# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# **FORM 8-K**

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 2, 2018

# **Appian Corporation**

(Exact name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)

001-38098

(Commission File Number)

(IRS Employer Identification No.)

54-1956084

11955 Democracy Drive, Suite 1700, Reston, Virginia (Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: (703) 442-8844

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) 0

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) 0

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) 0

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)) 0

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

Emerging growth company x

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. o

20190 (Zip Code)

#### Item 2.02 Results of Operations and Financial Condition.

On August 2, 2018, Appian Corporation (the "Company") issued a press release announcing its financial results for the quarter and six months ended June 30, 2018, as well as information regarding a conference call to discuss these financial results and the Company's recent business highlights and financial outlook. The Company's press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included in Item 2.02 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number 99.1

Press release dated August 2, 2018.

Description

# 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.

# **Appian Corporation**

Date: August 2, 2018

By:

/s/ Mark Lynch

Mark Lynch Chief Financial Officer



# **Appian Announces Second Quarter 2018 Financial Results**

Subscription revenue increased 36% year-over-year to \$27.0 million Total revenue increased 39% year-over-year to \$59.9 million

Reston, VA - August 2, 2018 - Appian (NASDAQ: APPN) today announced financial results for the second quarter ended June 30, 2018.

"Appian is winning on flexibility and deployment speed. In many cases an initial quick customer success is leading to larger deals a few quarters later," said Matt Calkins, CEO & Founder.

## Second Quarter 2018 Financial Highlights:

- Revenue: Subscription revenue was \$27.0 million for the second quarter of 2018, up 36% compared to the second quarter of 2017. Total subscriptions, software and support revenue increased 50% year-over-year to \$33.0 million for the second quarter of 2018, inclusive of \$4.5 million in perpetual software revenue. Professional services revenue was \$26.8 million for the second quarter of 2018, an increase of 27% year-over-year. Total revenue was \$59.9 million for the second quarter of 2018, up 39% compared to the second quarter of 2017. Subscription revenue retention rate was 119% as of June 30, 2018.
- **Operating loss and non-GAAP operating loss:** GAAP operating loss was \$(8.3) million for the second quarter of 2018, compared to \$(14.8) million for the second quarter of 2017. Non-GAAP operating loss was \$(6.1) million for the second quarter of 2018, compared to \$(5.5) million for the second quarter of 2017.
- Net loss and non-GAAP net loss: GAAP net loss was \$(11.0) million for the second quarter of 2018, compared to \$(14.5) million for the second quarter of 2017. GAAP net loss per share attributable to common stockholders was \$(0.18) for the second quarter of 2018 based on 61.4 million weighted-average shares outstanding, compared to \$(0.34) for the second quarter of 2017 based on 42.8 million weighted-average shares outstanding. Non-GAAP net loss was \$(8.8) million for the second quarter of 2018, compared to \$(4.4) million for the second quarter of 2017. Non-GAAP net loss per share was \$(0.14) for the second quarter of 2018, based on 61.4 million basic and diluted shares outstanding, compared to \$(0.08) for the second quarter of 2017, based on 55.0 million basic and diluted shares outstanding.
- **Balance sheet and cash flows:** As of June 30 2018, Appian had cash and cash equivalents of \$50.4 million. Cash used in operating activities was \$(9.8) million for the three months ended June 30, 2018, compared with cash used in operating activities of \$(9.5) million for the three months ended June 30, 2017.

A reconciliation of GAAP to non-GAAP financial measures has been provided in the tables following the financial statements in this press release. An explanation of these measures is also included below under the heading "Non-GAAP Financial Measures."

## Second Quarter 2018 Business Highlights:

• David Mitchell will become Senior Vice President of Sales effective January 1, 2019. Edward Hughes will remain at Appian. He will transition to a new executive position and serve as an advisor to our sales leadership. Mr. Mitchell has 30 years of experience in the software industry including executive roles at webMethods and SoftwareAG. He has been

at Appian as Vice President of Sales Strategy for almost a year. Messrs. Hughes and Mitchell will work together to complete a smooth transition.

