2.5 million on borrowings on term loans.

In the nine months ended September 30, 2021, cash provided by financing activities was $292.6 million, primarily consisting of $188.6 million of proceeds from issuance of convertible notes, net of issuance costs, $99.1 million of proceeds from issuance of common stock in Private Investment in Public Equity offering, net of issuance costs, $17.0 million of receipts related to forward share purchase agreements, $2.9 million in proceeds received from the exercise of common stock warrants, $1.2 million in proceeds related to the settlement of non-forfeited 2020 Sponsor Earnout Shares, $1.3 million of proceeds from borrowings on term loans and net drawings of $440,000 on the available lines of credit, partially offset by $7.5 million of repayments on notes, $4.9 million of repayments on term loans and $5.5 million in cash paid to repurchase warrants.

Seasonality

Historically, Kaleyra has experienced clear seasonality in its revenue generation, with slower traction in the first calendar quarter, and increasing revenues as the year progresses. Kaleyra typically experiences higher revenues in messaging and notification services during the fourth calendar quarter. This patterned revenue generation behavior takes place due to Kaleyra's customers sending more messages to their end-user customers who are engaged in consumer transactions at the end of the calendar year, resulting in an increase in notifications of electronic payments, credit card transactions and e-commerce.

Taxes

The Company files income tax returns in the United States and in foreign jurisdictions including Italy, Germany, United Kingdom, Canada, Dominican Republic, Greece and India. As of September 30, 2022, the tax years 2016 through the current period remain open to examination in each of the major jurisdictions in which the Company is subject to tax.

The Company recorded an income tax expense of $624,000 and an income tax expense of $766,000 for the three months ended September 30, 2022 and 2021, respectively.

The Company recorded an income tax expense of $1.2 million and an income tax benefit of $6.6 million for the nine months ended September 30, 2022 and 2021, respectively.

Recent Accounting Pronouncements

See Note 2 - Summary of Significant Accounting Policies – to the condensed consolidated financial statements included in Part I of this Quarterly Report on Form 10-Q for more information on new accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

Interest rates are highly sensitive to many factors including international economic and political considerations, as well as other factors beyond Kaleyra's control. Interest rate risk is the exposure to loss resulting from changes in the level of interest rates and the spread between different interest rates. Kaleyra's interest rates on the bank borrowing held by Italian commercial banks is at market in Italy and well below market in other geographical locations. Therefore, Kaleyra does not believe there is material exposure to market risk from changes in interest rates on debt.

Foreign Currency Risk

Kaleyra's condensed consolidated financial statements are presented in U.S. dollars while the functional currency of Kaleyra S.p.A. is the Euro. The functional currency of Solutions Infini is the Indian Rupee, the functional currency of Kaleyra Inc., Buc Mobile, Campaign Registry and Kaleyra US Inc. is the U.S. Dollar, the functional currency of Kaleyra UK Limited is the Great Britain Pound and the functional currency of Solutions Infini FZE is the United Arab Emirates Dirham.

Each company remeasures monetary assets and liabilities denominated in currencies other than its functional currency at period-end exchange rates and non-monetary items are remeasured at historical rates.

Remeasurement adjustments are recognized in the condensed consolidated statement of operations as foreign currency income (loss) in the period of occurrence.

For legal entities where the functional currency is a currency other than the U.S. dollar, including Kaleyra S.p.A., adjustments resulting from translating the financial statements into U.S. dollar are recorded as a component of accumulated other comprehensive income (loss) in stockholders' equity (deficit). Monetary assets and liabilities denominated in a currency that is other than the U.S. dollar are translated into U.S. dollar at the exchange rate on the balance sheet date. Revenue and expenses are translated at the weighted average exchange rates during the period. Equity transactions are translated using historical exchange rates. Kaleyra does not engage on a regular basis in any hedging activity to reduce Kaleyra's potential exposure to currency fluctuations, although Kaleyra may elect to do so in the future if use of derivatives would be beneficial to Kaleyra.

Item 4. Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our 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. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 under the Exchange Act, our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2022. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective as of September 30, 2022.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter endedSeptember 30, 2022, which were identified in connection with our evaluation required pursuant to Rules 13a-15 or 15d-15 under the Exchange Act, 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

From time to time, Kaleyra may be involved in litigation relating to claims arising out of its operations in the normal course of business. Kaleyra is not currently involved in any material legal proceedings as a defendant.

