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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2021

or

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

For the transition period from __________ to __________

Commission File Number: 001-40349

DoubleVerify Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**82-2714562**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

233 Spring Street
New York, NY, 10013
(Address of Principal Executive Offices)

(212) 631-2111
(Registrant's telephone number)

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

Title of Each Class	Trading symbol	Name of Exchange on which registered
Common Stock, par value $0.001 per share	DV	New York Stock Exchange

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

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

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

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

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

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

As of November 05, 2021, there were 158,638,068 shares of the registrant's common stock, par value $0.001 per share, outstanding.

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Note About Forward Looking Statements

This Quarterly Report on Form 10-Q ("Quarterly Report") includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts included in this Quarterly Report, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected costs, savings and plans and objectives of management for future operations, are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe" or "continue" or the negative thereof or variations thereon or similar terminology. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to have been correct.

You should read the "Special Note Regarding Forward-Looking Statements" and "Risk Factors" sections of our final prospectus, dated April 20, 2021 and filed with the Securities and Exchange Commission ("SEC"), pursuant to Rule 424(b)(4) under the Securities Act, on April 22, 2021 (the "Prospectus"), for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. There may be other factors not presently known to us or which we currently consider to be immaterial that may cause our actual results to differ materially from the forward-looking statements.

All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this Quarterly Report and are expressly qualified in their entirety by the cautionary statements included in this Quarterly Report. We undertake no obligation to publicly update or revise forward-looking statements to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

"DoubleVerify," "the DV Authentic Ad," "Authentic Brand Suitability," "DV Pinnacle" and other trademarks of ours appearing in this report are our property and we deem particularly important to the marketing activities conducted by each of our businesses. Solely for convenience, the trademarks, service marks and trade names referred to in this report are without the ® and ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks, service marks and trade names. This report contains additional trade names and trademarks of other companies. We do not intend our use or display of other companies' trade names or trademarks to imply an endorsement or sponsorship of us by such companies, or any relationship with any of these companies.

Unless the context otherwise requires, the terms "DoubleVerify," "we," "us," "our," and the "Company," as used in this report refer to DoubleVerify Holdings, Inc. and its consolidated subsidiaries. DoubleVerify Holdings, Inc. and its subsidiary DoubleVerify MidCo, Inc. changed their names from Pixel Group Holdings Inc. and Pixel Parent Inc., respectively, prior to the date of this report. All references to DoubleVerify Holdings, Inc. and DoubleVerify MidCo, Inc. are to these entities both prior to and after the name changes.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

DoubleVerify Holdings, Inc.
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands, except per share data)	As of September 30, 2021	As of December 31, 2020
Assets:		
Current assets		
Cash and cash equivalents	$ 319,825	$ 33,354
Trade receivables, net of allowances for doubtful accounts of $5,246 and $7,049 as of September 30, 2021 and December 31, 2020 respectively	95,509	94,677
Prepaid expenses and other current assets	9,326	13,904
Total current assets	424,660	141,935
Property, plant and equipment, net	16,693	18,107
Goodwill	244,672	227,349
Intangible assets, net	117,705	121,710
Deferred tax assets	82	82
Other non-current assets	2,185	2,151
Total assets	$ 805,997	$ 511,334
Liabilities and Stockholders' Equity:		
Current liabilities		
Trade payables	$ 4,105	$ 3,495
Accrued expense	25,127	25,419
Income tax liabilities	540	1,277
Current portion of capital lease obligations	2,140	1,515
Contingent considerations current	1,717	1,198
Other current liabilities	3,986	1,116
Total current liabilities	37,615	34,020
Long-term debt	—	22,000
Capital lease obligations	3,106	3,447
Deferred tax liabilities	29,732	31,418
Other non-current liabilities	2,788	3,292
Contingent considerations non-current	—	462
Total liabilities	$ 73,241	$ 94,639
Commitments and contingencies (Note 13)		
Stockholders' equity		
Common stock, $0.001 par value, 1,000,000 shares authorized, 158,524 shares issued and 158,474 outstanding as of September 30, 2021; 700,000 shares authorized, 140,222 shares issued and 125,074 shares outstanding as of December 31, 2020	159	140
Preferred stock, $0.01 par value, 100,000 shares authorized, zero shares issued and outstanding as of September 30, 2021; 61,006 shares authorized, issued, and outstanding as of December 31, 2020. Liquidation preference: $350,000 as of December 31, 2020	—	610
Additional paid-in capital	677,588	620,679
Treasury stock, at cost, 50 shares and 15,146 shares as of September 30, 2021 and December 31, 2020, respectively	(1,802)	(260,686)
Retained earnings	55,941	54,941
Accumulated other comprehensive income, net of income taxes	870	1,011
Total stockholders' equity	732,756	416,695
Total liabilities and stockholders' equity	$ 805,997	$ 511,334

See accompanying Notes to unaudited Condensed Consolidated Financial Statements.

DoubleVerify Holdings, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (UNAUDITED)

(in thousands, except per share data)	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Revenue	$ 83,098	$ 61,037	$ 227,208	$ 165,276
Cost of revenue (exclusive of depreciation and amortization shown separately below)	13,435	8,998	35,929	23,963
Product development	16,359	13,087	45,658	34,324
Sales, marketing and customer support	19,539	16,728	54,653	41,880
General and administrative	14,465	10,369	58,317	29,327
Depreciation and amortization	7,492	6,087	21,989	18,167
Income from operations	11,808	5,768	10,662	17,615
Interest expense	249	858	936	2,958
Other expense, net	365	481	365	359
Income before income taxes	11,194	4,429	9,361	14,298
Income tax expense (benefit)	3,270	(1,376)	8,361	1,975
Net income	$ 7,924	$ 5,805	$ 1,000	$ 12,323
Earnings per share:				
Basic	$ 0.05	$ 0.04	$ 0.01	$ 0.09
Diluted	$ 0.05	$ 0.04	$ 0.01	$ 0.08
Weighted-average common stock outstanding:				
Basic	158,045	139,841	144,305	139,779
Diluted	167,045	146,554	153,547	146,843
Comprehensive income:				
Net income	$ 7,924	$ 5,805	$ 1,000	$ 12,323
Other comprehensive income:				
Foreign currency cumulative translation adjustment	303	410	(141)	488
Total comprehensive income	$ 8,227	$ 6,215	$ 859	$ 12,811

See accompanying Notes to unaudited Condensed Consolidated Financial Statements.

DoubleVerify Holdings, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)

(in thousands)	Common Stock Shares	Common Stock Amount	Preferred Stock Shares	Preferred Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss) Net of Income Taxes	Total Stockholders' Equity
Balance as of January 1, 2021	140,222	$ 140	61,006	$ 610	15,146	$(260,686)	$ 620,679	$ 54,941	$ 1,011	$ 416,695
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	(799)	(799)
Stock-based compensation expense	—	—	—	—	—	—	2,538	—	—	2,538
Common stock issued upon exercise of stock options	180	—	—	—	—	—	538	—	—	538
Net income	—	—	—	—	—	—	—	5,644	—	5,644
Balance as of March 31, 2021	140,402	$ 140	61,006	$ 610	15,146	$(260,686)	$ 623,755	$ 60,585	$ 212	$ 424,616
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	355	355
Stock-based compensation expense	—	—	—	—	—	—	4,714	—	—	4,714
Common stock issued upon exercise of stock options	871	2	—	—	—	—	2,907	—	—	2,909
Common stock issued upon vesting of restricted stock units	217	—	—	—	—	—	—	—	—	—
Conversion of Series A preferred stock to common stock in connection with initial public offering	5,190	5	(61,006)	(610)	(15,146)	260,686	(260,081)	—	—	—
Issuance of common stock in connection with initial public offering	9,977	10	—	—	—	—	269,380	—	—	269,390
Issuance of common stock in connection with the private placement concurrent with the initial public offering	1,111	1	—	—	—	—	29,999	—	—	30,000
Net loss	—	—	—	—	—	—	—	(12,568)	—	(12,568)
Balance as of June 30, 2021	157,768	$ 158	—	$ —	—	$ —	$ 670,674	$ 48,017	$ 567	$ 719,416
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	303	303
Shares repurchased for settlement of employee tax withholdings	—	—	—	—	50	(1,802)	—	—	—	(1,802)
Stock-based compensation expense	—	—	—	—	—	—	4,848	—	—	4,848
Common stock issued upon exercise of stock options	651	1	—	—	—	—	2,066	—	—	2,067
Common stock issued upon vesting of restricted stock units	105	—	—	—	—	—	—	—	—	—
Net income	—	—	—	—	—	—	—	7,924	—	7,924
Balance as of September 30, 2021	158,524	$ 159	—	$ —	50	$ (1,802)	$ 677,588	$ 55,941	$ 870	$ 732,756
Balance as of January 1, 2020	139,721	$ 140	—	$ —	—	$ —	$ 283,457	$ 34,488	$ (67)	$ 318,018
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	(153)	(153)
Stock-based compensation expense	—	—	—	—	—	—	802	—	—	802
Common stock issued upon exercise of stock options	32	—	—	—	—	—	70	—	—	70
Net income	—	—	—	—	—	—	—	2,440	—	2,440
Balance as of March 31, 2020	139,753	$ 140	—	$ —	—	$ —	$ 284,329	$ 36,928	$ (220)	$ 321,177
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	231	231
Stock-based compensation	—	—	—	—	—	—	1,140	—	—	1,140
Common stock issued upon exercise of stock options	58	—	—	—	—	—	51	—	—	51
Net income	—	—	—	—	—	—	—	4,078	—	4,078
Balance as of June 30, 2020	139,811	$ 140	—	$ —	—	$ —	$ 285,520	$ 41,006	$ 11	$ 326,677
Foreign currency translation adjustment	—	—	—	—	—	—	—	—	410	410
Stock-based compensation	—	—	—	—	—	—	1,619	—	—	1,619
Common stock issued under employee purchase plan	61	—	—	—	—	—	423	—	—	423
Common stock issued upon exercise of stock options	44	—	—	—	—	—	263	—	—	263
Common stock issued upon vesting of restricted stock units	19	—	—	—	—	—	—	—	—	—
Net income	—	—	—	—	—	—	—	5,805	—	5,805
Balance as of September 30, 2020	139,935	$ 140	—	$ —	—	$ —	$ 287,825	$ 46,811	$ 421	$ 335,197

See accompanying Notes to unaudited Condensed Consolidated Financial Statements.