- Announced a new product for rapidly building unique contact center solutions that deliver unrivaled customer experiences. Appian Intelligent Contact Center<sup>TM</sup> Platform is a new cloud platform tailored to the unique needs of contact center teams.
- Released the latest version of Appian, the Digital Transformation Platform. The new release makes it easier than ever to rapidly build powerful software applications.
- Named a Visionary by Gartner in its 2018 Magic Quadrant for Enterprise High-Productivity Application Platform as a Service. The report evaluates vendors in the enterprise high-productivity application platform as a service (hpaPaaS) market and their product offerings.
- Earned the #1 position on The Washington Post's "Top Workplaces 2018" list.
- Announced the launch of its new Singapore regional office directly supporting Appian's current customers in South East Asia (ASEAN) and helping to meet the increasing demand for Appian's solutions throughout the region.
- Bayer, a top five global pharmaceuticals company selected Appian to provide a new digital solution for pharmacovigilance reporting.
- HELLA, the lighting and electronics expert, is implementing Appian's low-code business process management platform. HELLA chose Appian for its fast and easy implementation, greater flexibility, and faster roll-out of processes. In addition, its fully managed, EU-hosted Platform-as-a-Service (PaaS) significantly reduces system administration time and efforts.
- Announced an agreement with Addiko Bank, an international financial group headquartered in Vienna, Austria, to deploy two new digital banking application on Appian's low-code application platform. The applications have reduced customer wait times by as much as 50% by cutting "time to yes" for simple loans down from one week to just three days.

# **Financial Outlook:**

As of August 2, 2018, guidance for the third quarter 2018 and full year 2018 is as follows:

# Third Quarter 2018 Guidance:

- Subscription revenue is expected to be in the range of \$27.7 million and \$27.9 million, representing year-over-year growth of between 34% and 35%.
- Total revenue is expected to be in the range of \$49.6 million and \$49.8 million, representing year-over-year growth of between 11% and 12%.
- Non-GAAP operating loss is expected to be in the range of \$(11.2) million and \$(10.2) million.
- Non-GAAP net loss per share is expected to be in the range of \$(0.19) and \$(0.17). This assumes 61.8 million weighted average common shares outstanding.

# Full Year 2018 Guidance:

- Subscription revenue is now expected to be in the range of \$110.5 million and \$110.9 million, representing year-over-year growth of 34%.
- Total revenue is now expected to be in the range of \$213.8 million and \$215.3 million, representing year-over-year growth of between 21% and 22%.
- Non-GAAP operating loss is now expected to be in the range of \$(36.4) million and \$(34.4) million.
- Non-GAAP net loss per share is now expected to be in the range of \$(0.63) and \$(0.60). This assumes 61.6 million non-GAAP weighted average common shares outstanding.

# **Conference Call Details:**

Appian will host a conference call today, August 2, 2018, at 5:00 p.m. ET to discuss the Company's financial results for the second quarter ended June 30, 2018 and business outlook.

The live webcast of the conference call can be accessed on the Investor Relations page of the Company's website at http://investors.appian.com. To access the call, please dial (877) 407-0792 in the U.S. or (201) 689-8263 internationally. Following the call, an archived webcast will be available at the same location on the Investor Relations page. A telephone replay will

be available for one week at (844) 512-2921 in the U.S. or (412) 317-6671 internationally with recording access code 13681145.

#### **About Appian**

Appian (NASDAQ: APPN) provides a leading low-code software development platform that enables organizations to rapidly develop powerful and unique applications. The applications created on Appian's platform help companies drive digital transformation and competitive differentiation. For more information, visit www.appian.com.

#### **Non-GAAP Financial Measures**

To supplement its consolidated financial statements, which are prepared and presented in accordance with GAAP, Appian provides investors with certain non-GAAP financial measures, including non-GAAP operating loss, non-GAAP net loss, non-GAAP net loss per share and non-GAAP weighted average shares outstanding. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP, and Appian's non-GAAP measures may be different from non-GAAP measures used by other companies. For more information on these non-GAAP financial measures, please see the reconciliation of these non-GAAP financial measures to their nearest comparable GAAP measures at the end of this press release.

