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, 2026

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: 001-35883

United Parks & Resorts Inc.

(Exact name of registrant as specified in its charter)

Delaware	**27-1220297**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
6240 Sea Harbor Drive	
Orlando, Florida	**32821**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (407) 226-5011

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.01 per share	PRKS	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 ☒

The registrant had outstanding 45,437,213 shares of Common Stock, par value $0.01 per share as of October 30, 2026.

UNITED PARKS & RESORTS INC. AND SUBSIDIARIES
FORM 10-Q
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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to historical information, this Quarterly Report on Form 10-Q may contain “forward-looking statements” within the meaning of the federal securities laws. All statements, other than statements of historical facts, including statements concerning our plans, objectives, goals, beliefs, business strategies, future events, business conditions, our results of operations, financial position and our business outlook, business trends and other information, may be forward-looking statements. Words such as “might,” “will,” “may,” "could," “should,” “estimates,” “expects,” “continues,” “contemplates,” “anticipates,” “projects,” “plans,” “potential,” “predicts,” “intends,” “believes,” “forecasts,” “future,” “targeted,” “goal” and variations of such words or similar expressions are intended to identify forward-looking statements. The forward-looking statements are not historical facts, and are based upon our current expectations, beliefs, estimates and projections, and various assumptions, many of which, by their nature, are inherently uncertain and beyond our control. Our expectations, beliefs, estimates and projections are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that management’s expectations, beliefs, estimates and projections will result or be achieved and actual results may vary materially from what is expressed in or indicated by the forward-looking statements.

There are a number of risks, uncertainties and other important factors, many of which are beyond our control, that could cause our actual results to differ materially from the forward-looking statements contained in this Quarterly Report on Form 10-Q. Such risks, uncertainties and other important factors that could cause actual results to differ materially include, among others, the risks, uncertainties and factors set forth under “Part I, Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2025 (the “Annual Report on Form 10-K”), filed with the Securities and Exchange Commission (the “SEC”), and under “Part II, Item 1A., Risk Factors” in this Quarterly Report on Form 10-Q, as such risk factors may be updated from time to time in our periodic filings with the SEC, including this report, and are accessible on the SEC’s website at *www.sec.gov,* including the following:

- various factors beyond our control adversely affecting attendance and guest spending at our theme parks, including, but not limited to, weather, natural disasters, labor shortages, inflationary pressures, supply chain delays or shortages, foreign exchange rates, consumer confidence, the potential spread of travel-related health concerns including pandemics and epidemics, travel related concerns, adverse general economic related factors including increasing interest rates, economic uncertainty, and recent geopolitical events outside of the United States, and governmental actions including actions that affect fuel prices and cost of products we sell;
- failure to retain and/or hire employees;
- a decline in discretionary consumer spending or consumer confidence, including any unfavorable impacts from Federal Reserve interest rate actions and inflation which may influence discretionary spending, unemployment or the overall economy;
- the ability of Hill Path Capital LP and its affiliates to significantly influence our decisions and their interests may conflict with ours or yours in the future;
- increased labor costs, including minimum wage increases, and employee health and welfare benefit costs;
- complex federal and state regulations governing the treatment of animals, which can change, and claims and lawsuits by activist groups before government regulators and in the courts;
- activist and other third-party groups and/or media can pressure governmental agencies, vendors, partners, guests and/or regulators, bring action in the courts or create negative publicity about us;
- incidents or adverse publicity concerning our theme parks, the theme park industry and/or zoological facilities;
- a significant portion of our revenues have historically been generated in the States of Florida, California and Virginia, and any risks affecting such markets, such as natural disasters, closures due to pandemics, severe weather and travel-related disruptions or incidents;
- technology interruptions or failures that impair access to our websites and/or information technology systems;
- cyber security risks to us or our third-party service providers, failure to maintain or protect the integrity of internal, employee or guest data, and/or failure to abide by the evolving cyber security regulatory environment;
- implementation of a new enterprise resource planning system, and challenges with the implementation of the system;
- inability to compete effectively in the highly competitive theme park industry;
- interactions between animals and our employees and our guests at attractions at our theme parks;

- animal exposure to infectious disease;
- high fixed cost structure of theme park operations;
- seasonal fluctuations in operating results;
- changing consumer tastes and preferences;
- adverse litigation judgments or settlements;
- inability to grow our business or fund theme park capital expenditures;
- inability to realize the benefits of developments, restructurings, acquisitions or other strategic initiatives, and the impact of the costs associated with such activities;
- the effects of public health events on our business and the economy in general;
- unionization activities and/or labor disputes;
- inability to protect our intellectual property or the infringement on intellectual property rights of others;
- the loss of licenses and permits required to exhibit animals or the violation of laws and regulations;
- inability to maintain certain commercial licenses;
- restrictions in our debt agreements limiting flexibility in operating our business;
- inability to retain our current credit ratings;
- our leverage and interest rate risk;
- inadequate insurance coverage;
- inability to purchase or contract with third party manufacturers for rides and attractions, construction delays or impacts of supply chain disruptions on existing or new rides and attractions;
- tariffs or other trade restrictions;
- environmental regulations, expenditures and liabilities;
- suspension or termination of any of our business licenses, including by legislation at federal, state or local levels;
- delays, restrictions or inability to obtain or maintain permits;
- failure to maintain effective internal controls;
- financial distress of strategic partners or other counterparties;
- actions of activist stockholders;
- the policies of the U.S. President and their administration or any changes to tax laws;
- changes or declines in our stock price, as well as the risk that securities analysts could downgrade our stock or our sector;
- risks associated with our capital allocation plans and share repurchases, including the risk that our share repurchase program could increase volatility and fail to enhance stockholder value; and
- other factors described in "Item 1A. Risk Factors" included in our Annual Report on Form 10-K and this Quarterly Report.

We caution you that the risks, uncertainties and other factors referenced above may not contain all of the risks, uncertainties and other factors that are important to you. In addition, we cannot assure you that we will realize the results, benefits or developments that we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our business in the way expected. There can be no assurance that (i) we have correctly measured or identified all of the factors affecting our business or the extent of these factors' likely impact, (ii) the available information with respect to these factors on which such analysis is based is complete or accurate, (iii) such analysis is correct or (iv) our strategy, which is based in part on this analysis, will be successful. All forward-looking statements in this Quarterly Report on Form 10-Q apply only as of the date of this Quarterly Report on Form 10-Q or as of the date they were made or as otherwise specified herein and, except as required by applicable law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise.

All references to "we," "us," "our," or "Company" in this Quarterly Report on Form 10-Q mean United Parks & Resorts Inc., its subsidiaries and affiliates.

Website and Social Media Disclosure

We use our websites (*www.unitedparks.com* and *www.unitedparksinvestors.com*) and at times our park and brand specific social media as channels of distribution of Company information. The information we post through these channels may be deemed material. Accordingly, investors should monitor these channels, in addition to following our press releases, SEC filings and public conference calls and webcasts. In addition, you may automatically receive e-mail alerts and other information about the Company when you enroll your e-mail address by visiting the "E-mail Alerts" section of our website at *www.unitedparksinvestors.com*. The contents of our website and social media channels are not, however, a part of this Quarterly Report on Form 10-Q.

Trademarks, Service Marks and Trade Names

We own or have rights to use a number of registered and common law trademarks, service marks and trade names in connection with our business in the United States and in certain foreign jurisdictions, including United Parks & Resorts, SeaWorld Entertainment, SeaWorld Parks & Entertainment, SeaWorld®, Shamu®, Busch Gardens®, Aquatica®, Discovery Cove®, Sea Rescue® and other names and marks that identify our theme parks, characters, rides, attractions and other businesses. In addition, we have certain rights to use Sesame Street® marks, characters and related indicia through a license agreement with Sesame Workshop.