DoubleVerify Holdings, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(in thousands)	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Operating activities:		
Net income	$ 1,000	$ 12,323
Adjustments to reconcile net income to net cash provided by operating activities		
Bad debt (recovery) expense	(1,186)	3,041
Depreciation and amortization expense	21,989	18,167
Amortization of debt issuance costs	221	211
Accretion of acquisition liabilities	—	36
Deferred taxes	(4,572)	(3,912)
Stock-based compensation expense	12,100	3,561
Interest expense (income)	130	(36)
Change in fair value of contingent consideration	57	(949)
Offering costs	21,797	1,852
Other	661	742
Changes in operating assets and liabilities net of effect of business combinations		
Trade receivables	690	(11,633)
Prepaid expenses and other current assets	4,590	(3,457)
Other non-current assets	(162)	(9)
Trade payables	425	1,881
Accrued expenses	(684)	2,081
Other current liabilities	2,747	(7,143)
Other non-current liabilities	(1,369)	1,082
Net cash provided by operating activities	58,434	17,838
Investing activities:		
Purchase of property, plant and equipment	(5,499)	(6,545)
Acquisition of business, net of cash acquired	(24,323)	—
Net cash (used in) investing activities	(29,822)	(6,545)
Financing activities:		
Payments of long-term debt	(22,000)	(563)
Deferred payment related to Leiki acquisition	—	(2,033)
Deferred payment related to Zentrick acquisition	(50)	(50)
Payment of contingent consideration related to Zentrick acquisition	—	(601)
Proceeds from common stock issued upon exercise of stock options	5,514	383
Proceeds from common stock issued under employee purchase plan	—	425
Proceeds from issuance of common stock upon initial public offering	269,390	—
Proceeds from issuance of common stock in connection with concurrent private placement	30,000	—
Payments related to offering costs	(21,797)	(1,230)
Capital lease payments	(1,222)	(1,242)
Shares repurchased for settlement of employee tax withholdings	(1,802)	—
Net cash provided by (used in) financing activities	258,033	(4,911)
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(173)	(38)
Net increase in cash, cash equivalents, and restricted cash	286,472	6,344
Cash, cash equivalents, and restricted cash - Beginning of period	33,395	11,342
Cash, cash equivalents, and restricted cash - End of period	$ 319,867	$ 17,686
Cash and cash equivalents	319,825	17,289
Restricted cash (included in prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets)	42	397
Total cash and cash equivalents and restricted cash	$ 319,867	$ 17,686
Supplemental cash flow information:		
Cash paid for taxes	5,586	14,901
Cash paid for interest	580	2,692
Non-cash investing and financing activities:		
Conversion of Series A preferred stock to common stock in connection with the initial public offering	610	—
Treasury stock reissued upon the conversion of Series A preferred stock to common stock	260,686	—
Acquisition of equipment under capital lease	1,518	973
Capital assets financed by accounts payable	41	1,313
Offering costs included in accounts payable and accrued expense	—	772

See accompanying Notes to unaudited Condensed Consolidated Financial Statements.

DoubleVerify Holdings, Inc.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Amounts in thousands, except per share data, unless otherwise stated)

1. Description of Business

DoubleVerify is a software platform for digital media measurement, data and analytics. The Company's solutions provide advertisers with a single measure of digital ad quality and effectiveness, the DV Authentic Ad, which ensures that a digital ad was delivered in a brand-safe environment, fully viewable, by a real person and in the intended geography. The Company's software interface, DV Pinnacle, provides customers with access to data on all of their digital ads and enables them to make changes to their ad strategies on a real-time basis. The Company's software solutions are integrated across the entire digital advertising ecosystem, including programmatic platforms, Connected TV ("CTV"), social media channels and digital publishers. The Company's solutions are accredited by the Media Rating Council, which allows the Company's data to be used as a single-source standard in the evaluation and measurement of digital ads.

The Company was incorporated on August 16, 2017, is registered in the state of Delaware and is the parent company of DoubleVerify Midco, Inc. ("MidCo"), which is in turn the parent company of DoubleVerify Inc. On August 18, 2017, DoubleVerify Inc. entered into an agreement and plan of merger (the "Agreement"), whereby the Company, formerly known as Pixel Group Holdings, Inc. and Pixel Merger Sub, Inc. ("Merger Sub"), a wholly owned subsidiary of the Company, agreed to provide for the merger of the Merger Sub with DoubleVerify Inc. pursuant to the terms and conditions of the Agreement.

On the effective date, Merger Sub was merged with and into DoubleVerify Inc. whereupon the separate corporate existence of Merger Sub ceased and DoubleVerify Inc. continued as the surviving corporation.

Through the merger, the Company acquired 100% of the outstanding equity instruments of DoubleVerify Inc. resulting in a change of control at the parent level. The merger resulted in the application of acquisition accounting under the provisions of Financial Accounting Standards Board ("FASB") Topic Accounting Standards Codification ("ASC") 805*, Business Combinations.*

The Company has wholly owned subsidiaries in numerous jurisdictions including Israel, the United Kingdom, Germany, Singapore, Australia, Canada, Brazil, Belgium, Mexico, France, Japan, Spain, and Finland, and operates in one reportable segment.

On April 23, 2021, the Company completed an initial public offering of its common stock ("IPO"). See Footnote 12, Stockholders' Equity.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Preparation and Principles of Consolidation

The accompanying Condensed Consolidated Balance Sheets as of September 30, 2021 and December 31, 2020, the Condensed Consolidated Statements of Operations and Comprehensive Income for the three and nine months ended September 30, 2021 and 2020, the Condensed Consolidated Statements of Stockholders' Equity for the three and nine months ended September 30, 2021 and 2020, and the Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2021 and 2020 reflect all adjustments that are of a normal recurring nature and that are considered necessary for a fair presentation of the results for the periods shown in accordance with accounting principles generally accepted in the United States of America ("GAAP") and the applicable rules and regulations of the SEC for interim financial reporting periods. Accordingly, certain information and footnote disclosures have been condensed or omitted pursuant to SEC rules that would ordinarily be required under GAAP for complete financial statements. These unaudited interim Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements as of December 31, 2020 and 2019 and for the years then ended and the accompanying notes thereto included in the Company's Prospectus.

On March 29, 2021, the Company effected a 1-for-3 reverse stock split (‘‘reverse stock split’’) of its outstanding common stock, par value $0.001 per share (“common stock”), and a proportional adjustment to the existing conversion ratio of its then-outstanding Series A Preferred Stock, par value $0.01 per share (“preferred stock”). Accordingly, all share and per share amounts for all periods presented in these Condensed Consolidated Financial Statements and notes thereto, have been adjusted retrospectively, where applicable, to reflect this reverse stock split.

Use of Estimates and Judgments in the Preparation of the Condensed Consolidated Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expense during the reporting periods. Significant estimates and judgments are inherent in the analysis and measurement of items including, but not limited to: revenue recognition criteria including the determination of principal versus agent revenue considerations, income taxes, the valuation and recoverability of goodwill and intangible assets, the assessment of potential loss from contingencies, the allowance for doubtful accounts, and assumptions used in determining the fair value of stock-based compensation. Management bases its estimates and assumptions on historical experience and on various other factors that are believed to be reasonable under the circumstances. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be affected by changes in those estimates. These estimates are based on the information available as of the date of the Condensed Consolidated Financial Statements.

Recently Issued Accounting Pronouncements

The Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act (“JOBS Act”). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with certain new or revised accounting standards.

Financial Instruments - Credit Losses

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments-Credit Losses (Topic 326)*: *Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”), which is intended to provide more decision-useful information about expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. ASU 2016-13 revises the impairment model to utilize an expected loss methodology in place of the currently used incurred loss methodology, which will result in more timely recognition of losses on financial instruments, including, but not limited to accounts receivable. This guidance is effective for annual reporting periods beginning after December 15, 2022 for non-public entities, including interim periods within that reporting period. Early adoption is permitted and the update allows for a modified retrospective method of adoption. The Company is currently in the process of evaluating the impact of this standard on the Company’s Condensed Consolidated Financial Statements.

Cloud Computing

In August 2018, the FASB issued ASU No. 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* (“ASU 2018-15”). This update was issued to align 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 (and hosting arrangements that include an internal-use software license). The amendments in ASU 2018-15 are effective for annual periods beginning after December 15, 2020 for non-public entities, and interim periods within annual periods beginning after December 15, 2021. The update allows for a retrospective or prospective method of adoption.

The Company intends to adopt amendment ASU No. 2018-15 on December 31, 2021 using a prospective approach. The Company is currently in the process of evaluating the impact of this standard and its adoption is not expected to have a material impact on the Company’s Condensed Consolidated Financial Statements.

DoubleVerify Holdings, Inc.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Amounts in thousands, except per share data, unless otherwise stated)

Leases

In February 2016, the FASB issued ASU No. 2016-02, *Leases Topic 842* (“ASU 2016-02”). The guidance in ASU 2016-02 supersedes the lease recognition requirements in ASC 840, Leases. ASU 2016-02 requires an entity to recognize assets and liabilities arising from a lease for both financing and operating leases, along with additional qualitative and quantitative disclosures. In July 2018, FASB issued ASU No. 2018- 10, *Codification Improvements to Topic 842, Leases*, ("ASU No. 2018-10") to further clarify, correct and consolidate various areas previously discussed in ASU 2016-02. FASB also issued ASU No. 2018- 11, *Leases: Targeted Improvements* ("ASU 2018-11") to provide entities another option for transition and lessors with a practical expedient. The transition option allows entities to not apply ASU No. 2016-02 in comparative periods in the financial statements in the year of adoption. The amendments in ASU No. 2016-02, ASU No. 2018-10 and ASU No. 2018-11 are effective for fiscal years beginning after December 15, 2021 for non-public entities and interim periods within fiscal years beginning after December 15, 2022, with early adoption permitted. The Company is currently in the process of evaluating the impact of this standard on the Company’s Condensed Consolidated Financial Statements.

Simplifying the Accounting for Income Taxes

In December 2019, the FASB issued ASU No. 2019-12, *Simplifying the Accounting for Income Taxes (Topic 740) (“ASU 2019-12”)*. ASU 2019-12 issued guidance on the accounting for income taxes that, among other provisions, eliminates certain exceptions to existing guidance related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. This guidance also requires an entity to reflect the effect of an enacted change in tax laws or rates in its effective income tax rate in the first interim period that includes the enactment date of the new legislation, aligning the timing of recognition of the effects from enacted tax law changes on the effective income tax rate with the effects on deferred income tax assets and liabilities. Under existing guidance, an entity recognizes the effects of the enacted tax law change on the effective income tax rate in the period that includes the effective date of the tax law. For non-public entities, the amendments are effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. Early adoption is permitted. Certain amendments included in the update allows for a retrospective, modified retrospective, or prospective method of adoption. The Company is currently in the process of evaluating the impact of this standard and its adoption is not expected to have a material impact on the Company’s Condensed Consolidated Financial Statements.

3. Revenue

The following table disaggregates revenue between advertiser customers, where revenue is generated based on number of ads measured for Direct or measured and purchased for Programmatic, and supply-side customers, where revenue is generated based on contracts with minimum guarantees or contracts that contain overages after minimum guarantees are achieved.