Appian uses these non-GAAP financial measures for financial and operational decision-making and as a means to evaluate period-to-period comparisons. Appian's management believes that these non-GAAP financial measures provide meaningful supplemental information regarding Appian's performance by excluding certain expenses that may not be indicative of its recurring core business operating results. Appian believes that both management and investors benefit from referring to these non-GAAP financial measures in assessing Appian's performance and when planning, forecasting, and analyzing future periods. These non-GAAP financial measures also facilitate management's internal comparisons to historical performance as well as comparisons to competitors' operating results. Appian believes these non-GAAP financial measures are useful to investors both because (1) they allow for greater transparency with respect to measures used by management in its financial and operational decision-making and (2) they are used by Appian's institutional investors and the analyst community to help them analyze the health of Appian's business.

#### **Forward-Looking Statements**

This press release includes forward-looking statements. All statements contained in this press release other than statements of historical facts, including statements regarding Appian's future financial and business performance for the third quarter and full-year 2018, future investment by Appian in its go-to-market initiatives, increased demand for the Appian platform, market opportunity and plans and objectives for future operations, including Appian's ability to drive continued subscription revenue and total revenue growth, are forward-looking statements. The words "anticipate," believe," "continue," "estimate," "expect," "intend," "may," "will" and similar expressions are intended to identify forwardlooking statements. Appian has based these forward-looking statements on its current expectations and projections about future events and financial trends that Appian believes may affect its financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks and uncertainties, including the risks and uncertainties associated with Appian's ability to grow its business and manage its growth, Appian's ability to sustain its revenue growth rate, continued market acceptance of Appian's platform and adoption of low-code solutions to drive digital transformation, the fluctuation of Appian's operating results due to the length and variability of its sales cycle, competition in the markets in which Appian operates, risks and uncertainties associated with the composition and concentration of Appian's customer base and their demand for its platform and satisfaction with the services provided by Appian, the potential fluctuation of Appian's future quarterly results of operations, Appian's ability to shift its revenue towards subscriptions and away from professional services, Appian's ability to operate in compliance with applicable laws and regulations, Appian's strategic relationships with third parties and use of third-party licensed software and its platform's compatibility with third-party applications, and the timing of Appian's recognition of subscription revenue which may delay the effect of near term changes in sales on its operating results, and the additional risks and uncertainties set forth in the "Risk Factors" section of Appian's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the Securities and Exchange Commission on February 23, 2018 and other reports that Appian has filed with the Securities and Exchange Commission. Moreover, Appian operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for Appian's management to predict all risks, nor can Appian assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ

materially from those contained in any forward-looking statements Appian may make. In light of these risks, uncertainties and assumptions, Appian cannot guarantee future results, levels of activity, performance, achievements or events and circumstances reflected in the forward-looking statements will occur. Appian is under no duty to update any of these forward-looking statements after the date of this press release to conform these statements to actual results or revised expectations, except as required by law.

### **Investor Contact**

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# **Media Contact**

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# APPIAN CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)

		As of June 30, 2018	As of December 31, 2017		
		(unaudited)			
Assets					
Current assets					
Cash and cash equivalents	\$	50,363	\$	73,758	
Accounts receivable, net of allowance of \$400		64,916		55,315	
Deferred commissions, current		10,890		9,117	
Prepaid expenses and other current assets		6,374		7,032	
Total current assets		132,543		145,222	
Property and equipment, net		3,208		2,663	
Deferred commissions, net of current portion		13,665		12,376	
Deferred tax assets		245		281	
Other assets		599		510	
Total assets	\$	150,260	\$	161,052	
Liabilities and Stockholders' Equity					
Current liabilities					
Accounts payable	\$	8,888	\$	5,226	
Accrued expenses		6,468		6,467	
Accrued compensation and related benefits		13,644		12,075	
Deferred revenue, current		72,901		70,165	
Other current liabilities		1,541		1,182	
Total current liabilities		103,442		95,115	
Deferred tax liabilities		11		87	
Deferred revenue, net of current portion		14,514		18,922	
Other long-term liabilities		234		1,404	
Total liabilities		118,201		115,528	
Stockholders' equity					
Class A common stock—par value \$0.0001; 500,000,000 shares authorized and 18,891,315 shares issued and outstanding as of June 30, 2018; 500,000,000 shares authorized and 13,030,081 shares issued and outstanding as of December 31, 2017		2		1	
Class B common stock—par value \$0.0001; 100,000,000 shares authorized and 42,318,846 shares issued and outstanding as of June 30, 2018; 100,000,000 shares authorized, 47,569,796 shares issued and outstanding as of December 31, 2017		4		5	
Additional paid-in capital		147,786		141,268	
Accumulated other comprehensive income		976		439	
Accumulated deficit		(116,709)		(96,189)	
Total stockholders' equity		32,059		45,524	
Total liabilities and stockholders' equity	\$	150,260	\$	161,052	