Solely for convenience, the trademarks, service marks, and trade names referred to hereafter in this Quarterly Report on Form 10-Q 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 or the rights of the applicable licensors to these trademarks, service marks, and trade names. This Quarterly Report on Form 10-Q may contain additional trademarks, service marks and trade names of others, which are the property of their respective owners. All trademarks, service marks and trade names appearing in this Quarterly Report on Form 10-Q are, to our knowledge, the property of their respective owners.

PART I — FINANCIAL INFORMATION

Item 1. Unaudited Condensed Consolidated Financial Statements

UNITED PARKS & RESORTS INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 26,278	$ 99,762
Accounts receivable, net	80,178	77,287
Inventories	56,784	51,628
Prepaid expenses and other current assets	59,675	54,117
Total current assets	222,915	282,794
Property and equipment, at cost	4,321,808	4,136,832
Accumulated depreciation	(2,339,659)	(2,219,562)
Property and equipment, net	1,982,149	1,917,270
Goodwill	66,278	66,278
Trade names/trademarks, net	157,846	157,846
Right of use assets-operating leases	138,504	125,410
Deferred tax assets, net	13,260	2,478
Other assets, net	56,755	64,198
Total assets	$ 2,637,707	$ 2,616,274
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable and accrued expenses	$ 159,287	$ 152,939
Current maturities of long-term debt	15,423	15,423
Operating lease liabilities	3,533	4,216
Accrued salaries, wages and benefits	18,663	27,046
Deferred revenue	152,447	143,325
Other accrued liabilities	57,591	41,783
Total current liabilities	406,944	384,732
Long-term debt, net	2,249,326	2,217,708
Long-term operating lease liabilities	125,444	110,926
Deferred tax liabilities, net	302,396	258,492
Other liabilities	86,602	80,222
Total liabilities	3,170,712	3,052,080
Commitments and contingencies (Note 8)		
Stockholders' Deficit:		
Preferred stock, $0.01 par value—authorized, 100,000,000 shares, no shares issued or outstanding at September 30, 2026 and December 31, 2025	—	—
Common stock, $0.01 par value—authorized, 1,000,000,000 shares; 97,530,156 and 97,330,004 shares issued at September 30, 2026 and December 31, 2025, respectively	975	973
Additional paid-in capital	759,180	745,789
Retained earnings	915,124	805,949
Treasury stock, at cost (52,116,919 and 46,236,087 shares at September 30, 2026 and December 31, 2025)	(2,208,284)	(1,988,517)
Total stockholders' deficit	(533,005)	(435,806)
Total liabilities and stockholders' deficit	$ 2,637,707	$ 2,616,274

See accompanying notes to unaudited condensed consolidated financial statements.

UNITED PARKS & RESORTS INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Net revenues:				
Admissions	$ 264,607	$ 268,650	$ 656,191	$ 680,505
Food, merchandise and other	241,848	243,201	611,878	608,507
Total revenues	506,455	511,851	1,268,069	1,289,012
Costs and expenses:				
Cost of food, merchandise and other revenues	40,887	39,930	100,599	100,062
Operating expenses (exclusive of depreciation and amortization shown separately below)	210,332	214,394	597,297	580,453
Selling, general and administrative expenses	68,598	60,657	183,257	169,196
Severance and other separation costs	204	490	1,012	898
Depreciation and amortization	45,801	44,702	136,654	129,371
Total costs and expenses	365,822	360,173	1,018,819	979,980
Operating income	140,633	151,678	249,250	309,032
Other (income) expense, net	(486)	(179)	(703)	14
Interest expense	32,099	33,515	96,228	101,573
Income before income taxes	109,020	118,342	153,725	207,445
Provision for income taxes	29,046	29,017	44,550	54,145
Net income	$ 79,974	$ 89,325	$ 109,175	$ 153,300
Earnings per share:				
Earnings per share, basic	$ 1.76	$ 1.62	$ 2.32	$ 2.79
Earnings per share, diluted	$ 1.74	$ 1.61	$ 2.29	$ 2.76
Weighted average common shares outstanding:				
Basic	45,389	55,032	47,159	55,014
Diluted	45,969	55,473	47,676	55,448

See accompanying notes to unaudited condensed consolidated financial statements.

UNITED PARKS & RESORTS INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
(In thousands, except share amounts)

	Shares of Common Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock, at Cost	Total Stockholders' Deficit
Balance at December 31, 2025	97,330,004	$ 973	$ 745,789	$ 805,949	$ (1,988,517)	$ (435,806)
Equity-based compensation	—	—	5,325	—	—	5,325
Vesting of restricted shares	37,974	1	(1)	—	—	—
Shares withheld for tax withholdings	(8,908)	—	(306)	—	—	(306)
Exercise of stock options	14,972	—	286	—	—	286
Repurchase of 2,553,583 shares of treasury stock, at cost	—	—	—	—	(92,660)	(92,660)
Net loss	—	—	—	(34,068)	—	(34,068)
Balance at March 31, 2026	97,374,042	$ 974	$ 751,093	$ 771,881	$ (2,081,177)	$ (557,229)
Equity-based compensation	—	—	4,842	—	—	4,842
Vesting of restricted shares	99,582	—	—	—	—	—
Shares withheld for tax withholdings	(26,415)	—	(807)	—	—	(807)
Exercise of stock options	389	—	11	—		11
Repurchase of 3,327,249 shares of treasury stock, at cost	—	—	—	—	(127,107)	(127,107)
Net income	—	—	—	63,269	—	63,269
Balance at June 30, 2026	97,447,598	$ 974	$ 755,139	$ 835,150	$ (2,208,284)	$ (617,021)
Equity-based compensation	—	—	5,230	—	—	5,230
Vesting of restricted shares	104,906	1	(1)	—	—	—
Shares withheld for tax withholdings	(23,890)	—	(1,221)	—	—	(1,221)
Exercise of stock options	1,542	—	33	—	—	33
Net income	—	—	—	79,974	—	79,974
Balance at September 30, 2026	97,530,156	$ 975	$ 759,180	$ 915,124	$ (2,208,284)	$ (533,005)

	Shares of Common Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock, at Cost	Total Stockholders' Deficit
Balance at December 31, 2024	97,080,628	$ 971	$ 729,965	$ 637,596	$ (1,830,072)	$ (461,540)
Equity-based compensation	—	—	4,210	—	—	4,210
Vesting of restricted shares	37,740	—	—	—	—	—
Shares withheld for tax withholdings	(11,439)	—	(574)	—	—	(574)
Exercise of stock options	14,477	—	351	—	—	351
Repurchase of 100,000 shares of treasury stock, at cost	—	—	—	—	(4,599)	(4,599)
Net loss	—	—	—	(16,133)	—	(16,133)
Balance at March 31, 2025	97,121,406	971	733,952	621,463	(1,834,671)	(478,285)
Equity-based compensation	—	—	3,886	—	—	3,886
Vesting of restricted shares	59,409	1	(1)	—	—	—
Shares withheld for tax withholdings	(13,331)	—	(604)	—	—	(604)
Exercise of stock options	1,702	—	44	—	—	44
Net income	—	—	—	80,108	—	80,108
Balance at June 30, 2025	97,169,186	972	737,277	701,571	(1,834,671)	(394,851)
Equity-based compensation	—	—	4,251	—	—	4,251
Vesting of restricted shares	81,251	1	(1)	—	—	—
Shares withheld for tax withholdings	(10,960)	—	(540)	—	—	(540)
Exercise of stock options	34,709	—	737	—	—	737
Repurchase of 148,727 shares of treasury stock, at cost	—	—	—	—	(7,657)	(7,657)
Net income	—	—	—	89,325	—	89,325
Balance at September 30, 2025	97,274,186	$ 973	$ 741,724	$ 790,896	$ (1,842,328)	$ (308,735)

See accompanying notes to unaudited condensed consolidated financial statements.