Disaggregated revenue by customer type is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Advertiser - direct	$ 34,057	$ 27,582	$ 93,260	$ 73,476
Advertiser - programmatic	41,902	28,044	113,694	76,023
Supply-side customer	7,139	5,411	20,254	15,777
Total revenue	$ 83,098	$ 61,037	$ 227,208	$ 165,276

Contract assets relate to the Company’s conditional right to consideration for completed performance under the contract (e.g., unbilled receivables). Trade receivables, net of allowance for doubtful accounts, include unbilled receivable balances of $36.1 million and $44.9 million as of September 30, 2021 and December 31, 2020, respectively.

DoubleVerify Holdings, Inc.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Amounts in thousands, except per share data, unless otherwise stated)

4. Business Combinations

Meetrics GmbH

On August 31, 2021, the Company acquired all of the outstanding stock of Meetrics GmbH ("Meetrics"). Meetrics was founded in 2008 in Berlin, Germany and is a European-based ad verification provider – offering comprehensive media quality measurement solutions across viewability, fraud, brand safety and suitability. The aggregate net cash purchase price was $24.3 million. This acquisition expands DoubleVerify's international presence as substantially all of Meetrics' customer base and business operations are based in Europe, the Middle East, and Africa.

The following table summarizes the preliminary fair value of assets acquired and liabilities assumed as of the acquisition date:

(in thousands)	Acquisition Date
Assets:	
Cash and cash equivalents	$ 1,007
Trade receivables	948
Other assets	96
Property, plant and equipment	27
Intangible assets:	
Technology	2,245
Customer relationships	7,208
Trademarks	47
Non-compete agreements	71
Total intangible assets	9,571
Goodwill	17,057
Total assets acquired	$ 28,706
Liabilities:	
Trade payables	$ 145
Other current liabilities	345
Deferred tax liability	2,886
Total liabilities assumed	3,376
Total purchase consideration	$ 25,330
Cash acquired	(1,007)
Net cash purchase price	24,323

The acquired intangible assets of Meetrics will be amortized over their estimated useful lives. Accordingly, customer relationships will be amortized over fourteen years, developed technology will be amortized over four years, non-compete agreements will be amortized over two years, and trademarks will be amortized over one year. The total weighted-average useful life of the acquired intangible assets as of September 30, 2021 is 11.4 years. The Company recognized a deferred tax liability of $2.9 million in relation to the intangible assets acquired.

The goodwill and identified intangible assets are not deductible for tax purposes. The Company incurred acquisition-related transaction costs of $0.7 million included in General and Administrative expenses in the Condensed Consolidated Statement of Operations and Comprehensive Income for the three and nine months ended September 30, 2021.

The goodwill associated with Meetrics includes the acquired assembled work force, the value associated with the opportunity to leverage the work force to continue to develop the future generations of verification technology assets, as well as the ability to grow the Company through adding additional customer relationships or new solutions in the future.

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The preliminary allocations of the purchase price for Meetrics are subject to revisions as additional information is obtained about the facts and circumstances that existed as of the acquisition date. The revisions may have a significant impact on the accompanying condensed consolidated financial statements. The allocations of the purchase price will be finalized once all information is obtained and assessed, not to exceed one year from the acquisition date.

The acquisition of Meetrics was immaterial to the Company's Condensed Consolidated Financial Statements for the three and nine months ended September 30, 2021 and 2020, and therefore, supplemental information disclosure on an unaudited pro forma basis is not presented.

Zentrick NV

On February 15, 2019, the Company acquired all of the outstanding stock of Zentrick NV (“Zentrick”). Zentrick, headquartered in Ghent, Belgium is a digital video technology company that provides middleware solutions that increase the performance of online video advertising for brand advertisers, advertising platforms and publishers. This acquisition integrates technology into the Company’s suite of products related to advertising viewability specifically on video formats, a growing segment of the advertising market and critical for the delivery of verification services to social platforms and CTV. The aggregate purchase price consists of 1) $23.2 million paid in cash at closing, which excluded closing adjustments of approximately $0.2 million paid in April 2019 2) $0.1 million in holdback payment of which 50% was payable 12 months after the closing date, and the remaining 50% was payable 24 months after the closing date and 3) up to $17.3 million of performance-based deferred payments that comprises two components (the “Zentrick Deferred Payment Terms”). The first component has a $4.0 million maximum payment related to four milestone tranches of $1.0 million each based on achievement of certain product milestones (“technical milestones”). The second component has a total maximum payment of $13.0 million and varies based upon certain revenue targets in fiscal 2019, 2020, and 2021 (“revenue targets”).

Under the Zentrick Deferred Payment Terms, a portion of the technical milestones and revenue targets have been accounted at fair value as contingent consideration in the business combination with the remaining portion being accounted for as compensation expense under ASC 710, *Compensation - General*.

As of September 30, 2021, the technical milestone and revenue target components of the contingent consideration had a fair value of $1.2 million and $0.5 million, respectively, and is recorded in Contingent Considerations Current in the Condensed Consolidated Balance Sheets. There was no change in fair value in the Condensed Consolidated Statement of Operations and Comprehensive Income for the three months ended September 30, 2021. For the nine months ended September 30, 2021, the Company recorded a $0.1 million unrealized loss for the change in fair value in the Condensed Consolidated Statement of Operations and Comprehensive Income. The Company recorded less than $0.1 million unrealized gain and $0.9 million unrealized gain for the change in fair value in the Condensed Consolidated Statement of Operations and Comprehensive Income for the three and nine months ended September 30, 2020, respectively.

As of September 30, 2021, the technical milestone and revenue target components treated as compensation cost total $1.1 million and is included in Other Current Liabilities in the Condensed Consolidated Balance Sheets. For the three months ended September 30, 2021, there were no charges to the Condensed Consolidated Statements of Operations and Comprehensive Income. For the nine months ended September 30, 2021, less than $0.1 million was charged to the Condensed Consolidated Statements of Operations and Comprehensive Income. Less than $0.1 million and $0.2 million were charged to the Condensed Consolidated Statements of Operations and Comprehensive Income for the three and nine months ended September 30, 2020, respectively.

5. Goodwill and Intangible Assets

As of September 30, 2021 and December 31, 2020, the carrying value of goodwill was $244.7 million and $227.3 million, respectively. The total change in the carrying value of goodwill was primarily related to $17.1 million from the Meetrics acquisition. The remaining change in goodwill was deemed immaterial.

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The following table summarizes the Company's intangible assets and related accumulated amortization:

(in thousands)	September 30, 2021			December 31, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trademarks and brands	11,736	(3,200)	8,536	11,690	(2,562)	9,128
Customer relationships	109,301	(34,194)	75,107	102,220	(27,720)	74,500
Developed technology	65,599	(31,604)	33,995	63,210	(25,128)	38,082
Non-compete agreements	69	(2)	67	—	—	—
Total intangible assets	$ 186,705	$ (69,000)	$ 117,705	$ 177,120	$ (55,410)	$ 121,710

Amortization expense for the three months ended September 30, 2021 and September 30, 2020 is $4.6 million and $4.4 million, respectively. Amortization expense related to intangible assets amounted to $13.5 million and $13.4 million for the nine months ended September 30, 2021 and September 30, 2020, respectively.

Estimated future expected amortization expense of intangible assets as of September 30, 2021 is as follows:

(in thousands)	
2021	$ 4,755
2022	19,001
2023	18,929
2024	17,303
2025	15,146
2026	10,283
Thereafter	32,288
Total	$ 117,705

The weighted-average remaining useful life by major asset classes as of September 30, 2021 is as follows:

	(In years)
Trademarks and brands	11
Customer relationships	8
Developed technology	4
Non-compete agreements	2

There were no impairments identified during the nine months ended September 30, 2021 or September 30, 2020.

6. Property, Plant and Equipment

Property, plant and equipment, including equipment under capital lease obligations and capitalized software development costs, consists of the following:

	As of	
(in thousands)	September 30, 2021	December 31, 2020
Computers and peripheral equipment	$ 16,738	$ 14,577
Office furniture and equipment	1,104	1,124
Leasehold improvements	9,315	9,267
Capitalized software development costs	13,236	8,382
Less accumulated depreciation and amortization	(23,700)	(15,243)
Total property, plant and equipment, net	$ 16,693	$ 18,107

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For the three months ended September 30, 2021 and 2020, total depreciation expense was $2.9 million and $1.6 million, respectively. For the nine months ended September 30, 2021 and 2020, total depreciation expense was $8.5 million and $4.7 million, respectively.

Property and equipment financed through capital lease obligations, consisting of computer equipment, totaled $12.3 million and $10.7 million on September 30, 2021 and December 31, 2020, respectively. As of September 30, 2021 and December 31, 2020, accumulated depreciation related to property and equipment financed through capital leases totaled $9.4 million and $7.6 million, respectively. Refer to Note 13, Commitments and Contingencies.

7. Fair Value Measurement

The following tables present the Company's financial instruments that are measured at fair value on a recurring basis:

	As of September 30, 2021			
(in thousands)	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value Measurements
Assets:				
Cash equivalents	$ 11,725	—	—	11,725
Liabilities:				
Contingent consideration current	—	—	1,717	1,717
Contingent consideration non-current	—	—	—	—
Total contingent consideration	$ —	$ —	$ 1,717	$ 1,717

	As of December 31, 2020			
(in thousands)	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Tota1 Fair Value Measurements
Assets:				
Cash equivalents	$ 2,474	$ —	$ —	$ 2,474
Liabilities:				
Contingent consideration current	—	—	1,198	1,198
Contingent consideration non-current	—	—	462	462
Total contingent consideration	$ —	$ —	$ 1,660	$ 1,660

Cash equivalents consisting of money market funds of $11.7 million and money market funds and time deposits of $2.5 million as of September 30, 2021 and December 31, 2020, respectively, were classified as Level 1 of the fair value hierarchy and valued using quoted market prices in active markets.

Contingent consideration relates to potential payments that the Company may be required to make associated with a business combination. To the extent that the valuations of these liabilities are based on inputs that are less observable or not observable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for measures categorized in Level 3.

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Rollforward of the fair value measurements of the contingent consideration categorized with Level 3 inputs as of September 30, 2021 is as follows:

(in thousands)		
Balance at January 1, 2021	$	1,660
Fair value adjustments		57
Payments during the year		—
Balance at September 30, 2021	$	1,717

The fair value of the component of contingent consideration related to achievement of revenue targets have been estimated using a Monte Carlo model to simulate future performance of the acquired business under a risk-neutral framework; significant assumptions include a risk-adjusted discount rate of 13.5% and revenue volatility of 29.0%. The fair value of the component of contingent consideration related to achievement of four technical milestones have been estimated using situation-based modeling, which considers the probability-weighted present value of the expected payout amount.