# APPIAN CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except share and per share data)

	 Three Months Ended June 30,		Six Months Ended June 30,			l June 30,	
	2018		2017		2018		2017
Revenue:							
Subscriptions, software and support	\$ 33,047	\$	22,012	\$	59,999	\$	43,456
Professional services	26,836		21,186		51,580		38,071
Total revenue	 59,883		43,198		111,579		81,527
Cost of revenue:							
Subscriptions, software and support	2,824		2,488		5,452		4,550
Professional services	18,750		14,149		37,171		24,777
Total cost of revenue	 21,574		16,637		42,623		29,327
Gross profit	 38,309		26,561		68,956		52,200
Operating expenses:							
Sales and marketing	27,384		22,775		50,348		39,778
Research and development	10,785		9,971		20,655		17,271
General and administrative	8,425		8,635		16,485		13,484
Total operating expenses	 46,594		41,381		87,488		70,533
Operating loss	 (8,285)		(14,820)		(18,532)		(18,333)
Other expense (income):							
Other expense (income), net	2,593		(734)		1,675		(1,233)
Interest expense	54		197		67		453
Total other expense (income)	 2,647		(537)		1,742		(780)
Net loss before income taxes	 (10,932)		(14,283)		(20,274)		(17,553)
Income tax expense	35		176		246		301
Net loss	 (10,967)		(14,459)		(20,520)		(17,854)
Accretion of dividends on convertible preferred stock	_		143		_		357
Net loss attributable to common stockholders	\$ (10,967)	\$	(14,602)	\$	(20,520)	\$	(18,211)
Net loss per share attributable to common stockholders:							
Basic and diluted	\$ (0.18)	\$	(0.34)	\$	(0.34)	\$	(0.47)
Weighted average common shares outstanding:							
Basic and diluted	61,401,466		42,800,875		61,127,516		38,561,349

#### APPIAN CORPORATION AND SUBSIDIARIES STOCK BASED COMPENSATION EXPENSE (in thousands) (unaudited)

	Three Months Ended June 30,				Six Months Ended June 30,				
	2018		2017		2018			2017	
Cost of revenue									
Subscriptions, software and support	\$	107	\$	404	\$	217	\$	404	
Professional services		203		984		423		984	
Operating expenses									
Sales and marketing		538		2,423		1,045		2,423	
Research and development		342		2,202		733		2,202	
General and administrative		1,016		3,332		2,028		3,332	
Total stock-based compensation expense	\$	2,206	\$	9,345	\$	4,446	\$	9,345	