UNITED PARKS & RESORTS INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	For the Nine Months Ended September 30,	
	2026	**2025**
Operating Activities:		
Net income	$ 109,175	$ 153,300
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	136,654	129,371
Amortization of debt issuance costs and discounts	3,185	3,308
Deferred income tax provision	33,122	45,458
Equity-based compensation	15,397	12,347
Other, including loss on sale or disposal of assets, net	5,245	5,360
Changes in assets and liabilities:		
Accounts receivable	(1,400)	(6,272)
Inventories	(5,152)	(6,653)
Prepaid expenses and other current assets	(3,888)	(18,386)
Accounts payable and accrued expenses	4,976	(13,036)
Accrued salaries, wages and benefits	(8,383)	(6,129)
Deferred revenue	13,363	(6,442)
Other accrued liabilities	16,112	115
Right of use assets and operating lease liabilities	740	314
Other assets and liabilities	10,861	9,034
Net cash provided by operating activities	330,007	301,689
Investing Activities:		
Capital expenditures	(207,918)	(167,227)
Other investing activities, net	(1,050)	—
Net cash used in investing activities	(208,968)	(167,227)
Financing Activities:		
Repayments of long-term debt	(11,568)	(11,567)
Proceeds from draws on revolving credit facility	160,000	—
Repayments of revolving credit facility	(120,000)	—
Purchase of treasury stock, including related excise tax paid	(220,280)	(16,305)
Payment of tax withholdings on equity-based compensation through shares withheld	(2,334)	(1,718)
Exercise of stock options	330	1,132
Other financing activities	(671)	(1,107)
Net cash used in financing activities	(194,523)	(29,565)
Change in Cash and Cash Equivalents, including Restricted Cash	(73,484)	104,897
Cash and Cash Equivalents—Beginning of period	99,762	115,893
Cash and Cash Equivalents, including Restricted Cash—End of period	$ 26,278	$ 220,790
Supplemental Disclosure of Noncash Investing and Financing Activities		
Capital expenditures in accounts payable	$ 40,397	$ 32,911
Excise tax accrued on treasury stock repurchases	$ 2,111	$ —
Right of use assets obtained in exchange for new operating lease liabilities	$ 16,493	$ —
Right of use assets obtained in exchange for new financing lease liabilities	$ —	$ 25
Cash paid for income taxes, net	$ 6,172	$ 15,438
Treasury stock purchases not yet settled in other accrued liabilities	$ —	$ 547

See accompanying notes to unaudited condensed consolidated financial statements.

1. DESCRIPTION OF THE BUSINESS AND BASIS OF PRESENTATION

Description of the Business

United Parks & Resorts Inc., previously SeaWorld Entertainment, Inc., through its wholly-owned subsidiary, SeaWorld Parks & Entertainment, Inc. ("SEA") (collectively, the "Company"), owns and operates twelve theme parks within the United States. The Company operates and/or licenses SeaWorld theme parks in Orlando, Florida; San Antonio, Texas; San Diego, California; and Abu Dhabi, United Arab Emirates and Busch Gardens theme parks in Tampa, Florida and Williamsburg, Virginia. The Company operates water park attractions in Orlando, Florida (Aquatica); San Antonio, Texas (Aquatica); Tampa, Florida (Adventure Island); and Williamsburg, Virginia (Water Country USA). The Company also operates a reservations-only theme park in Orlando, Florida (Discovery Cove) and Sesame Place theme parks in Langhorne, Pennsylvania and Chula Vista, California.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes for the year ended December 31, 2025 included in the Company's Annual Report on Form 10-K filed with the SEC. The unaudited condensed consolidated balance sheet as of December 31, 2025 was derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K.

In the opinion of management, such unaudited condensed consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, results of operations, and cash flows for the interim periods, but are not necessarily indicative of the results of operations for the year ending December 31, 2026 or any future period due in part to the seasonal nature of the Company's operations. Based upon historical results, the Company typically generates its highest revenues in the second and third quarters of each year and incurs a net loss in the first quarter, in part because four of its theme parks are only open for a portion of the year.

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, including SEA. All intercompany accounts have been eliminated in consolidation.

In these condensed consolidated financial statements, certain amounts in prior periods' consolidated financial statements have been reclassified to conform with the current period presentation.

Use of Estimates

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assumptions include, but are not limited to, the accounting for self-insurance reserves, income taxes, revenue recognition and reviews for potential impairment of long-lived assets. Estimates are based on various factors including current and historical trends, as well as other pertinent company and industry data. The Company regularly evaluates this information to determine if it is necessary to update the basis for its estimates and to adjust for known changes. Actual results could differ from those estimates.

Share Repurchase Programs and Treasury Stock

From time to time, the Company's Board of Directors (the "Board") may authorize share repurchases of common stock. Shares repurchased under Board authorizations are currently held in treasury for general corporate purposes. The Company accounts for treasury stock on the trade date under the cost method. Treasury stock at September 30, 2026 and December 31, 2025 is reflected within stockholders' deficit. See further discussion of the Company's share repurchase programs in Note 10–Stockholders' Deficit.

Revenue Recognition

Admissions revenue primarily consists of single-day tickets, annual or season passes or other multi-day or multi-park admission products. Admission products with similar characteristics are analyzed using a portfolio approach for each separate park as the Company expects that the effects on the consolidated financial statements of applying Accounting Standards Codification ("ASC") 606 to the portfolio does not differ materially from applying the guidance to individual contracts within the portfolio. For single-day tickets, the Company recognizes revenue at a point in time, upon admission to the park. Annual passes, season passes, or other multi-day or multi-park passes allow guests access to specific parks over a specified time period. For these pass and multi-use products, revenue is deferred and recognized over the terms of the admission product based on estimated redemption rates for similar products and is adjusted periodically. The Company estimates redemption rates using historical and forecasted attendance trends by park for

similar products. Attendance trends factor in seasonality and are adjusted based on actual trends periodically. These estimated redemption rates impact the timing of when revenue is recognized on these products. Actual results could materially differ from these estimates based on actual attendance patterns. Revenue is recognized on a pro-rata basis based on the estimated allocated selling price of the admission product. For pass products purchased on an installment plan that have met their initial commitment period and have transitioned to a month-to-month basis, monthly charges are recognized as revenue as payments are received each month. For certain multi-day admission products, revenue is allocated based on the number of visits included in the pass and recognized ratably based on each admission into the theme park.

Food, merchandise and other revenue primarily consists of food and beverage, retail, merchandise, parking, other in-park products and service fees, and other miscellaneous revenue, including online transaction fees and revenue from the Company's international agreements, not necessarily generated in our parks, which is not significant in the periods presented. The Company recognizes revenue for food and beverage, merchandise and other in-park products when the related products or services are received by the guests.

Deferred revenue primarily includes revenue associated with pass products, admission or in-park products or services with a future intended use date and contract liability balances related to licensing and international agreements collected in advance of the Company satisfying its performance obligations and is expected to be recognized in future periods. At September 30, 2026 and December 31, 2025, the long-term portion of deferred revenue included in other liabilities in the accompanying unaudited condensed consolidated balance sheets primarily relates to the Company's international agreements.

The following table reflects the Company's deferred revenue balance as of September 30, 2026 and December 31, 2025:

	September 30, 2026	December 31, 2025
	(In thousands)	
Deferred revenue, including long-term portion	$ 169,325	$ 156,077
Less: Deferred revenue, long-term portion, included in other liabilities	16,878	12,752
Deferred revenue, short-term portion	$ 152,447	$ 143,325

The Company estimates approximately $138.4 million of the deferred revenue, short term portion, balance outstanding as of December 31, 2025 was recognized as revenue during the nine months ended September 30, 2026. For certain admission products, the Company estimated timing of redemption using average historical redemption rates.