8. Long-term Debt

On October 1, 2020, DoubleVerify Inc., as borrower (the “Borrower”), and MidCo, as guarantor, entered into an amendment and restatement agreement with the banks and other financial institutions party thereto, as lenders, and Capital One, National Association, as administrative agent, letter of credit issuer and swing lender, and others, to (i) amend and restate the Prior Credit Agreement as defined in the Prospectus (the Prior Credit Agreement, as amended and restated on October 1, 2020, the “Credit Agreement”) and (ii) replace the Prior Credit Facilities (as defined in the Prospectus) with a new senior secured revolving credit facility (the “New Revolving Credit Facility”) in an aggregate principal amount of $150.0 million (with a letter of credit facility of up to $15.0 million as a sublimit). Subject to certain terms and conditions, the Borrower is entitled to request additional term loan facilities or increases in the revolving credit commitments under the New Revolving Credit Facility. The New Revolving Credit Facility is payable in quarterly installments for interest, with the principal balance due in full at maturity on October 1, 2025. Additional fees paid quarterly include fees for the unused revolving facility and unused letter of credit. The commitment fee on any unused balance is payable periodically and may range from 0.25% to 0.40% based upon the total net leverage ratio. The New Revolving Credit Facility bears interest at LIBOR plus 2.25%, which may vary from time to time based on the Borrower’s total net leverage ratio calculated in accordance with the Credit Agreement.

The New Revolving Credit Facility contains a number of significant negative covenants. Subject to certain exceptions, these covenants require the Borrower to comply with certain requirements and restrictions to, among other things: incur indebtedness; create liens; engage in mergers or consolidations; make investments, loans and advances; pay dividends or other distributions and repurchase capital stock; sell assets; engage in certain transactions with affiliates; enter into sale and leaseback transactions; and make certain accounting changes. As a result of these restrictions, substantially all of the net assets of the Borrower are restricted from distribution to the Company or any of its holders of equity.

The New Revolving Credit Facility has a first priority lien on substantially all of the assets of MidCo, the Borrower and Ad-Juster, Inc., the Company’s indirect subsidiary. The New Revolving Credit Facility requires the Borrower to remain in compliance with a maximum total net leverage ratio and a minimum fixed charge coverage ratio as defined in the Credit Agreement.

As of September 30, 2021, the maximum total net leverage ratio and minimum fixed charge coverage ratio is 3.5x and 1.25x, respectively. The Borrower is in compliance with all covenants under the New Revolving Credit Facility as of September 30, 2021.

On April 30, 2021 the Company used a portion of the proceeds from the IPO and the concurrent private placement to pay the outstanding balance. As of September 30, 2021 and December 31, 2020, there was $0 outstanding and $22.0 million outstanding under the New Revolving Credit Facility, respectively.

9. Income Tax

The Company’s quarterly income tax provision is calculated using an estimated annual effective income tax rate ("ETR") based on actual historical information and forward-looking estimates. The Company’s estimated annual ETR may fluctuate due to changes in forecasted annual pre-tax income, changes in the jurisdictional mix of forecasted pre-tax income, and changes to actual or forecasted permanent book to tax differences (e.g., non-deductible expenses). In addition, the Company’s ETR for a particular reporting period may fluctuate as the result of changes to the valuation allowance for net deferred tax assets, the impact of anticipated tax settlements with federal, state, or foreign tax authorities, or the impact of tax law changes. The Company identifies items that are unusual and non-recurring in nature and treat these as discrete events. The tax effect of these discrete events is booked entirely in the quarter in which they occur.

During the three and nine months ended September 30, 2021, the Company recorded an income tax provision of $3.3 million and $8.4 million, respectively, resulting in an effective tax rate of 29.2% and 89.3%, which includes an annualized effective tax provision of $3.3 million and $2.7 million (representing an effective tax rate of 29.2% and 29.1%) and discrete items relating primarily to transaction costs and state tax refunds of $0 and $5.6 million (representing an effective tax rate of 0.0% and 60.2%), respectively. During the three and nine months ended September 30, 2020, the Company recorded an income tax benefit of $1.4 million and an income tax provision of $2.0 million, respectively, resulting in an effective tax rate of (31.1%) and 13.8%, respectively. These effective tax rates differ from the U.S. federal statutory rate primarily due to the effects of differing treatment of transaction costs between book and tax, foreign tax rate differences, U.S. tax on foreign operations, and U.S. state/local taxes.

The COVID-19 (as defined herein) pandemic has a global reach, and many countries are introducing measures that provide relief to taxpayers in a variety of ways. In March 2020, the U.S. government enacted tax legislation containing provisions to support businesses during the COVID-19 pandemic (the “CARES Act”), including deferment of the employer portion of certain payroll taxes, refundable payroll tax credits, and technical amendments to tax depreciation methods for qualified improvement property. The CARES Act did not have a material impact on the Company’s income tax provision for the three and nine months ended September 30, 2021.

A valuation allowance has been established against a non-material amount of certain net foreign deferred tax assets and US tax loss carryforward. All other net deferred tax assets have been determined to be more likely than not realizable.

The Company and its subsidiaries file income tax returns with the Internal Revenue Service (“IRS”) and various state and international jurisdictions. The Company’s Israeli subsidiary is under audit by the Israeli Tax Authority for the 2016-2018 tax years. This examination may lead to ordinary course adjustments or proposed adjustments to the Company’s taxes. Aside from this, the Company is not currently under audit in any other jurisdiction.

On August 31, 2021, the Company acquired all of the outstanding stock of Meetrics, a German corporation, in a sale treated as a non-taxable event at the corporate level. The Company has calculated a preliminary tax basis balance sheet and deferred tax impact of the acquisition. The Company has recorded a deferred tax liability of $2.9 million relating to varying tax and book basis differences of intangible assets and goodwill.

In addition, Meetrics maintains net operating loss carryforwards of approximately $5.0 million through December 31, 2020. Based on a preliminary review of all positive and negative evidence, it appears to not be more likely than not that Meetrics will be able to utilize these loss carryforwards. Therefore, a deferred tax asset of $1.5 million has been recorded, which is fully offset by a valuation allowance.

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10. Earnings Per Share

The following table reconciles the numerators and denominators used in computations of the basic and diluted EPS for the three and nine months ended September 30:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Numerator:				
Net Income (basic and diluted)	$ 7,924	$ 5,805	$ 1,000	$ 12,323
Denominator:				
Weighted-average common shares outstanding	158,045	139,841	144,305	139,779
Dilutive effect of share-based awards	9,000	6,713	9,242	7,064
Weighted-average dilutive shares outstanding	**167,045**	**146,554**	**153,547**	**146,843**
Basic earnings per share	$ 0.05	$ 0.04	$ 0.01	$ 0.09
Diluted earnings per share	$ 0.05	$ 0.04	$ 0.01	$ 0.08

Approximately 4.6 million, and 4.3 million weighted average shares issuable under stock-based awards were not included in the diluted EPS calculation in the three and nine months ended September 30, 2021, respectively, because they were antidilutive. Approximately 9.2 million, and 7.5 million weighted average shares issuable under stock-based awards were not included in the diluted EPS calculation in the three and nine months ended September 30, 2020, respectively, because they were also antidilutive.

11. Stock-Based Compensation

Employee Equity Incentive Plan

On September 20, 2017, the Company established its 2017 Omnibus Equity Incentive Program (the “2017 Plan”) which provides for the granting of equity based awards to certain employees, directors, independent contractors, consultants and agents. Under the 2017 Plan, the Company may grant non-qualified stock options, stock appreciation rights, restricted stock units, and other stock-based awards for up to 22,182 shares of common stock.

On April 19, 2021 the Company established its 2021 Omnibus Equity Incentive Plan (“2021 Equity Plan”). The maximum number of shares of common stock available for issuance under the 2021 Equity Plan is equal to the sum of (i) 30,000 shares of common stock and (ii) an annual increase on the first day of each year beginning in 2022 and ending in and including 2031, equal to the lesser of (A) five percent (5%) of the outstanding shares of common stock on the last day of the immediately preceding fiscal year and (B) such lesser amount as determined by the Board’s compensation committee. The 2021 Equity Plan provides for the grant of stock options (including qualified incentive stock options and nonqualified stock options), stock appreciation rights, restricted stock, restricted stock units, dividend equivalents, and other stock or cash settled incentive awards. Any shares covered by an award, or portion of an award, granted under the 2021 Equity Plan that expires or is forfeited, canceled, cash-settled, or otherwise terminated for any reason will again be available for the grant of awards under the 2021 Equity Plan.

Options become exercisable subject to vesting schedules up to four years from the date of the grant and subject to certain timing restrictions upon an employee’s separation of service and no later than 10 years after the grant date.

Restricted stock units are subject to vesting schedules up to four years from the date of the grant and subject to certain timing restrictions upon an employee’s separation.

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A summary of stock option activity as of and for the nine months ended September 30, 2021 and December 31, 2020 is as follows:

	Stock Option			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2020	14,713	$ 4.47	7.79	$ 181,914
Options granted	1,707	30.95	—	—
Options exercised	(1,710)	3.28	—	—
Options forfeited	(271)	7.15	—	—
Outstanding as of September 30, 2021	14,439	$ 7.70	7.41	$ 383,974
Options expected to vest as of September 30, 2021	4,136	$ 16.20	8.90	$ 75,637
Options exercisable as of September 30, 2021	6,404	$ 3.68	6.70	$ 195,205

Stock options include grants to executives that contain both market-based and performance-based vesting conditions. There were no stock options granted that contain both market-based and performance-based vesting conditions during the nine months ended September 30, 2021. As of September 30, 2021, 3,433 market-based and performance-based awards were outstanding. As of September 30, 2021, the Company did not consider the performance condition to be probable and did not recognize any expense associated with these options.

The weighted average grant date fair value of options granted during the nine months ended September 30, 2021 and 2020 was $12.85 and $2.40, respectively. The total intrinsic value of options exercised during the nine months ended September 30, 2021 and 2020 was $50.5 million and $0.5 million, respectively.

The fair market value of each option granted during the nine months ended September 30, 2021 has been estimated on the grant date using the Black-Scholes-Merton option-pricing model with the following assumptions:

	2021
Risk - free interest rate (percentage)	0.6. - 1.1
Expected term (years)	5.9 - 6.1
Expected dividend yield (percentage)	—
Expected volatility (percentage)	42.1 - 43.6

The Company's board of directors (the "Board") did not declare or pay dividends of the Company's common or preferred stock during the nine months ended September 30, 2021 or during the nine months ended September 30, 2020.

A summary of restricted stock unit activity as of and for the nine months ended September 30, 2021 and December 31, 2020 is as follows:

	Restricted Stock	
	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding as of December 31, 2020	1,261	$ 7.74
Granted	1,720	30.88
Vested	(322)	8.97
Forfeited	(4)	35.54
Outstanding as of September 30, 2021	2,655	$ 22.54
Expected to vest as of September 30, 2021	2,330	

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The total grant date fair value of restricted stock units that vested during the nine months ended September 30, 2021 was $2.9 million.

As of September 30, 2021, unrecognized stock-based compensation expense was $68.9 million, which is expected to be recognized over a weighted-average period of 1.6 years.