### APPIAN CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

			ed June 30,		
	2018		2017		
Cash flows from operating activities:					
Net loss	\$ (20,	520) \$	(17,854		
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:					
Depreciation and amortization		951	443		
Deferred income taxes		77	—		
Stock-based compensation	4,-	146	9,345		
Fair value adjustment for warrant liability			341		
Loss on extinguishment of debt			384		
Changes in assets and liabilities:					
Accounts receivable	(9,	)95)	(1,248		
Prepaid expenses and other assets		811)	(2,362		
Deferred commissions	(3,	)62)	(933		
Accounts payable and accrued expenses	3,-	180	5,296		
Accrued compensation and related benefits	1,	95	(687		
Other current liabilities		951	(186		
Deferred revenue	(1,	868)	1,728		
Other long-term liabilities	(1,	60)	(17		
Net cash (used in) provided by operating activities	(23,	516)	(5,750		
Cash flows from investing activities:					
Purchases of property and equipment	(1,	593)	(205		
Net cash used in investing activities	(1,	593)	(205		
Cash flows from financing activities:					
Proceeds from initial public offering, net of underwriting discounts		_	80,213		
Payment of deferred initial public offering costs		_	(1,081		
Payment of dividend to Series A preferred stockholders		_	(7,565		
Proceeds from exercise of common stock options	2,	)72	452		
Proceeds from issuance of long-term debt, net of debt issuance costs		_	19,616		
Repayment of long-term debt		_	(40,000		
Net cash provided by financing activities	2,0	)72	51,635		
Effect of foreign exchange rate changes on cash and cash equivalents	(	258)	831		
Net (decrease) increase in cash and cash equivalents	(23,	895)	46,511		
Cash and cash equivalents, beginning of period	73,	758	31,143		
Cash and cash equivalents, end of period	\$ 50,3	863 \$	77,654		
Supplemental disclosure of cash flow information:					
Cash paid for interest	\$	21 \$	506		
Cash paid for income taxes	\$	75 \$	228		
Supplemental disclosure of non-cash financing activities:					
Conversion of convertible preferred stock to common stock	\$	— \$	48,207		
Conversion of convertible preferred stock warrant to common stock warrant	\$	— \$	1,191		
Accretion of dividends on convertible preferred stock	\$	- \$	357		
Deferred offering costs included in accounts payable and accrued expenses	\$	- \$	1,343		

## APPIAN CORPORATION AND SUBSIDIARIES RECONCILIATION OF GAAP MEASURES TO NON-GAAP MEASURES

(in thousands, except share and per share data)

		Three Months Ended June 30,				Six Months Ended June 30,				
		2018		2017		2018		2017		
Reconciliation of non-GAAP operating loss:										
GAAP operating loss	\$	(8,285)	\$	(14,820)	\$	(18,532)	\$	(18,333)		
Add back:										
Stock-based compensation expense		2,206		9,345		4,446		9,345		
Non-GAAP operating loss	\$	(6,079)	\$	(5,475)	\$	(14,086)	\$	(8,988)		
Reconciliation of non-GAAP net loss:										
GAAP net loss	\$	(10,967)	\$	(14,459)	\$	(20,520)	\$	(17,854)		
Add back:										
Stock-based compensation expense		2,206		9,345		4,446		9,345		
Change in fair value of warrant liability		_		341		_		341		
Loss on extinguishment of debt		_		384		_		384		
Non-GAAP net loss	\$	(8,761)	\$	(4,389)	\$	(16,074)	\$	(7,784)		
Non-GAAP earnings per share:										
Non-GAAP net loss	\$	(8,761)	\$	(4,389)	\$	(16,074)	\$	(7,784)		
Non-GAAP weighted average shares used to compute net loss per share attributable to common stockholders, basic and diluted		61,401,466		54,976,178		61,127,516		53,714,039		
Non-GAAP net loss per share, basic and diluted	\$	(0.14)	\$		\$	(0.26)	\$	(0.14)		
Description of non-CAAD actions are shown having and diluted.										
Reconciliation of non-GAAP net loss per share, basic and diluted:	ድ	(0.10)	ተ	(0.2.4)	¢	(0.2.4)	¢	(0.47)		
GAAP net loss per share attributable to common stockholders, basic and diluted	\$	(0.18)	\$	(0.34)	\$	(0.34)	\$	(0.47)		
Add back: Non-GAAP adjustments to net loss per share		0.04		0.26		0.08		0.33		
5 I	\$	(0.14)	\$	(0.08)	\$	(0.26)	\$	(0.14)		
Non-GAAP net loss per share, basic and diluted	ф —	(0.14)	ф —	(0.08)	þ	(0.20)	φ	(0.14)		
Reconciliation of non-GAAP weighted average shares outstanding, basic and diluted:										
GAAP weighted average shares used to compute net loss per share attributable to common stockholders, basic and diluted	)	61,401,466		42,800,875		61,127,516		38,561,349		
Add back:										
Additional weighted average shares giving effect to conversion of preferred stock at the beginning of the period		_		12,175,303		_		15,152,690		
Non-GAAP weighted average shares used to compute net loss per share, basic and diluted		61,401,466		54,976,178		61,127,516		53,714,039		