2. RECENT ACCOUNTING PRONOUNCEMENTS

The Company reviews new accounting pronouncements as they are issued or proposed by the Financial Accounting Standards Board ("FASB").

Recently Issued Accounting Standards

In September 2025, the FASB issued Accounting Standards Update ("ASU") No. 2025-06, *Targeted Improvements to the Accounting for Internal-Use Software,* to modernize the accounting for and disclosure of internal-use software costs. The guidance removes all references to the stages of software development projects, defines the threshold to begin capitalizing costs, and clarifies the disclosure requirements of capitalized software costs. This ASU is effective for annual periods beginning after December 15, 2027, and interim periods within those fiscal years, and can be applied retrospectively, prospectively, or on a modified transition approach. Early adoption is permitted. The Company is currently evaluating the ASU to determine the impact on its consolidated financial statements and disclosures.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses* that requires disclosures about significant expense categories, including but not limited to, purchases of inventory, employee compensation, depreciation, amortization, and selling expenses, along with qualitative descriptions of certain other types of expenses. This ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the ASU to determine the impact on its consolidated financial statements and disclosures.

3. EARNINGS PER SHARE

Earnings per share is computed as follows:

	For the Three Months Ended September 30,					
	2026			2025		
	Net Income	Shares	Per Share Amount	Net Income	Shares	Per Share Amount
	(In thousands, except per share amounts)					
Basic earnings per share	$ 79,974	45,389	$ 1.76	$ 89,325	55,032	$ 1.62
Effect of dilutive incentive-based awards		580			441	
Diluted earnings per share	$ 79,974	45,969	$ 1.74	$ 89,325	55,473	$ 1.61

	For the Nine Months Ended September 30,					
	2026			2025		
	Net Income	Shares	Per Share Amount	Net Income	Shares	Per Share Amount
	(In thousands, except per share amounts)					
Basic earnings per share	$ 109,175	47,159	$ 2.32	$ 153,300	55,014	$ 2.79
Effect of dilutive incentive-based awards		517			434	
Diluted earnings per share	$ 109,175	47,676	$ 2.29	$ 153,300	55,448	$ 2.76

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period (excluding treasury stock and unvested restricted stock awards). Unvested restricted stock awards are eligible to receive dividends, if any; however, dividend rights will be forfeited if the award does not vest. Accordingly, only vested shares of formerly restricted stock are included in the calculation of basic earnings per share. The weighted average number of repurchased shares during the period, if any, which are held as treasury stock, are excluded from shares of common stock outstanding.

Diluted earnings per share is determined using the treasury stock method based on the dilutive effect of certain unvested restricted stock awards and certain shares of common stock that are issuable upon exercise of stock options. During the three and nine months ended September 30, 2026, there were approximately 729 thousand and 801 thousand anti-dilutive shares excluded from the computation of diluted earnings per share, respectively. During the three and nine months ended September 30, 2025, there were approximately 730 thousand and 691 thousand anti-dilutive shares excluded from the computation of diluted earnings per share, respectively. The Company's outstanding performance-vesting restricted awards of approximately 523 thousand and 374 thousand as of September 30, 2026 and 2025, respectively, are considered contingently issuable shares and are excluded from the calculation of diluted earnings per share until the performance measure criteria is met as of the end of the reporting period.

4. INCOME TAXES

Income tax expense or benefit and the Company's effective tax rate is based upon the tax rate expected for the full calendar year applied to the year-to-date pretax income or loss of the interim period, plus the tax effect of any year-to-date discrete tax items. The Company's consolidated effective tax rate for the three and nine months ended September 30, 2026 was 26.6% and 29.0%, respectively, and for the three and nine months ended September 30, 2025 was 24.5% and 26.1%, respectively. The effective tax rate differs from the statutory federal income tax rate of 21.0% for the periods ended September 30, 2026 primarily due to non-deductible compensation, state income taxes, and a deferred revaluation due to state filing changes as of January 1, 2025. The effective tax rate differs from the statutory federal income tax rate of 21% for the periods ended September 30, 2025 primarily due to state income taxes and a deferred revaluation due to state filing changes as of January 1, 2025.

Due to the uncertainty of realizing the benefit from deferred tax assets, tax positions are reviewed at least quarterly by assessing future expected taxable income from all sources. Realization of deferred tax assets, primarily arising from net operating loss carryforwards and charitable contribution carryforwards, is dependent upon generating sufficient taxable income prior to expiration of the carryforwards. Based on its analysis, the Company believes that some of its deferred tax assets may not be realized. As of

September 30, 2026 and December 31, 2025, the Company's valuation allowance consisted of approximately $6.0 million and $4.8 million, net of federal tax benefit, respectively, on the deferred tax assets related to state net operating loss carryforwards.
The Company has determined that there are no positions currently taken that would rise to a level requiring an amount to be recorded or disclosed as an unrecognized tax benefit. If such positions do arise, it is the Company's intent that any interest or penalty amount related to such positions will be recorded as a component of the income tax provision (benefit) in the applicable period.

5. OTHER ACCRUED LIABILITIES

Other accrued liabilities at September 30, 2026 and December 31, 2025, consisted of the following:

	September 30, 2026	December 31, 2025
	(In thousands)	
Accrued interest	$ 5,429	$ 14,667
Accrued taxes	21,158	856
Self-insurance reserve	27,453	22,778
Other	3,551	3,482
Other accrued liabilities	$ 57,591	$ 41,783

As of September 30, 2026 and December 31, 2025, accrued interest above primarily relates to interest associated with the Company's senior notes issued in August 2021, for which interest is paid bi-annually in February and August. See further discussion in Note 6–Long-Term Debt. As of September 30, 2026, accrued taxes above primarily relates to property taxes.

6. LONG-TERM DEBT

Long-term debt, net, as of September 30, 2026 and December 31, 2025 consisted of the following:

	September 30, 2026	December 31, 2025
	(In thousands)	
Term B-3 Loans (effective interest rate of 5.90% and 5.72% at September 30, 2026 and December 31, 2025, respectively)	$ 1,511,452	$ 1,523,019
Revolving Credit Facility[1] (effective interest rate of 5.62% at September 30, 2026)	40,000	-
Senior Notes due 2029 (interest rate of 5.25%)	725,000	725,000
Total long-term debt	2,276,452	2,248,019
Less: unamortized discounts and debt issuance costs	(11,703)	(14,888)
Less: current maturities	(15,423)	(15,423)
Total long-term debt, net	$ 2,249,326	$ 2,217,708

[1]Subsequent to September 30, 2026, the Company repaid $20 million under the Revolving Credit Facility, and as of the date of this filing, $20 million was outstanding.

Refinancing Transactions

On August 25, 2021, SEA entered into a Restatement Agreement (the "Restatement Agreement") pursuant to which SEA amended and restated its existing senior secured credit agreement dated as of December 1, 2009 (as amended, restated, supplemented or otherwise modified from time to time, and the senior secured credit facilities thereunder (the "Existing Secured Credit Facilities"), and, as amended and restated by the Restatement Agreement and certain amendments (the "Amended and Restated Credit Agreement"). On June 9, 2022, SEA entered into an incremental amendment to the Amended and Restated Credit Agreement to increase the revolving facility commitments under the Revolving Credit Facility by $5.0 million bringing the aggregate committed principal amount to $390.0 million as of such date.

On June 12, 2023, SEA further amended the Amended and Restated Credit Agreement to replace the LIBOR-based benchmark rates with Term SOFR-based benchmark rates plus credit spread adjustments of 0.11448%, 0.26161% and 0.42826% for interest periods of one, three and six months, respectively, due to reference rate reform. The Term SOFR-based benchmark rate became effective as of July 1, 2023. There were no changes to any material terms of the Amended and Restated Credit Agreement that were unrelated to the replacement of the LIBOR-based benchmark rates.