Total stock-based compensation expense recorded in the Condensed Consolidated Statements of Operations and Comprehensive Income as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2021	2020	2021	2020
Product development	$ 1,239	$ 212	$ 1,953	$ 465
Sales, marketing and customer support	1,423	305	3,743	869
General and administrative	2,186	1,102	6,404	2,227
Total stock-based compensation	$ 4,848	$ 1,619	$ 12,100	$ 3,561

Employee Stock Purchase Plan

In March 2021, the Board approved the Company's 2021 Employee Stock Purchase Plan ("ESPP"), and employees became eligible to enroll in August 2021. The ESPP qualifies as an "employee stock purchase plan" under Section 423 of the U.S. Internal Revenue Code of 1986, as amended.

The Company reserved 3,000 shares of common stock for sale under the ESPP. The share reserve increases on the first day of each calendar year beginning on January 1, 2022 and ending on and including January 1, 2031, equal to the lesser of (i) one percent (1%) of the aggregate number of shares of common stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of common stock as is determined by the Board.

Purchases are accomplished through participation in discrete offering periods. Currently, the ESPP is available only to U.S. based employees; the Company is reviewing offering the ESPP program to employees in non-U.S. jurisdictions. The first offering and purchase period began on September 1, 2021 and will end on November 30, 2021. The Company expects the program to continue consecutively for six-month offering periods (commencing on December 1, 2021) for the foreseeable future.

Under the ESPP, eligible employees are able to acquire shares of the Company's common stock by accumulating funds through payroll deductions. Company employees in the United States generally are eligible to participate in the ESPP if they are a full-time employee and have completed six months of continuous service with the Company as of the last day of the enrollment period. Eligible employees are able to select a rate of payroll deduction between 1% and 15% of their compensation, up to a $25 annual contribution limit. The purchase price for shares of common stock purchased under the ESPP is 85% of the lesser of the fair market value of the common stock on (i) the first trading day of the applicable offering period and (ii) the last trading day of the applicable offering period. An employee's participation automatically ends upon termination of employment for any reason. A participant may cancel enrollment or lower their contributions once during an offering period, but no later than 30 days before the end of an offering period. Upon the termination of an employee's participation in the ESPP, payroll deductions will be stopped and refunded.

Stock-based compensation expense for the ESPP is recognized on a straight-line basis over the requisite service period of each award. The ESPP also has a six-month holding period after the purchase date of the offering period. Stock-based compensation expense related to ESPP totaled less than $0.1 million for the three and nine months ended September 30, 2021.

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12. Stockholders' Equity

On April 9, 2021, the Company entered into an arrangement with an affiliate of Tiger Global Management, LLC (the ‘‘Tiger Investor’’) whereby the Tiger Investor purchased $30.0 million of the Company's common stock in a private placement (‘‘concurrent private placement’’) concurrent with the completion of the IPO. The price per share was equal to the IPO price of $27.00, for a total of 1,111 shares. The Company received total aggregate net proceeds of $29.0 million, after deducting underwriting fees of $1.0 million.

On April 23, 2021, the Company completed its IPO in which the Company issued and sold 9,977 shares of common stock at a public offering price of $27.00 per share, which included the full exercise of the underwriters' option to purchase 1,350 additional shares of common stock. The Company received aggregate net proceeds of $253.2 million from the IPO, after deducting underwriting discount fees of $16.2 million. The Company incurred offering costs of approximately $26.8 million for the concurrent private placement and IPO, of which $0 and $21.8 million were included in General and Administrative expenses in the Condensed Consolidated Statement of Operations and Comprehensive Income for the three and nine months ended September 30, 2021, respectively. The IPO offering also included 5,356 shares sold by Providence VII U.S. Holdings L.P. ("Providence") and other existing stockholders, which included the full exercise of the underwriters' option to purchase 650 additional shares from Providence, in which the Company did not receive any proceeds from the shares sold.

In connection with the Company's IPO, all shares of the Company's outstanding preferred stock automatically converted into 20,335 shares of common stock on a one for one-third basis. The Company's treasury stock, consisting of 15,146 shares of common stock, was reissued in the preferred stock conversion.

In conjunction with the IPO, the Company increased the authorized shares of its capital stock. The Company's capital stock consists of 1,000,000 shares of common stock, par value $0.001 per share and 100,000 shares of undesignated preferred stock, par value $0.01 per share. Further, the Company amended and restated its existing amended and restated certificate of incorporation and its existing bylaws of the Company, as previously reported in the Prospectus, which incorporates material modifications to rights of security holders.

13. Commitments and Contingencies

Accrued Expense

Accrued expenses as of September 30, 2021 and December 31, 2020 were as follows:

	As of	
(in thousands)	September 30, 2021	December 31, 2020
Vendor payments	$ 5,254	$ 3,896
Employee commissions and bonuses	8,372	11,344
Payroll and other employee related expense	8,810	6,957
401k and pension expense	1,459	1,358
Other taxes	1,232	1,864
Total accrued expense	$ 25,127	$ 25,419

Operating Leases

The Company and its subsidiaries have entered into operating lease agreements for certain of its office space and data centers. The offices are located in the United States, Israel, Belgium, Finland, France, Japan, Singapore, the United Kingdom, Germany, Poland and the United Arab Emirates. The data centers are premises used to house computing and networking equipment. The data centers are located in the United States, Netherlands, Germany and Singapore.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Amounts in thousands, except per share data, unless otherwise stated)

For the three months ended September 30, 2021 and September 30, 2020, office and data center rent expense was $1.5 million and $1.8 million, respectively. For the nine months ended September 30, 2021 and September 30, 2020, office and data center rent expense was $3.9 million and $5.3 million, respectively.

For the three and nine months ended September 30, 2021, the Company recorded expense of $0.8 million in General and Administrative expenses in the Condensed Consolidated Statement of Operations and Comprehensive Income upon triggering the recognition of a cease-use liability related to unoccupied leased office space; whereby, the Company no longer receives any economic benefit from the rights conveyed by the lease. The cease-use liability was determined based on the remaining lease rentals, adjusted for the effects of any prepaid or deferred items recognized under the lease as required by ASC 420, *Exit or Disposal Cost Obligations*.

Future minimum lease obligations are as follows:

(in thousands)	Year Ending December 31,
2021(for remaining three months)	$ 1,550
2022	5,347
2023	4,880
2024	1,015
2025	981
2026	368
Thereafter	76
	$ 14,217

Capital Leases

As of September 30, 2021, the Company had seven lease agreements for certain equipment which provide for the transfer of ownership at the end of the lease term or are for underlying assets that will have an insignificant fair value at the end of the lease term. The Company has classified these agreements as capital leases and recognized the corresponding assets and liabilities within the Condensed Consolidated Balance Sheet.

The following is a schedule of future minimum lease payments under these agreements (including interest) as of September 30, 2021.

(in thousands)	Year Ending December 31,
2021 (for remaining three months)	$ 674
2022	2,144
2023	1,937
2024	598
2025	170
Total	5,523
Less: Amount representing interest	(277)
Present Value of net minimum capital lease payments	$ 5,246
Capital leases short term	$ 2,140
Capital leases long term	3,106
Total	$ 5,246

Contingencies

From time to time, the Company is subject to various legal proceedings and claims, either asserted or unasserted, that arise in the ordinary course of business. The Company records liabilities for contingencies including legal costs when it is probable that a liability has been incurred and when the amount can be reasonably estimated. Legal costs are expensed as incurred. Although the outcome of the various legal proceedings and claims cannot be predicted with certainty, management does not believe that any of these proceedings or other claims will have a material effect on the Company's business, financial condition, results of operations or cash flows.

With respect to potential payments due related to the Zentrick acquisition, discussed in Footnote 4, Business Combinations, the Company and the Zentrick selling stockholders are currently in discussions to negotiate the early termination of the Zentrick Deferred Payment Terms and resolution of the contingent payments due for both the technical milestones and revenue targets. The Company believes the total of approximately $2.8 million for these potential payments reflected in the Condensed Consolidated Balance Sheet as contingent consideration current and other current liabilities reflect the Company's estimated obligations under the stock purchase agreement entered into in connection with the transaction, as of September 30, 2021. In efforts to terminate early the Zentrick Deferred Payment Terms, the Company believes payment between $2.8 million and $5.5 million is possible, with no amount within the range being a better estimate than the amount recorded on the Condensed Consolidated Balance Sheets.

14. Segment Information

The Company has determined that it operates as one operating and reportable segment. The Company's chief operating decision maker reviews financial information on a consolidated basis, together with certain operating and performance measures principally to make decisions about how to allocate resources and measure performance.

The Company has not disclosed certain geographic information pertaining to revenues and total assets as it is impracticable to disclose, is not utilized by the Company's chief operating decision maker to review operating results or make decisions about how to allocate resources, and would not be useful to users of the Condensed Consolidated Financial Statements to disclose such information.

15. Subsequent Events

On October 6, 2021, the Company approved 13 restricted stock units to be granted under the 2021 Equity Plan.

On October 27, 2021, the Company approved 11 stock options and 36 restricted stock units to be granted to employees under the 2021 Equity Plan.

On November 9, 2021, the Company announced an agreement to acquire Outrigger Media, Inc. d/b/a OpenSlate ("OpenSlate") for $150 million, consisting of $125 million in cash and $25 million in DoubleVerify common stock. OpenSlate is a leading independent pre-campaign contextual targeting platform for social video and CTV. OpenSlate's technology provides insight into the nature and quality of ad-supported content on large, video-driven social platforms, such as Facebook, TikTok and YouTube.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our interim Condensed Consolidated Financial Statements and related notes appearing elsewhere in this Quarterly Report and our Prospectus. In addition to our historical condensed consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates, and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed in our Prospectus and elsewhere in this Quarterly Report.

Company Overview

DoubleVerify is a leading software platform for digital media measurement and analytics. Our mission is to increase the effectiveness and transparency of the digital advertising ecosystem. Through our software platform and the metrics it provides, we help preserve the fair value exchange in the digital advertising marketplace.

Our customers include many of the largest global advertisers and digital ad platforms and publishers. We deliver our suite of measurement solutions through a robust and scalable software platform that provides our customers with unified data analytics. We provide a consistent, cross-platform measurement standard across all major forms of digital media, making it easier for advertiser and supply-side customers to benchmark performance across all of their digital ads and to optimize their digital strategies in real time. Our coverage spans over 40 key geographies where our customers are located and covers all major purchasing channels, media formats and devices.

For the three months ended September 30, 2021 and September 30, 2020, we generated 91% and 91% of our revenue, respectively, from advertiser customers. For the nine months ended September 30, 2021 and September 30, 2020, we generated 91% and 90% of our revenue, respectively, from advertiser customers. We derive revenue from our advertiser customers based on the volume of media transactions, or ads, that our software platform measures ("Media Transactions Measured"). Advertisers utilize the DV Authentic Ad, our definitive metric of digital media quality, to evaluate the existence of fraud, brand safety, viewability and geography for each digital ad. Advertisers pay us an analysis fee ("Measured Transaction Fee") per thousand impressions based on the volume of Media Transactions Measured on their behalf. We maintain an expansive set of direct integrations across the entire digital advertising ecosystem, including with leading programmatic, CTV, and social platforms, which enable us to deliver our metrics to the platforms where our customers buy ads. Further, our services are not reliant on any single source of impressions and we can service our customers as their digital advertising needs change.