On October 17, 2018, Kaleyra filed a claim against Vodafone Italia S.p.A. ("Vodafone") before the Court of Milan seeking compensation in the amount of €6.1 million ($6.9 million at the December 31, 2021 exchange rate) for all the damages suffered as a consequence of the illicit and anticompetitive conduct of Vodafone, as previously determined by the Italian Antitrust Authority (namely, Autorità Garante della Concorrenza e del Mercato or AGCM) in their decisions issued on December 13, 2017; Vodafone has appealed that sanctioning resolution before the Italian Regional Administrative Court.

The deadline for filing a counterclaim by Vodafone has passed and according to Italian Law, Vodafone is no longer entitled to file a counterclaim against Kaleyra in these proceedings. Both Kaleyra and Vodafone filed their final pleadings on October 1, 2019 and October 21, 2019.

The Court of Milan has decided to suspend the procedure, through order no. 1570 on May 18, 2020. The decision of the Court of Milan is based on procedural reasons only (concerning the unprecedented definition of the relationship between administrative and civil proceedings in the case at hand) and does not analyze or take into any consideration the merits of the action brought by Kaleyra. The procedural suspension ordered by the Court of Milan shall last until the appeal brought by Vodafone before the Italian Regional Administrative Court against the decision of the Italian Antitrust Authority (the "ICA") is concluded with a definitive judgment. Accordingly, following the order of suspension issued by the Civil Court of Milan, on August 10, 2020, Kaleyra filed a request to speed up the scheduling of the hearing in relation to the pending appeal before the Italian Regional Administrative Court brought by Vodafone Italia. The Court upheld Kaleyra's request and the hearing took place on February 24, 2021. Accordingly, the parties submitted their final defenses. On September 15, 2021, the Administrative Court issued its first instance decision that upheld Vodafone's appeal and annulled the sanctioning resolution issued by the Italian Competition Authority (decision no. 9803/2021). On December 10, 2021, the ICA filed its appeal to the second instance Court (Council of State) against the Administrative Court first instance decision no. 9803/2021 asking to overrule it. Both Vodafone and Kaleyra submitted their appearances in the judicial proceeding. The public hearing to discuss the appeal has been scheduled before the Council of State on March 16th, 2023. Until a final decision is reached by the Council of State there will be no effect on the civil proceeding that will therefore remain suspended.

The outcome of such action cannot be determined at this time. Therefore, no recognition of these actions has been made in the consolidated financial statements of the Company.

On April 16, 2019, Kaleyra filed a claim against Telecom Italia S.p.A. ("Telecom") and Telecom Italia Sparkle S.p.A. ("Sparkle", jointly with Telecom "Defendants") before the Court of Milan seeking compensation in the amount of €8.3 million ($10.2 million at the December 31, 2020 exchange rate) for damages suffered after the illicit conduct of both counterparts, determined by the Italian Antitrust Authority in the decision issued on December 13, 2017.

At the first hearing before the Court of Milan held for the appearance of the parties on December 11, 2019, the judge reserved the decision on the possible suspension of the case in consideration of the appeal brought by Telecom Italia S.p.A and Telecom Italia Sparkle S.p.A. against the Italian Antitrust Authority's decision of December 13, 2017 before the Regional Administrative Court, which is currently pending.

By order issued on December 14, 2019, the judge released his reserve and referred the issue concerning the relation between the assessment of the pending administrative case and the one to be carried out in the civil case to a panel composed of three judges. The case was therefore adjourned for a hearing on April 29, 2020 where the parties had to file their final pleadings.

On April 9, 2020, following the measures taken by the Italian legislator for the COVID-19 pandemic, the above-mentioned hearing was postponed to and then held on October 7, 2020. At the hearing of October 7, 2020, the parties exposed their closing arguments and the decision on the preliminary question as to the suspension of the civil proceedings has been reserved to a panel composed of three judges. The parties also submitted written observations concerning the preliminary question.

On January 7, 2021, the Court issued an order by which the civil proceedings have been suspended until the decision in the pending administrative case – which was deemed to be prejudicial to the civil one – becomes final (i.e., it is no longer subject to appeal). The order was communicated to the parties via certified electronic mail on January 11, 2021.