On January 22, 2024, SEA further amended the Amended and Restated Credit Agreement to incur an aggregate principal amount of approximately $1,173 million of Term B-2 Loans under the Amended and Restated Credit Agreement (the "Initial Term B-2 Loans") to refinance the first lien term loan facility (the "Term Loan Facility" and the loans thereunder, the "Term B Loans"). Borrowings under the Initial Term B-2 Loans bore interest at a fluctuating rate per annum equal to, at SEA's option, (i) ABR (as defined below)(provided that in no event would such ABR rate with respect to the Initial Term B-2 Loans be less than 1.50% per annum) plus an applicable margin equal to 1.50% or (ii) Term SOFR-based benchmark rate ("Term SOFR") (provided that in no event would such Term SOFR rate with respect to the Initial Term B-2 Loans be less than 0.50%) plus an applicable margin equal to 2.50%.

On May 2, 2024, SEA further amended the Amended and Restated Credit Agreement to incur an aggregate principal amount of $380.0 million of Incremental Term B-2 Loans under the Credit Agreement (the "Incremental Term B-2 Loans") to finance the redemption of the First-Priority Senior Secured Notes (as defined below) and for general corporate purposes. Also on May 2, 2024, SEA completed the redemption for all of the $227.5 million aggregate principal amount of the First-Priority Senior Secured Notes.

On August 23, 2024, SEA further amended the Amended and Restated Credit Agreement to, among other things, increase the Revolving Credit Facility (as defined below) from $390.0 million to $700.0 million and extend the maturity thereof from August 25, 2026 to the earlier of (x) August 23, 2029 and (y) May 26, 2028, if at least $225,000,000 of term loans (or any debt refinancing, refunding or replacing any term loans that mature on or prior to November 22, 2029) are outstanding on the date that is 91 days prior to the term facility maturity date of August 25, 2028 (as such date may be extended consistent with the terms of the Amended and Restated Credit Agreement). Borrowings under the Revolving Credit Facility bore interest at a fluctuating rate per annum equal to, at SEA's option, (i) ABR (provided that in no event would such ABR rate with respect to the Revolving Loans (as defined below) be less than 1.00% per annum) plus an applicable margin equal to 1.25% or (ii) Term SOFR (provided that in no event would such Term SOFR rate with respect to the Revolving Loans be less than 0.00%) plus an applicable margin equal to 2.25%.

On December 4, 2024, SEA further amended the Amended and Restated Credit Agreement to, among other things, provide for the incurrence of an aggregate principal amount of approximately $1,542.3 million of Term B-3 Loans under the Amended and Restated Credit Agreement (the "Term B-3 Loans") to refinance the existing Term B-2 Loans under the Amended and Restated Credit Agreement. Borrowings under the Term B-3 Loans bear interest at a fluctuating rate per annum equal to, at SEA's option, (i) ABR (provided that in no event shall such ABR rate with respect to the Term B-3 Loans be less than 1.50% per annum) plus an applicable margin equal to 1.00% or (ii) Term SOFR (provided that in no event shall such Term SOFR rate with respect to the Term B-3 Loans be less than 0.50%) plus an applicable margin equal to 2.00%. The Term B-3 Loans require scheduled amortization payments on the term loans in quarterly amounts equal to 0.25% of the aggregate original principal amount of the Term B-3 Loans, payable quarterly, with the balance to be paid at maturity on December 4, 2031. Borrowings under the Revolving Credit Facility bear interest at a fluctuating rate per annum equal to, at SEA's option, (i) ABR (provided that in no event shall such ABR rate with respect to the revolving loans be less than 1.00% per annum) plus an applicable margin equal to 0.75% or (ii) Term SOFR (provided that in no event shall such Term SOFR rate with respect to the Revolving Loans be less than 0.00%) plus an applicable margin equal to 1.75%. The maturity dates of both the Revolving Loans and Term B-3 Loans were extended as noted below.

As of September 30, 2026, the Amended and Restated Credit Agreement provides for senior secured financing of up to $2,211.4 million, consisting of:

(i) the "Term B-3 Loans", in an aggregate principal amount of $1,511.4 million which are fully drawn. The Term B-3 Loans will mature on December 4, 2031; and

(ii) a first lien revolving credit facility (the "Revolving Credit Facility" (and the loans thereunder, the "Revolving Loans") and, together with the Term Loan Facility, the "Senior Secured Credit Facilities"), in an aggregate committed principal amount of $700.0 million, including both a letter of credit sub-facility and a swingline loan sub-facility. The Revolving Credit Facility will mature on August 23, 2029.

Senior Secured Credit Facilities

Borrowings under the Term B-3 Loans bear interest at a fluctuating rate per annum equal to, at SEA's option, (i) a base rate equal to the higher of (a) the federal funds rate plus 1/2 of 1%, (b) the rate of interest quoted in the print edition of the Wall Street Journal Money Rates Section as the prime rate as in effect from time to time and (c) one-month Term SOFR plus 1% per annum ("ABR") (provided that in no event shall such ABR rate with respect to the Term B-3 Loans be less than 1.50% per annum), in each case, plus an applicable margin of 1.00% or (ii) a Term SOFR rate for the applicable interest period (provided that in no event shall such Term SOFR rate with respect to the Term B-3 Loans be less than 0.50% per annum) plus an applicable margin of 2.00%.

Borrowings under the Revolving Loans bear interest at a fluctuating rate per annum equal to, at SEA's option, (i) ABR (provided that in no event shall such ABR rate with respect to the Revolving Loans be less than 1.00% per annum) plus an applicable margin equal to 0.75% or (ii) Term SOFR (provided that in no event shall such Term SOFR rate with respect to the Revolving Loans be less than 0.00%) plus an applicable margin of 1.75%.

In addition to paying interest on the outstanding principal under the Senior Secured Credit Facilities, SEA is required to pay a commitment fee equal to 0.20% per annum to the lenders under the Revolving Credit Facility in respect of the unutilized commitments thereunder. SEA will also be required to pay customary agency fees as well as letter of credit participation fees computed at a rate per annum equal to the applicable margin for Term SOFR rate borrowings on the dollar equivalent of the daily stated amount of outstanding letters of credit, plus such letter of credit issuer's customary documentary and processing fees and charges and a fronting fee computed at a rate equal to 0.125% per annum on the daily stated amount of each letter of credit.

The Senior Secured Credit Facilities require scheduled amortization payments on the term loans in quarterly amounts equal to 0.25% of the original principal amount of the Term B-3 Loans, payable quarterly, with the balance to be paid at maturity.

In addition, the Senior Secured Credit Facilities require SEA to prepay outstanding term loan borrowings, subject to certain exceptions, with:

- 50% (which percentage will be reduced to 25% and 0% if the Company satisfies certain net first lien leverage ratios) of annual excess cash flow, as defined under the Senior Secured Credit Facilities;
- 100% (which percentage will be reduced to 50% and 0% if the Company satisfies certain net first lien leverage ratios) of the net cash proceeds of all non-ordinary course asset sales or other non-ordinary course dispositions of property, in each case subject to certain exceptions and reinvestment rights;
- 100% of the net cash proceeds of any issuance or incurrence of debt, other than proceeds from debt permitted under the Senior Secured Credit Facilities.

SEA may voluntarily repay outstanding loans under the Senior Secured Credit Facilities at any time, without prepayment premium or penalty, except in connection with a repricing event in respect of the term loans as described below, subject to customary "breakage" costs with respect to Term SOFR rate loans.

Any refinancing through the issuance of certain debt or any repricing amendment, in either case, that constitutes a "repricing event" applicable to the term loans resulting in a lower yield occurring at any time during the first six months after the closing date of the Term B-3 Loans will be accompanied by a 1.00% prepayment premium or fee, as applicable.