For the three months ended September 30, 2021 and September 30, 2020, 9% and 9% of our revenue, respectively, were generated from our supply-side customers to validate the quality of their ad inventory. For the nine months ended September 30, 2021 and September 30, 2020, 9% and 10% of our revenue, respectively, were generated from our supply-side customers to validate the quality of their ad inventory. We generate revenue from supply-side customers based on monthly or annual contracts with minimum guarantees and tiered pricing when guarantees are met.

COVID-19

Since January 2020, an outbreak of the 2019 novel coronavirus ("COVID-19") has evolved into a worldwide pandemic. We modified operations in line with our business continuity plans. While our facilities generally remain open, we are making extensive use of the work-from-home model at the moment. While COVID-19 has not had a significant impact on our results from operations to date, to the extent that demand for digital advertising declines, our results and financial condition may be materially and adversely impacted. Management is reviewing operations on a daily basis and there have been minimal interruptions in our customer facing operations to date.

Throughout the pandemic, the underlying demand for our products has remained relatively unchanged, with limited disruption to our new customer sales. For the three months ended September 30, 2021, we generated growth of 36% in total revenue as compared to the three months ended September 30, 2020. For the nine months ended September 30, 2021, we generated growth of 37% in total revenue as compared to the nine months ended September 30, 2020. Our existing customer base has remained largely stable, and our gross revenue retention rate was over 95% for the three months ended September 30, 2021. We define our gross revenue retention rate as the total prior period revenue earned from advertiser customers, less the portion of prior period revenue attributable to lost advertiser customers, divided by the total prior period revenue from advertiser customers, excluding a portion of our revenues that cannot be allocated to specific advertiser customers.

While the impact on our business has been limited to date, the pandemic has resulted in market and supply chain disruptions and a global economic slowdown. In the third quarter of 2021, we saw ad spend for certain categories continue to be impacted, including consumer packaged goods and auto, in part due to global supply chain disruptions. The duration of the pandemic is highly uncertain and cannot be predicted and may materially impact our results of operations and financial condition. See “Risk Factors—Risks Relating to Our Business—Economic downturns and unstable market conditions, including as a result of the COVID-19 pandemic, could adversely affect our business, financial condition and results of operations” in our Prospectus.

Components of Our Results of Operations

We manage our business operations and report our financial results in a single segment.

Revenue

Our customers use our solutions to measure their digital advertisements. We generate revenue from our advertising customers based on the volume of Media Transactions Measured on our software platform, and for supply-side customers, based on contracts with minimum guarantees or contracts that have tiered pricing after minimum guarantees are achieved.

For the three months ended September 30, 2021 and 2020, we generated 91% and 91%, respectively, of our revenue from advertiser customers. For the nine months ended September 30, 2021 and 2020, we generated 91% and 90%, respectively, of our revenue from advertiser customers. Advertisers can purchase our services to measure the quality and performance of ads after they are purchased directly from digital properties, including publishers and social media platforms, which we track as Advertiser Direct revenue. Advertisers can also purchase our services through programmatic platforms to evaluate the quality of ad inventories before they are purchased, which we track as Advertiser Programmatic revenue. We generate revenue from advertisers by charging a Measured Transaction Fee based on the volume of Media Transactions Measured on behalf of our customers. We recognize revenue from advertisers in the period in which we provide our measurement solutions.

For the three months ended September 30, 2021 and 2020, we generated 9% and 9%, respectively, of our revenue from supply-side customers who use our data analytics to validate the quality of their ad inventory and provide data to their customers to facilitate targeting and purchasing of digital ads, which we refer to as Supply-Side revenue. For the nine months ended September 30, 2021 and 2020, Supply-Side revenue comprised 9% and 10% of revenue, respectively. We generate revenue from supply-side customers based on monthly or annual contracts with minimum guarantees and certain customers having tiered pricing when guarantees are met. We recognize revenue ratably over the contract term beginning on the date our product is made available to them, which typically begins on the commencement date of each contract.

The following table disaggregates revenue between advertiser customers (on both a direct and programmatic basis) and supply-side customers.

	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Change $	Change %	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020	Change $	Change %
	(In Thousands)				(In Thousands)			
Revenue by customer type:								
Advertiser - direct	$ 34,057	$ 27,582	$ 6,475	23 %	$ 93,260	$ 73,476	$ 19,784	27 %
Advertiser - programmatic	41,902	28,044	13,858	49	113,694	76,023	37,671	50
Supply-side customer	7,139	5,411	1,728	32	20,254	15,777	4,477	28
Total revenue	$ 83,098	$ 61,037	$ 22,061	36 %	$ 227,208	$ 165,276	$ 61,932	37 %

Operating Expenses

Our operating expenses consist of the following categories:

Cost of revenue. Cost of revenue primarily consists of platform hosting fees, data center costs, software and other technology expenses, and other costs directly associated with data infrastructure; personnel costs, including salaries, bonuses, stock-based compensation and benefits, directly associated with the support and delivery of our software platform and data solutions; and costs from revenue-sharing arrangements with our partners.

Product development. Product development expenses primarily consist of personnel costs, including salaries, bonuses, stock-based compensation and benefits, third party vendors and outsourced engineering services, and allocated overhead. We allocate overhead such as information technology infrastructure, rent and occupancy charges based on headcount. Product development expenses are expensed as incurred, except to the extent that such costs are associated with software development that qualifies for capitalization, which are then recorded as capitalized software development costs included in Property, Plant and Equipment, Net on our Condensed Consolidated Balance Sheets. We amortize capitalized software development costs to depreciation and amortization.

Sales, marketing, and customer support. Sales, marketing, and customer support expenses primarily consist of personnel costs directly associated with our sales, marketing, and customer support departments, including salaries, bonuses, stock-based compensation and benefits, and allocated overhead. We allocate overhead such as information technology infrastructure, rent and occupancy charges based on headcount. Sales and marketing expense also includes costs for promotional marketing activities, advertising costs, attendance at events and trade shows, and allocated overhead. Sales commissions are expensed as incurred.

General and administrative. General and administrative expenses primarily consist of personnel expenses associated with our executive, finance, legal, human resources and other administrative employees. Our general and administrative expenses also include professional fees for external accounting, legal and other consulting services, and other overhead, as well as third-party costs related to acquisitions.

We continue to incur certain non-recurring professional fees and other expenses as part of our transition to becoming a public company. Following the effective date of the Prospectus, we expect to continue to incur additional expenses as a result of operating as a public company, including costs to comply with rules and regulations applicable to companies listed on a U.S. securities exchange, costs related to compliance and reporting obligations pursuant to the rules and regulations of the SEC, investor relations and professional services.

Interest expense. Interest expense for the nine months ended September 30, 2021 and September 30, 2020 consists primarily of interest on our outstanding balances under the Prior Credit Facilities and the New Revolving Credit Facility, and also includes debt issuance costs. On October 1, 2020, we entered into the New Revolving Credit Facility and repaid all amounts outstanding under the Prior Credit Facilities. The New Revolving Credit Facility bears interest at LIBOR plus an applicable margin per annum. See "Debt Obligations."

Other (income) expense. Other (income) expense consists primarily of interest earned on our cash equivalents and short-term investments, gains and losses on foreign currency transactions, and change in fair value associated with contingent considerations related to our acquisitions.

Results of Operations

Comparison of the Three and Nine Months Ended September 30, 2021 and September 30, 2020

The following table shows our condensed Consolidated Results of Operations:

	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Change $	Change %	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020	Change $	Change %
	(In Thousands)				(In Thousands)			
Revenue	$ 83,098	$ 61,037	$ 22,061	36 %	$ 227,208	$ 165,276	$ 61,932	37 %
Cost of revenue (exclusive of depreciation and amortization shown separately below)	13,435	8,998	4,437	49	35,929	23,963	11,966	50
Product development	16,359	13,087	3,272	25	45,658	34,324	11,334	33
Sales, marketing and customer support	19,539	16,728	2,811	17	54,653	41,880	12,773	30
General and administrative	14,465	10,369	4,096	40	58,317	29,327	28,990	99
Depreciation and amortization	7,492	6,087	1,405	23	21,989	18,167	3,822	21
Income from operations	11,808	5,768	6,040	105	10,662	17,615	(6,953)	(39)
Interest expense	249	858	(609)	(71)	936	2,958	(2,022)	(68)
Other expense, net	365	481	(116)	(24)	365	359	6	2
Income before income taxes	11,194	4,429	6,765	153	9,361	14,298	(4,937)	(35)
Income tax expense (benefit)	3,270	(1,376)	4,646	(338)	8,361	1,975	6,386	323
Net income	$ 7,924	$ 5,805	$ 2,119	37 %	$ 1,000	$ 12,323	$ (11,323)	(92)%

The following table sets forth our Condensed Consolidated Results of Operations for the specified periods as a percentage of our revenue for those periods presented:

	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Revenue	100 %	100 %	100 %	100 %
Cost of revenue (exclusive of depreciation and amortization shown separately below)	16	15	16	14
Product development	20	21	20	21
Sales, marketing and customer support	24	27	24	25
General and administrative	17	17	26	18
Depreciation and amortization	9	10	10	11
Income from operations	14	9	5	11
Interest expense	—	1	—	2
Other expense, net	—	1	—	—
Income before income taxes	13	7	4	9
Income tax expense (benefit)	4	(2)	4	1
Net income	10 %	10 %	— %	7 %

Revenue

Total revenue increased by $22.1 million, or 36%, from $61.0 million in the three months ended September 30, 2020 to $83.1 million in the three months ended September 30, 2021. Total revenue increased by $61.9 million, or 37%, from $165.3 million in the nine months ended September 30, 2020 to $227.2 million in the nine months ended September 30, 2021.

Advertiser Direct revenue grew $6.5 million, or 23%, in the three months ended September 30, 2021 as compared to the three months ended September 30, 2020, driven primarily by growth of 41% in Media Transactions Measured for CTV and 83% in Media Transactions Measured for social channels. Advertiser Direct revenue grew $19.8 million, or 27%, in the nine months ended September 30, 2021 as compared to the nine months ended September 30, 2020, driven primarily by growth of 65% in Media Transactions Measured for CTV and 91% in Media Transactions Measured for social channels.

Advertiser Programmatic revenue grew $13.9 million, or 49%, in the three months ended September 30, 2021 as compared to the three months ended September 30, 2020, driven primarily by continued adoption of our premium-priced Authentic Brand Suitability solution. Advertiser Programmatic revenue grew $37.7 million, or 50%, in the nine months ended September 30, 2021 as compared to the nine months ended September 30, 2020, driven primarily by continued adoption of our premium-priced Authentic Brand Suitability solution. As previously disclosed in the Prospectus, we made a concession of $4.6 million to a Demand-Side-Platform partner which reduced Advertiser Programmatic revenue for amounts that were incorrectly billed by the partner and remitted to us in the period from January 2018 through December 2019. This concession was recorded in the third quarter of 2020.