In light of the average duration of cases before the Italian Administrative Courts and the Defendants' interest in both having the Italian Competition Authority's decision annulled and procrastinating the administrative case (on which the civil proceedings now depend pursuant to the above-mentioned order) for dilatory purposes, the civil case is unlikely to proceed in the short term. In order to speed up the administrative proceedings (and thus the civil case), on February 9, 2021, Kaleyra filed an application with the Administrative Court of Latium requesting that the hearing on the merits of the case be held as soon as possible ("istanza di prelievo"). On September 23, 2021, the Defendants filed with the Administrative Court of Latium their "istanza di prelievo" aimed at requesting a prompt schedule of the hearing on the merits of the case. The request is motivated taking into consideration, inter alia, the decision, dated September 15, 2021, by which – in a parallel case – the same Administrative Court annulled the decision by which the Italian Competition Authority (decision no. 9803/2021) ascertained that Vodafone Italia S.p.A. committed an abuse of a dominant position in violation of art. 102 TFEU for margin squeeze (i.e., for behaviors similar to those attributed to the Defendants in the decision). The hearing has taken place on March 23, 2022. On April 11, 2022, the Administrative Court issued its first instance decision that upheld Telecom and Sparkle's appeal and annulled the sanctioning resolution issued by the Italian Competition Authority (decision no. 4333/2022). The decision was notified to Kaleyra on April 12, 2022. All the Parties that took part in the proceeding have respectively filed their appeal or cross appeal to the second instance Court (Council of State). The public hearing to discuss the appeal has been scheduled before the Council of State on May 5th, 2023. Until a final decision is reached by the Council of State there will be no effect on the civil proceeding that will therefore remain suspended.

Also, in light of the above, the outcome of Kaleyra's civil action nor its duration is predictable at this time.

The outcome of such civil action cannot be determined at this time. Therefore, no recognition of these actions has been made in the consolidated financial statements of the Company.

In addition to the above, Kaleyra appealed the resolutions issued by the Italian Communications Authority (namely, Autorità per le Garanzie nelle Comunicazioni or AGCom) concerning their request for the annual fee to AGCom for years 2016, 2017, 2018, 2019 and 2020.

The first instance proceeding against AGCom's resolutions for the 2016 contribution was successful for Kaleyra and the Italian Regional Administrative Court annulled the resolutions Kaleyra had appealed (judgement no. 2161/2019). However, AGCom filed its second instance appeal before the Council of State seeking the overruling of the Court's decision. The appeal has been regularly discussed at the hearing of September 17, 2020 and the Council of State issued its decision number 6175/2020 on October 13, 2020, overruling in part the Regional Court decision. AGCom will have to recalculate the annual contribution due from Kaleyra for year 2016. However, the annual contribution is not considered material to Kaleyra's consolidated financial statements.

For the annual contribution to AGCom relating the years 2017, 2018, 2019 and 2020 the legal proceedings are currently pending before the Italian Regional Administrative Court and no hearing has been scheduled yet. However, the European Court of Justice ("ECJ") has already delivered its decision on the request for a preliminary ruling submitted by the Council of State on the relevant EU law (case C-399/18). Such decision was delivered on April 29, 2020, in accordance with a simplified procedure due to the previous issuance by the ECJ of a number of judgements on the matter.

Finally, Kaleyra took part in two appeals brought before the Regional Administrative Court of Lazio (TAR Lazio) by, respectively, an Association of Content Service Providers ("CSP") for Value Added Services on mobile network ("VAS"), and one singular CSP, against a specific resolution of the Italian Communications Authority regarding the rules for applying a barring mechanism on the SIM of the final users of VAS (resolution no. 10/21/CONS). Kaleyra filed its interventions in both the judicial proceedings to support the measures issued by AGCom.

Specifically, following the hearing before TAR Lazio that took place on March 17, 2021, the Court has issued two orders (no. 1748 and no. 1751, dated March 18, 2021) that rejected the precautionary measures requested by both the plaintiffs, upholding the position represented by Kaleyra to support the legitimacy of the abovementioned resolution. Following the definition of the precautionary phase, both appeals are likely to be discussed on the merits in the next months. As of today, TAR Lazio has not scheduled any further hearing, hence there is no imminent deadline with regard to those judicial proceedings. For the sake of completeness, the final judgments of TAR Lazio on the two appeals above shall not result in any economic direct impact on Kaleyra.

Item 1A. Risk Factors

Aside from the below items, there have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021. We encourage investors to review the risk factors and uncertainties relating to our business disclosed in that Form 10-K, as well as those contained in Part 1, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, above.

We may fail to continue to meet the NYSE listing standards, and as a result our common stock and publicly traded warrants may be delisted, which could have a material adverse effect on the liquidity and trading price of our common stock and warrants and on our ability to raise capital.