All borrowings under the Revolving Credit Facility are subject to the satisfaction of customary conditions, including the absence of a default or event of default and the accuracy of representations and warranties in all material respects.

All obligations under the Senior Secured Credit Facilities are unconditionally guaranteed by the Company on a limited-recourse basis and each of SEA's existing and future direct and indirect wholly owned material domestic subsidiaries, subject to certain exceptions. The obligations are secured by a pledge of SEA's capital stock directly held by the Company and substantially all of SEA's assets and those of each guarantor (other than the Company), including a pledge of the capital stock of all entities directly held by SEA or the guarantors, in each case subject to exceptions. Such security interests consist of a first-priority lien with respect to the collateral.

As of September 30, 2026, SEA had approximately $10.9 million of outstanding letters of credit and $40.0 million outstanding on its Revolving Credit Facility, leaving approximately $649.1 million available under the Revolving Credit Facility.

Senior Notes

On August 25, 2021, SEA completed a private offering of $725.0 million aggregate principal amount of 5.250% senior notes which mature on August 15, 2029 (the "Senior Notes"). Interest on the Senior Notes accrues at 5.250% per annum and is paid semi-annually, in arrears on February 15 and August 15 of each year.

On or after August 15, 2024, SEA may redeem the Senior Notes, in whole at any time or in part from time to time, plus accrued and unpaid interest, if any, to, but excluding, the redemption date, if redeemed during the 12-month period commencing on August 15 of the years as follows: (i) in 2024 at 102.625%; (ii) in 2025 at 101.313%; and (iii) in 2026 and thereafter at 100%. Additionally, upon the occurrence of specified change of control events, each holder will have the right to require SEA to repurchase all or any part of such holder's notes at a purchase price in cash equal to 101%.

SEA's obligations under the Senior Notes and related indenture are guaranteed, jointly and severally, on a senior secured basis, by the Guarantors, as defined, in accordance with the provisions of the indenture.

Restrictive Covenants

The Amended and Restated Credit Agreement governing the Senior Secured Credit Facilities and the indentures governing the Senior Notes (collectively, the "Debt Agreements"), contain covenants that limit the ability of the Company, SEA and its restricted subsidiaries to, among other things: (i) incur additional indebtedness or issue certain preferred shares; (ii) make dividend payments on or make other distributions in respect of their capital stock or make other restricted payments; (iii) make certain investments; (iv) sell certain assets; (v) create or permit to exist dividend and/or payment restrictions affecting their restricted subsidiaries; (vi) create liens on assets; (vii) consolidate, merge, sell or otherwise dispose of all or substantially all of their assets; and (viii) enter into certain

transactions with their affiliates. These covenants are subject to a number of important limitations and exceptions and are based, in part on the Company's ability to satisfy certain tests and engage in certain transactions based on Covenant Adjusted EBITDA. Covenant Adjusted EBITDA differs from Adjusted EBITDA due to certain adjustments permitted under the relevant agreements, including but not limited to estimated cost savings, recruiting and retention costs, public company compliance costs, litigation and arbitration costs and other costs and adjustments as permitted under the Debt Agreements.

The Debt Agreements contain certain customary events of default, including relating to a change of control. If an event of default occurs, the lenders under the Debt Agreements will be entitled to take various actions, including the acceleration of amounts due under the Debt Agreements and all actions permitted to be taken by a secured creditor in respect of the collateral securing the Debt Agreements.

The Revolving Credit Facility requires that the Company, subject to a testing threshold, comply on a quarterly basis with a maximum first lien leverage ratio of 6.25 to 1.00. The testing threshold will be satisfied (and therefore the covenant must be complied with at the end of such quarter) if the aggregate amount of funded loans and issued letters of credit (excluding up to $30.0 million of undrawn letters of credit under the Revolving Credit Facility and letters of credit that are cash collateralized) under the Revolving Credit Facility on such date exceeds an amount equal to 35% of the then-outstanding commitments under the Revolving Credit Facility.

The Debt Agreements permit an unlimited capacity for restricted payments if the net total leverage ratio on a pro forma basis does not exceed 4.25 to 1.00 after giving effect to the payment of any such restricted payment. As of September 30, 2026, the net total leverage ratio as calculated under the Debt Agreements was 3.55 to 1.00.

Long-term debt at September 30, 2026 is repayable as follows and does not include the impact of any future voluntary prepayments:

Years Ending December 31,	*(In thousands)*
Remainder of 2026	$ 3,856
2027	15,423
2028	15,423
2029	780,423
2030	15,423
Thereafter	1,445,904
Total	$ 2,276,452

Cash paid for interest relating to the Senior Secured Credit Facilities and the Senior Notes, net of amounts capitalized, as applicable, was $103.5 million and $110.9 million in the nine months ended September 30, 2026 and 2025, respectively.

7. FAIR VALUE MEASUREMENTS

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement is required to be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 – Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Of the Company's long-term obligations as of September 30, 2026 and December 31, 2025, the Term B-3 Loans and Revolving Credit Facility are classified in Level 2 of the fair value hierarchy, and the Senior Notes are classified in Level 1 of the fair value hierarchy. The fair value of the Term B-3 Loans approximates their carrying value, excluding unamortized debt issuance costs and discounts, due to the variable nature of the underlying interest rates and the frequent intervals at which such interest rates are reset. The fair value of the Revolving Credit Facility approximates its carrying value due to the variable nature of the underlying interest rates, which are based on Term SOFR or ABR, plus applicable margins, and the frequent intervals at which such interest rates are reset. The fair value of the Senior Notes was determined using quoted prices in active markets for identical instruments. See Note 6–Long-Term Debt for further details.

The Company did not have any assets measured on a recurring basis at fair value at September 30, 2026 and December 31, 2025. The Company maintains its long-term liabilities at carrying value, net of unamortized debt issuance costs and discounts in the unaudited condensed consolidated balance sheet.

The following table presents the Company's estimated fair value measurements required for disclosure as of September 30, 2026.

	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at September 30, 2026
Liabilities:		*(In thousands)*		
Long-term obligations [(a)]	$ 676,063	$ 1,551,452	$ —	$ 2,227,515

(a) Reflected at carrying value, net of unamortized debt issuance costs and discounts, in the unaudited condensed consolidated balance sheet as current maturities of long-term debt of $15.4 million and long-term debt, net, of $2.249 billion as of September 30, 2026.

The following table presents the Company's estimated fair value measurements required for disclosure as of December 31, 2025:

	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2025
Liabilities:		*(In thousands)*		
Long-term obligations [(a)]	$ 701,438	$ 1,523,019	$ —	$ 2,224,457

(a) Reflected at carrying value, net of unamortized debt issuance costs and discounts, in the unaudited condensed consolidated balance sheet as current maturities of long-term debt of $15.4 million and long-term debt, net, of $2.218 billion as of December 31, 2025.

8. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

Sesame Workshop Arbitration and Litigation

On February 4, 2022, Sesame Workshop delivered notice asserting that the Company failed to pay an additional royalty payment for 2021 under the License Agreement. The Company had previously accrued for the additional amount claimed in other accrued liabilities during the year ended December 31, 2022. On June 27, 2022, pursuant to the License Agreement, Sesame Workshop initiated arbitration seeking a finding that its calculation of the amount of the 2021 royalty payment was correct. Sesame Workshop did not seek any modification or termination of the License Agreement in the arbitration. The arbitration panel made an award on May 22, 2023 to Sesame Workshop for royalties, interest on the award, arbitration fees and expenses. On August 7, 2023, Sesame Workshop filed a Petition to Confirm Arbitration Award in the United States District Court for the Middle District of Florida, and in response, the Company filed a Cross Motion to Vacate. On August 27, 2024, the Court confirmed the arbitration award and entered final judgment on such award on September 30, 2024. The full arbitration award of approximately $12.6 million was paid in the fourth quarter of 2025. At this time, the Company does not anticipate any exposure to loss in excess of amounts paid to be material.