Supply-Side revenue grew $1.7 million, or 32%, in the three months ended September 30, 2021 as compared to the three months ended September 30, 2020, primarily driven by increased uptake of our solutions from our platform and publisher customers. Supply-Side revenue grew $4.5 million, or 28%, in the nine months ended September 30, 2021 as compared to the nine months ended September 30, 2020, primarily driven by increased uptake of our solutions from our platform and publisher customers.

Cost of Revenue (exclusive of depreciation and amortization shown below)

Cost of revenue increased by $4.4 million, or 49%, from $9.0 million in the three months ended September 30, 2020 to $13.4 million in the three months ended September 30, 2021. The increase was primarily due to higher partner costs from revenue-sharing arrangements with our Advertiser Programmatic partners, as well as higher software and other technology costs to support our increased volumes. Cost of revenue increased by $12.0 million, or 50%, from $24.0 million in the nine months ended September 30, 2020 to $35.9 million in the nine months ended September 30, 2021. The increase was primarily due to higher partner costs from revenue-sharing arrangements with our Advertiser Programmatic partners, as well as higher software and other technology costs to support our increased volumes.

Product Development Expenses

Product development expenses increased by $3.3 million, or 25%, from $13.1 million in the three months ended September 30, 2020 to $16.4 million in the three months ended September 30, 2021. The increase was primarily due to an increase in personnel costs of $1.7 million, which reflects our continued hiring of resources to support our product-development efforts, and $1.0 million of additional stock-based compensation expense. Product development expenses increased by $11.3 million, or 33%, from $34.3 million in the nine months ended September 30, 2020 to $45.7 million in the nine months ended September 30, 2021. The increase was primarily due to an increase in personnel costs of $8.6 million, which reflects our continued hiring of resources to support our product-development efforts, in addition to $1.5 million of stock-based compensation expenses, $0.5 million of higher office expenses and $0.6 million of higher software expenses.

Sales, Marketing and Customer Support Expenses

Sales, marketing and customer support expenses increased by $2.8 million, or 17%, from $16.7 million in the three months ended September 30, 2020 to $19.5 million in the three months ended September 30, 2021. The increase was primarily due to an increase in personnel costs, including sales commissions, of $1.5 million to support our sales efforts, grow market presence in international markets, drive continued expansion with our existing customers, and support existing and new customers in addition to $1.1 million of higher stock-based compensation expense. Sales, marketing and customer support expenses increased by $12.8 million, or 30%, from $41.9 million in the nine months ended September 30, 2020 to $54.7 million in the nine months ended September 30, 2021. The increase was primarily due to an increase in personnel costs, including sales commissions, of $11.2 million to support our sales efforts, grow market presence in international markets, drive continued expansion with our existing customers, and support existing and new customers, in addition to increased stock-based compensation expenses of $2.9 million.

General and Administrative Expenses

General and administrative expenses increased by $4.1 million, or 40%, from $10.4 million in the three months ended September 30, 2020 to $14.5 million in the three months ended September 30, 2021. The increase was primarily due to an increase in compensation expenses of $2.0 million, an increase in stock-based compensation expenses of $1.1 million, and an increase in professional fees of $1.3 million. This was partially offset by a decrease of $1.5 million in Other operating expenses, comprised primarily of a reversal of bad debt expense of $1.4 million. General and administrative expenses increased by $29.0 million, or 99%, from $29.3 million in the nine months ended September 30, 2020 to $58.3 million in the nine months ended September 30, 2021. The increase was primarily due to $20.0 million of higher transaction costs associated with the preparation and completion of the Company's IPO, as well as an increase in compensation expenses of $7.6 million and an increase in stock-based compensation expenses of $4.2 million. This was partially offset by a reduction of $2.7 million in other general and administrative expenses, which was comprised primarily of a reversal in bad debt expense of $1.2 million.

Depreciation and Amortization

Depreciation and amortization increased by $1.4 million, or 23%, from $6.1 million in the three months ended September 30, 2020 to $7.5 million in the three months ended September 30, 2021. The increase was primarily due to an increase in depreciation related to capital expenditures. Depreciation and amortization increased by $3.8 million, or 21%, from $18.2 million in the nine months ended September 30, 2020 to $22.0 million in the nine months ended September 30, 2021. The increase was primarily due to an increase in depreciation related to capital expenditures.

Interest Expense

Interest expense is mainly related to our Prior Credit Facilities and New Revolving Credit Facility, which carry a variable interest rate. Interest expense decreased by $0.6 million, from $0.9 million in the three months ended September 30, 2020 to $0.3 million in the three months ended September 30, 2021. The decrease was attributable to a reduction in outstanding debt. Interest expense decreased by $2.0 million, from $3.0 million in the nine months ended September 30, 2020 to $0.9 million in the nine months ended September 30, 2021. The decrease was attributable to a reduction in outstanding debt.

Other Expense, Net

Other expense decreased by $0.1 million, from a loss of $0.5 million in the three months ended September 30, 2020 to a loss of $0.4 million in the three months ended September 30, 2021, primarily due to changes in exchange rates. Other income decreased by less than $0.1 million, from a loss of $0.4 million in the nine months ended September 30, 2020 to a loss of $0.4 million in the nine months ended September 30, 2021, primarily due to a decrease in realized gains for changes in fair value related to contingent payments from our acquisition of Zentrick NV in February 2019, partially offset by changes in exchange rates.

Income Tax Expense (Benefit)

Income tax benefit decreased by $4.6 million from $1.4 million in the three months ended September 30, 2020 to a loss of $3.3 million in the three months ended September 30, 2021. The decrease was primarily due to an increase in pre-tax income, after taking into account permanent book to tax income adjustments. The only material adjustment during these periods relate to Research and Development tax credits during the three months ended September 30, 2020. Income tax expense grew by $6.4 million from $2.0 million in the nine months ended September 30, 2020 to $8.4 million in the nine months ended September 30, 2021. The increase was primarily due to an increase in pre-tax income, after taking into account permanent book to tax income adjustments. The most material of these adjustments during these periods relate to Research and Development tax credits and the adding back of non-deductible transaction costs for tax purposes.

Adjusted EBITDA

In addition to our results determined in accordance with GAAP, we believe that certain non-GAAP financial measures, including Adjusted EBITDA and Adjusted EBITDA Margin, are useful in evaluating our business. A metric similar to Adjusted EBITDA is used in certain calculations under our New Revolving Credit Facility. We calculate Adjusted EBITDA Margin as Adjusted EBITDA divided by total revenue. The following table presents a reconciliation of Adjusted EBITDA, a non-GAAP financial measure, to the most directly comparable financial measure prepared in accordance with GAAP.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
	(In Thousands)		*(In Thousands)*	
Net income	$ 7,924	$ 5,805	$ 1,000	$ 12,323
Net income margin	10%	10%	0%	7%
Depreciation and amortization	7,492	6,087	21,989	18,167
Stock-based compensation	4,848	1,619	12,100	3,561
Interest expense	249	858	936	2,958
Income tax expense (benefit)	3,270	(1,376)	8,361	1,975
M&A costs (recoveries) (a)	1,079	(25)	1,128	198
Offering costs and IPO readiness costs (b)	318	768	22,465	2,995
Other costs (c)	878	307	987	3,031
Other expense (d)	365	481	365	359
Adjusted EBITDA	$ 26,423	$ 14,524	$ 69,331	$ 45,567
Adjusted EBITDA margin	32%	24%	31%	28%

(a) M&A costs (recoveries) for the three and nine months ended September 30, 2021 consist of transaction costs related to the acquisition of Meetrics and other deferred compensation costs related to acquisitions. M&A costs for the three and nine months ended September 30, 2020 consist of deferred compensation costs related to acquisitions.

(b) Offering costs and IPO readiness costs for the three and nine months ended September 30, 2021 and 2020 consist of third-party costs incurred in preparation and completion for our IPO and other transaction related expenses.

(c) Other costs for the three and nine months ended September 30, 2021 consist of reimbursements paid to Providence for costs incurred prior to the IPO date and non-recurring recognition of a cease-use liability related to unoccupied leased office space. For the three and nine months ended September 30, 2020, other costs include reimbursements paid to Providence as well as costs related to the departure of our former Chief Executive Officer, and third-party costs incurred in response to investigating and remediating certain IT/cybersecurity matters that occurred in March 2020.

(d) Other expense for the three and nine months ended September 30, 2021 and 2020 consists of changes in fair value associated with contingent considerations and the impact of foreign currency transaction gains and losses associated with monetary assets and liabilities.

We use Adjusted EBITDA and Adjusted EBITDA Margin as measures of operational efficiency to understand and evaluate our core business operations. We believe that these non-GAAP financial measures are useful to investors for period to period comparisons of our core business and for understanding and evaluating trends in our operating results on a consistent basis by excluding items that we do not believe are indicative of our core operating performance.

These non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as substitutes for an analysis of our results as reported under GAAP. Some of the limitations of these measures are:

- they do not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect our capital expenditures or future requirements for capital expenditures or contractual commitments;
- they do not reflect income tax expense or the cash requirements to pay income taxes;
- they do not reflect our interest expense or the cash requirements necessary to service interest or principal payments on our debt; and
- although depreciation and amortization are non-cash charges related mainly to intangible assets, certain assets being depreciated and amortized will have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements.

In addition, other companies in our industry may calculate these non-GAAP financial measures differently than we do, limiting their usefulness as a comparative measure. You should compensate for these limitations by relying primarily on our GAAP results and using the non-GAAP financial measures only supplementally.

Liquidity and Capital Resources

Our operations are financed primarily through cash generated from operations. As of September 30, 2021, we had cash of $319.8 million and net working capital, consisting of current assets (excluding cash) less current liabilities, of $67.2 million.

The Company received aggregate net proceeds of $253.2 million from the IPO, after deducting underwriting discount fees of $16.2 million. The Company also received total aggregate net proceeds of $29.0 million from the concurrent private placement, after deducting fees of $1.0 million. We believe our existing cash and cash generated from operations, together with the proceeds from our recent IPO and concurrent private placement and the undrawn balance under the New Revolving Credit Facility, will be sufficient to meet our working capital and capital expenditure requirements for at least the next 12 months.

Our total future capital requirements and the adequacy of available funds will depend on many factors, including those discussed above as well as the risks and uncertainties set forth under “Risk Factors” in the Prospectus.

Our liquidity has not been materially impacted by the COVID-19 pandemic as discussed above.

Debt Obligations

In October 2020, DoubleVerify Inc., as borrower, and MidCo, as guarantor, entered into the New Revolving Credit Facility and, in connection therewith, repaid all amounts outstanding under the Prior Credit Facilities.