Our common stock and publicly traded warrants currently trade on The New York Stock Exchange ("NYSE"). The NYSE has requirements for our equity securities to remain listed on the NYSE, including a rule requiring our common stock to maintain an average minimum closing price of $1.00 per share. On various trading days in October 2022, the closing price of our common stock was below $1.00 per share, and it may fall below $1.00 per share in the future. If the closing price of our common stock remains below $1.00 per share for a period of 30 consecutive trading days, we expect to receive written notice from the NYSE that our common stock and publicly traded warrants would be subject to delisting if we do not regain compliance with the minimum closing price requirement within the time period specified by the NYSE. If we were to receive such a notice, we would be afforded a six month cure period, during which we could regain compliance with the minimum closing price requirement.

If we fail to meet the NYSE listing requirements, NYSE may take steps to delist our securities. There can be no assurance that we will continue to meet the minimum closing price requirement or any other NYSE listing requirement in the future. If our common stock and publicly traded warrants were to be delisted, the liquidity of our common stock would be adversely affected, its market prices could decrease, and our ability to raise equity capital and our reputation and relationships business partners could be impaired.

Our business, operating results and cash flows may be adversely affected by a rising rate of inflation.

A combination of circumstances, including governmental fiscal and monetary policies, regional armed conflicts, supply chain constraints, and labor and/or energy shortages, including as a result of the lagging economic impacts of COVID-19, has resulted in significant inflationary trends mainly in the cost of goods sold, labor and other expenses. These inflationary pressures could affect wages, the cost and our ability to negotiate the cost of the mobile network operators, the price of our products and services, our ability to meet customer demand, and our gross margins and operating profit. Although we generally attempt to pass along higher operating costs to our customers in the form of price increases, there can be a delay between an increase in our operating costs and our ability to raise the prices of our products. Additionally, we may not be able to increase the prices of our products due to other factors including competitive pricing pressure. If we are unable to offset significant cost increases through customer price increases, productivity improvements, cost reduction or other programs, our business, operating results, cash flows or financial condition could be materially adversely affected. Further, inflation may exacerbate other risks discussed in the “Risk Factors” section disclosed in Form 10-K, such as risks related to our sales and marketing efforts and our ability to attract, motivate and retain sales, engineering and other key personnel. If we are unable to successfully manage the effects of inflation, our business, operating results, cash flows and financial condition may be adversely affected.

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

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

Exhibit No.	Description
31.1*	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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 (embedded within the Inline XBRL document)

* Filed herewith

SIGNATURES

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

KALEYRA, INC.

Dated: November 7, 2022

By: /s/ Dario Calogero
Name: Dario Calogero
Title: Chief Executive Officer, and President
(Principal Executive Officer)

KALEYRA, INC.

Dated: November 7, 2022

By: /s/ Giacomo Dall'Aglio
Name: Giacomo Dall'Aglio
Title: Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
Pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the
Securities Exchange Act of 1934
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Dario Calogero, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kaleyra, 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 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: November 7, 2022	By:	/s/ Dario Calogero
	Name:	Dario Calogero
		Chief Executive Officer and President
	Title:	(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
Pursuant to Rule 13a-14(a) and Rule 15d-14(e) under the
Securities Exchange Act of 1934
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Giacomo Dall'Aglio, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kaleyra, 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 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.

Dated: November 7, 2022	By:	/s/ Giacomo Dall'Aglio
	Name:	Giacomo Dall'Aglio
	Title:	Executive Vice President and Chief Financial Officer (Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report on Form 10-Q of Kaleyra, Inc. (the "Company") for the quarter ended September 30, 2022, as filed with the Securities and Exchange Commission (the "Report"), I, Dario Calogero, Chief Executive Officer of the Company, hereby certify, 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, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2022	By:	/s/ Dario Calogero
	Name:	Name: Dario Calogero Chief Executive Officer and President
	Title:	(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report on Form 10-Q of Kaleyra, Inc. (the “Company”) for the quarter ended September 30, 2022, as filed with the Securities and Exchange Commission (the “Report”), I, Giacomo Dall’Aglio, Chief Financial Officer of the Company, hereby certify, 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.

Date: November 7, 2022	By:	/s/ Giacomo Dall’Aglio
	Name:	Giacomo Dall’Aglio
		Executive Vice President and Chief Financial Officer
	Title:	(Principal Financial Officer)