On September 9, 2025, the Company delivered notice to Sesame that Sesame was in breach of its obligation under the License Agreement to maintain and invest in its brand. On November 25, 2025, Sesame delivered notice to the Company alleging that the Company owes Sesame additional royalties and fees which the Company does not believe to be material as well as other breaches of the License Agreement. On March 12, 2026, following mediation, Sesame commenced litigation against the Company in the

Southern District of New York arising out of these alleged breaches and has sought termination of the License Agreement. The Company filed a motion to dismiss aspects of Sesame's claims, and the litigation is ongoing.

Other Matters

The Company is a party to various other claims and legal proceedings arising in the normal course of business. In addition, from time to time the Company is subject to audits, inspections and investigations by, or receives requests for information from, various federal and state regulatory agencies, including, but not limited to, the U.S. Department of Agriculture's Animal and Plant Health Inspection Service ("APHIS"), the U.S. Department of Labor's Occupational Safety and Health Administration ("OSHA"), the California Occupational Safety and Health Administration ("Cal-OSHA"), the Florida Fish & Wildlife Commission ("FWC"), the Equal Employment Opportunity Commission ("EEOC"), the Internal Revenue Service ("IRS") the U.S. Department of Justice ("DOJ") and the Securities and Exchange Commission ("SEC").

Other than those matters discussed above, from time to time, various parties also bring other lawsuits against the Company. Matters where an unfavorable outcome to the Company is probable and which can be reasonably estimated are accrued. Such accruals, which are not material for any period presented, are based on information known about the matters, the Company's estimate of the outcomes of such matters, and the Company's experience in contesting, litigating and settling similar matters. Matters that are considered reasonably possible to result in a material loss are not accrued for, but an estimate of the possible loss or range of loss is disclosed, if such amount or range can be determined. At this time, management does not expect any such known claims, legal proceedings or regulatory matters to have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

License Commitments

Pursuant to a License Agreement ("License Agreement") with Sesame Workshop, the Company pays a specified annual license fee, as well as a specified royalty based on revenues earned in connection with sales of licensed products, all food and beverage items utilizing the licensed elements and any events utilizing such elements if a separate fee is paid for such event. The Company's principal commitments pursuant to the License Agreement include, among other items, the opening of a second standalone park ("Standalone Park") (the Company opened the Standalone Park in San Diego on March 26, 2022) and minimum annual capital and marketing thresholds. The License Agreement has an initial term through December 31, 2031, with an automatic additional 15-year extension plus a five-year option added to the term of the License Agreement from December 31st of the year of each new Standalone Park opening. As of September 30, 2026 the Company estimates the combined remaining liabilities and obligations for the License Agreement commitments could be up to approximately $11.6 million over the remaining term of the agreement. See further discussion concerning royalty payments for the year 2021 in the "Sesame Workshop Arbitration and Litigation" section above.

Anheuser-Busch, Incorporated ("ABI") has granted the Company a perpetual, exclusive, worldwide, royalty-free license to use the Busch Gardens trademark and certain related domain names in connection with the operation, marketing, promotion and advertising of certain of the Company's theme parks, as well as in connection with the production, use, distribution and sale of merchandise sold in connection with such theme parks. Under the license, the Company is required to indemnify ABI against losses related to the use of the marks.

9. EQUITY-BASED COMPENSATION

The Company measures the cost of employee services rendered in exchange for share-based compensation based upon the grant date fair market value. The cost is recognized over the requisite service period, which is generally the vesting period unless service or performance conditions require otherwise. The Company recognizes the impact of forfeitures as they occur.

Equity compensation expense is included in operating expenses and in selling, general and administrative expenses in the accompanying unaudited condensed consolidated statements of operations as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
	(In thousands)			
Equity-based compensation expense included in Operating expenses	$ 2,207	$ 888	$ 3,988	$ 1,724
Equity-based compensation expense included in Selling, general and administrative expenses	3,023	3,363	11,409	10,623
Total Equity-based compensation	$ 5,230	$ 4,251	$ 15,397	$ 12,347

Omnibus Incentive Plan

Prior to June 13, 2025, the Company had reserved 7,079,237 shares of common stock for issuance under the Company's 2017 Omnibus Incentive Plan (the "2017 Omnibus Incentive Plan"). On June 13, 2025 (the "Approval Date"), the stockholders of the Company approved the 2025 Omnibus Incentive Plan (the "2025 Omnibus Incentive Plan"). The number of shares of common stock for which awards may be granted under the 2025 Omnibus Incentive Plan is 6,320,680 shares of common stock, which were previously available for issuance under the 2017 Omnibus Incentive Plan and, pursuant to the terms of the 2025 Omnibus Incentive Plan, have become available for issuance under the 2025 Omnibus Incentive Plan, plus the number of shares of common stock underlying any award granted under the 2017 Omnibus Incentive Plan that expires, terminates or is canceled or forfeited for any reason whatsoever under the terms of the 2017 Omnibus Incentive Plan. No new awards may be granted under the 2017 Omnibus Incentive Plan (although awards made under the 2017 Omnibus Incentive Plan prior to the Approval Date will remain outstanding in accordance with their terms).

As of September 30, 2026, approximately 5.3 million shares were available for future issuance under the 2025 Omnibus Incentive Plan.

Bonus Performance Restricted Units

The Company had an annual bonus plan for the fiscal year ended December 31, 2025 ("Fiscal 2025"), under which certain employees were eligible to vest in Bonus Performance Restricted Units based upon the Company's achievement of certain performance goals with respect to Fiscal 2025. Based on the Company's actual Fiscal 2025 results, a portion of these Bonus Performance Restricted Units vested and were converted into approximately 18,000 shares in the nine months ended September 30, 2026 and the remaining unvested units forfeited in accordance with their terms.

Other

The Company recognizes equity compensation expense for its performance-vesting restricted awards ratably over the related performance period, if the performance condition is probable of being achieved. If the probability of vesting changes for performance-vesting restricted awards in a subsequent period, all equity compensation expense related to those awards that would have been recorded, if any, over the requisite service period had the new percentage been applied from inception, will be recorded as a cumulative catch-up or reduction at such subsequent date.

10. STOCKHOLDERS' DEFICIT

As of September 30, 2026, 97,530,156 shares of common stock were issued in the accompanying unaudited condensed consolidated balance sheet, which includes 52,116,919 shares of treasury stock held by the Company (see Share Repurchase Programs discussion which follows).

Share Repurchase Programs

In August 2022, the Board of Directors approved a $250.0 million share repurchase program (the "2022 Share Repurchase Program"). In March 2024, the Company announced that its Stockholders and Board of Directors approved a new $500.0 million share repurchase program (the "2024 Share Repurchase Program"). In September 2025, the Company announced that its Stockholders and Board of Directors approved a new $500.0 million share repurchase program (the "2025 Share Repurchase Program"). During the nine months ended September 30, 2026, the Company repurchased 5,880,832 shares for an aggregate total of approximately $217.7 million. As of September 30, 2026, there was $18.3 million, $32.6 million, and $129.9 million remaining under the 2022 Share Repurchase Program, 2024 Share Repurchase Program, and 2025 Share Repurchase Program, respectively.

Under the 2022 Share Repurchase Program, 2024 Share Repurchase Program and 2025 Share Repurchase Program, the Company is authorized to repurchase shares through open market purchases, privately-negotiated transactions or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. The 2022 Share Repurchase Program, 2024 Share Repurchase Program and 2025 Share Repurchase Program have no time limit and may be suspended or discontinued completely at any time. The number of shares to be purchased and the timing of purchases will be based on the Company's trading windows and available liquidity, general business and market conditions, and other factors, including legal requirements, share ownership thresholds, debt covenant restrictions, future tax implications and alternative investment opportunities.