On December 24, 2020, DoubleVerify Inc. prepaid $68.0 million of the outstanding principal amount under the New Revolving Credit Facility with a portion of the proceeds from a private placement effected on November 18, 2020, in which certain investors purchased an aggregate of 61,006 thousand shares of our preferred stock from us and certain of our existing stockholders for an aggregate purchase price of approximately $350.0 million. As of March 31, 2021, $22.0 million was outstanding under the New Revolving Credit Facility.

On April 30, 2021, DoubleVerify Inc. paid the entire outstanding balance under the New Revolving Credit Facility of $22.0 million using proceeds from the IPO and the concurrent private placement. Following the payment and as of September 30, 2021, DoubleVerify Inc. has no outstanding variable rate indebtedness and has $150 million of availability under the New Revolving Credit Facility.

The New Revolving Credit Facility is secured by substantially all of our assets (subject to customary exceptions) and contains customary affirmative and restrictive covenants, including with respect to our ability to enter into fundamental transactions, incur additional indebtedness, grant liens, pay dividends or make distributions to our stockholders and engage in transactions with our affiliates. DoubleVerify Inc. is in compliance with all covenants under the New Revolving Credit Facility as of September 30, 2021.

Cash Flows

The following table summarizes our cash flows for the periods indicated:

	Nine Months Ended September 30,	
	2021	2020
	(In Thousands)	
Cash flows provided by operating activities	$ 58,434	$ 17,838
Cash flows (used in) investing activities	(29,822)	(6,545)
Cash flows provided by (used in) financing activities	258,033	(4,911)
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(173)	(38)
Increase in cash, cash equivalents, and restricted cash	$ 286,472	$ 6,344

Operating Activities

Our cash flows from operating activities are primarily influenced by growth in our operations and by changes in our working capital. In particular, accounts receivable increases in conjunction with our rapid growth in sales and decreases based on timing of cash receipts from our customers. The timing of payments on our liabilities also impacts our cash flows from operating activities. We typically pay suppliers in advance of collections from our customers. Our collection and payment cycles can vary from period to period.

For the nine months ended September 30, 2021, cash provided by operating activities was $58.4 million, attributable to net income of $1.0 million, adjusted for non-cash charges of $51.2 million and $6.2 million provided by changes in operating assets and liabilities. Non-cash charges primarily consisted of $22.0 million in depreciation and amortization, $21.8 million of offering costs, and $12.1 million in stock-based compensation.

For the nine months ended September 30, 2020, cash provided by operating activities was $17.8 million, attributable to net income of $12.3 million, adjusted for non-cash charges of $22.7 million and net cash outflows of $17.2 million provided by changes in operating assets and liabilities. Non-cash charges primarily consisted of $18.2 million in depreciation and amortization, $3.0 million in bad debt expense, and $3.6 million in stock-based compensation. The main drivers of the changes in operating assets and liabilities were a decrease in trade payables, accrued expenses, and other liabilities of $2.1 million and an increase of $15.1 million in trade receivables and prepaid assets.

Investing Activities

For the nine months ended September 30, 2021, cash used in investing activities of $29.8 million was attributable to the acquisition of Meetrics, purchases of property, plant and equipment, and capitalized software development costs. For the nine months ended September 30, 2020, cash used in investing activities of $6.5 million was attributable to purchases of property, plant and equipment and capitalized software development costs.

Financing Activities

For the nine months ended September 30, 2021, cash provided by financing activities of $258.0 million was primarily due to $299.4 million of proceeds from the IPO and concurrent private placement and stock option exercises of $5.5 million, partially offset by $22.0 million of debt repayment and $21.8 million of offering costs. For the nine months ended September 30, 2020, cash used for financing activities of $4.9 million was primarily due to $1.2 million of offering costs, $2.0 million of acquisition related deferred payments, and $1.2 million of capital lease payments.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our financial condition and results of operations is based on our Condensed Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions for the reported amounts of assets and liabilities and related disclosures at the dates of the financial statements, and revenue and expenses during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. We evaluate these estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions or conditions, and any such differences may be material.

Some of the judgments that management makes in applying its accounting estimates in these areas are discussed in Note 2 to our audited Consolidated Financial Statements appearing in our Prospectus. Since the date of our Prospectus, there have been no material changes to our critical accounting policies and estimates.

Item 3: Quantitative and Qualitative Disclosures about Market Risk

Market risks at September 30, 2021 have not materially changed from those discussed in the Prospectus under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act, as of September 30, 2021.

Disclosure controls and procedures are controls and other procedures designed to ensure that information required to be disclosed in the 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. This also includes disclosure controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

Our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of September 30, 2021 due to the material weaknesses in our internal control over financial reporting described below. However, management, including our Chief Executive Officer and Chief Financial Officer, has concluded that, notwithstanding the identified material weaknesses in our internal control over financial reporting, the Condensed Consolidated Financial Statements in this Quarterly Report fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

Material Weakness in Internal Control over Financial Reporting

As disclosed in the "Risk Factors" section of the Prospectus, we previously identified a number of deficiencies related to the design and operating effectiveness of internal controls constituting material weaknesses in our control environment. Certain of those deficiencies relate to insufficient management review controls and lack of resources with an appropriate level of technical accounting knowledge that are relevant to the preparation and review of the Company's Consolidated Financial Statements, which constituted material weaknesses in our system of internal control. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

Management's Remediation Efforts

We have commenced measures to remediate the identified material weaknesses. The measures include hiring additional finance and accounting personnel with prior experience working for finance departments of public companies and technical accounting experience, supplemented by third-party resources and external advisors; preparing accounting memoranda to address significant accounting transactions and other technical accounting and financial reporting matters; and improving our monitoring controls in the financial statement close and reporting process.

While we believe that these efforts will improve our internal control over financial reporting, the implementation of our remediation efforts is ongoing and will require validation and testing of the design and operating effectiveness of internal controls over a sustained period of financial reporting cycles. There can be no assurance that the measures we have taken to date, and are continuing to implement, will be sufficient to remediate the material weaknesses described above or prevent future material weaknesses or other deficiencies from occurring. There is no assurance that we will not identify additional material weaknesses in our internal control over financial reporting in the future.

We believe we are making progress toward achieving effectiveness of our internal controls and disclosure controls. The actions that we are taking are subject to ongoing senior management review, as well as audit committee oversight. We will not be able to conclude whether the steps we are taking will fully remediate the material weaknesses in our internal control over financial reporting until we have completed our remediation efforts and subsequent evaluation of their effectiveness. We may also conclude that additional measures may be required to remediate the material weaknesses in our internal control over financial reporting, which may necessitate additional implementation and evaluation time. We will continue to assess the effectiveness of our internal control over financial reporting and take steps to remediate the known material weaknesses expeditiously.

Changes in Internal Control over Financial Reporting

Except as otherwise described herein, there was no change in our internal control over financial reporting that occurred during the period covered by this Quarterly Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls and Procedures

Management recognizes that a control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues have been detected. The inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently a party to any legal proceedings that would, either individually or in the aggregate, have a material adverse effect on our business, financial condition or cash flows. We may, from time to time, be involved in legal proceedings arising in the normal course of business. The outcome of legal proceedings is unpredictable and may have an adverse impact on our business or financial condition.

Item 1A. Risk Factors

There have been no material changes to the risk factors described in the section titled "Risk Factors" in the Prospectus.

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

(a) Recent Sales of Unregistered Securities

Not applicable.

(b) Use of Proceeds

On April 23, 2021, we completed our IPO in which we sold 9,977 thousand shares of common stock at a public offering price of $27.00 per share, which includes the full exercise of the underwriters' option to purchase 1,350 thousand additional shares from us. We received aggregate net proceeds of $253.2 million from the IPO, after deducting underwriting discount fees of $16.2 million. We incurred offering costs related to the IPO of approximately $25.8 million, inclusive of underwriting discount fees. All of the shares issued and sold in our IPO were registered under the Securities Act pursuant to a registration statement on Form S-1 (File No. 333-254380), which was declared effective by the SEC on April 20, 2021. The representatives of the underwriters of our IPO were Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC.

In connection with the IPO, Providence and certain of our other existing stockholders sold an aggregate of 5,356 thousand shares of our common stock, which includes the full exercise of the underwriters' option to purchase 650 thousand additional shares of our common stock from Providence. We did not receive any proceeds from the sale of shares by these stockholders.

On April 23, 2021, concurrent with the completion of the IPO, the Tiger Investor purchased from us 1,111 thousand shares of our common stock in a private placement at a price per share equal to the IPO price of $27.00. We received aggregate net proceeds of $29.0 million from the concurrent private placement, after deducting fees of $1.0 million.

On April 30, 2021, we used a portion of the net proceeds from the IPO and concurrent private placement to pay the entire outstanding balance under the New Revolving Credit Facility of $22.0 million.

On August 31, 2021, we used a portion of the net proceeds from the IPO and concurrent private placement to purchase all of the outstanding stock of Meetrics for $25.3 million.

There has been no material change in the planned use of the IPO net proceeds as described in the Prospectus.

(c) Issuer Purchases of Equity Securities

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

PART II — OTHER INFORMATION

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

Exhibit No.	Description
31.1†	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2†	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1†*	Certification of Chief 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 Chief 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†	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document
104†	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

† Filed herewith.
* Pursuant to SEC Release No. 33-8212, this certification will be treated as “accompanying” this Quarterly Report and not “filed” as part of such report for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of Section 18 of the Exchange Act, and this certification will not be deemed to be incorporated by reference into any filing under the Securities Act, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURES

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

Date: November 9, 2021

DOUBLEVERIFY HOLDINGS, INC.

By:	/s/ Mark Zagorski
Name:	Mark Zagorski
Title:	Chief Executive Officer and Director (Principal Executive Officer)

By:	/s/ Nicola Allais
Name:	Nicola Allais
Title:	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

Certification of Principal Executive Officer
pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
as adopted pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Mark Zagorski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DoubleVerify Holdings, 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 9, 2021

/s/ Mark Zagorski
Mark Zagorski
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Certification of Principal Financial Officer
pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
as adopted pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Nicola Allais, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DoubleVerify Holdings, 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 9, 2021	/s/ Nicola Allais
		Nicola Allais
		Chief Financial Officer
		(Principal Financial Officer)

Exhibit 32.1

Certifications 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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Mark Zagorski, Chief Executive Officer (Principal Executive Officer) of DoubleVerify Holdings, Inc. (the "Company"), hereby certify that, to the best of my knowledge:

1) The Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 (the "Report"), to which this certification is attached as Exhibit 32.1, 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 9, 2021

/s/ Mark Zagorski
Mark Zagorski
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

Certifications 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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Nicola Allais, Chief Financial Officer (Principal Financial Officer) of DoubleVerify Holdings, Inc. (the “Company”), hereby certify that, to the best of my knowledge:

1) The Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 (the “Report”), to which this certification is attached as Exhibit 32.2, 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 9, 2021

/s/ Nicola Allais
Nicola Allais
Chief Financial Officer
(Principal Financial Officer)