11. SEGMENT REPORTING

The Chief Operating Decision Maker ("CODM") assesses performance and allocates resources based on Operating Segment Adjusted EBITDA. The Company defines Operating Segment Adjusted EBITDA as net income (loss) plus (i) other unallocated expenses, (ii) income tax provision (benefit), (iii) loss on extinguishment of debt and write-off of discounts and debt issuance costs, (iv) interest expense, consent fees and similar financing costs, and (v) depreciation and amortization.

Operating Segment Adjusted EBITDA is used by the CODM and management to evaluate operations and operating performance. In particular, the CODM and management utilize Operating Segment Adjusted EBITDA to compare the operating profitability of its operations with those of its competitors, as well as a basis for determining certain incentive compensation. The CODM evaluates asset information as presented in the Company's accompanying consolidated balance sheets. Segment asset information is not provided to or reviewed by the CODM.

The following table presents significant operating segment revenue and expenses, and Operating Segment Adjusted EBITDA:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Net revenues:				
Admissions	$ 264,607	$ 268,650	$ 656,191	$ 680,505
Food, merchandise and other	241,848	243,201	611,878	608,507
Total revenues	506,455	511,851	1,268,069	1,289,012
Segment costs and expenses:				
Cost of food, merchandise and other revenues	41,060	39,917	101,598	100,027
Operating labor-related expenses	111,304	111,749	298,738	299,064
Other operating expenses	72,134	71,835	199,656	194,486
Marketing expenses	36,069	33,366	91,274	90,358
Other segment items	13,653	12,353	40,716	35,747
Operating Segment Adjusted EBITDA	$ 232,235	$ 242,631	$ 536,087	$ 569,330
Other expenses[(a)]	(45,315)	(46,072)	(149,480)	(130,941)
Provision for income taxes	(29,046)	(29,017)	(44,550)	(54,145)
Interest expense	(32,099)	(33,515)	(96,228)	(101,573)
Depreciation and amortization	(45,801)	(44,702)	(136,654)	(129,371)
Net Income	$ 79,974	$ 89,325	$ 109,175	$ 153,300

(a) Other expenses represent costs not allocated to the operating segments including (i) general and administrative expenses, (ii) equity-based compensation expense, (iii) certain non-cash charges/credits including those related to asset disposals and self-insurance reserve adjustments, (iv) certain business optimization, development and strategic initiative costs, (v) merger, acquisition, integration and certain investment costs, and (vi) other nonrecurring costs including incremental costs associated with the COVID-19 pandemic or similar unusual events.

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

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and related notes thereto included in this Quarterly Report and our audited consolidated financial statements and related notes thereto for the year ended December 31, 2025, included in our Form 10-K. References to our "theme parks" or "parks" in the discussion that follows includes all of our separately gated parks. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs and involve numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section of our Annual Report on Form 10-K, as such risk factors may be updated from time to time in our periodic filings with the SEC. Actual results may differ materially from those contained in any forward-looking statements. You should carefully read "Special Note Regarding Forward-Looking Statements" included elsewhere in this Quarterly Report on Form 10-Q.

Introduction

The following discussion and analysis is intended to facilitate an understanding of our business and results of operations and should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q. This discussion should also be read in conjunction with our consolidated financial statements and related notes thereto, and the "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" section of our Annual Report on Form 10-K for the year ended December 31, 2025.

Business Overview

We are a leading theme park and entertainment company providing experiences that matter and inspiring guests to protect animals and the wild wonders of our world. We own or license a portfolio of recognized brands, including SeaWorld, Busch Gardens, Aquatica, Discovery Cove and Sesame Place. Over our more than 65-year history, we have developed a diversified portfolio of 13 differentiated theme parks that are grouped in key markets across the United States and in the United Arab Emirates. Many of our theme parks showcase our one-of-a-kind zoological collection and feature a diverse array of both thrill and family-friendly rides, educational presentations, shows and/or other attractions with broad demographic appeal which deliver memorable experiences and a strong value proposition for our guests.

Recent Developments

Current Operating Environment

Our Board has formed a number of committees and holds certain meetings and operational review sessions on a frequent basis designed to provide further assistance from Board members with expertise in certain areas by providing enhanced oversight over the operations of the Company. As a result, in the current operating environment, certain members of our Board, including our Chairman of the Board, are actively involved in overseeing certain key operating activities and decisions.

While conditions have improved in some markets and for various positions, the current condition of the overall labor market and the challenging current operating environment have led to turnover and hiring challenges for some positions and/or markets which could impact operations and the guest experience. Additionally, we have experienced increased union organizing activities in certain units of the Company.

For further discussion of union activity, see the "Risk Factors" section of our Annual Report on Form 10-K, and under "Part II, Item 1A., Risk Factors" in this Quarterly Report on Form 10-Q, as such risk factors may be updated from time to time in our periodic filings with the SEC.

Principal Factors and Trends Affecting Our Results of Operations

Revenues

Our revenues are driven primarily by attendance in our theme parks and the level of per capita spending for admission and per capita spending for food and beverage, merchandise and other in-park products. We define attendance as the number of guest visits. Attendance drives admissions revenue as well as total in-park spending. Admissions revenue primarily consists of single-day tickets, annual passes (which generally expire after a 12-month term), season passes (including our fun card products and, collectively with annual passes, referred to as "passes" or "season passes") or other multi-day or multi-park admission products. Revenue from these admissions products are generally recognized based on attendance. Certain pass products are purchased through monthly installment arrangements which allow guests to pay over the product's initial commitment period. Once the initial commitment period is reached, some of these products transition to a month-to-month basis providing these guests access to specific parks on a monthly basis with related revenue recognized monthly, while others can renew for a full commitment period.

Total revenue per capita, defined as total revenue divided by total attendance, consists of admission per capita and in-park per capita spending:

- *Admission Per Capita.* We calculate admission per capita as total admissions revenue divided by total attendance. Admission per capita is primarily driven by ticket pricing, the admissions product mix (including the impact of pass visitation rates), and the park attendance mix, among other factors. The admissions product mix, also referred to as the attendance or visitation mix, is defined as the mix of attendance by ticket category such as single day, multi-day, annual/season passes or complimentary tickets/passes and can be impacted by the mix of guests, as domestic and international guests generally purchase higher admission per capita ticket products than local guests. A higher mix of attendance from complimentary tickets/passes will lower admissions per capita. Pass visitation rates are the number of visits per pass. A higher number of visits per pass, including complimentary passes, would yield a lower admissions per capita as the revenue is recognized over more visits. The park attendance mix is defined as the mix of theme parks visited and can impact admission per capita based on the theme park's respective pricing which, on average, is lower for our water parks compared to our other theme parks.
- *In-Park Per Capita Spending.* We calculate in-park per capita spending as total food, merchandise and other revenue divided by total attendance. Food, merchandise and other revenue primarily consists of food and beverage, merchandise, retail, parking, other in-park products and service fees, and other miscellaneous revenue, including online transaction fees and revenue from our international agreements, not necessarily generated in our parks, which is not significant in the periods presented. In-park per capita spending is primarily driven by pricing, product offerings, the mix of guests (as domestic and international guests typically generate higher in-park per capita spending than local guests or pass holders), guest penetration levels (percentage of guests purchasing) and the mix of in-park spending, among other factors.

Total revenue per capita, admissions per capita and in-park per capita spending are key performance metrics that we use to assess the operating performance of our parks on a per attendee basis and to make strategic operating decisions. We believe the presentation of these performance metrics is useful and relevant for investors as it provides investors the ability to review operating performance in the same manner as our management and provides investors with a consistent methodology to analyze revenue between periods on a per attendee basis. In addition, investors, lenders, financial analysts and rating agencies have historically used similar per-capita related performance metrics to evaluate companies in the industry.

See further discussion in the "*Results of Operations*" section which follows and in Note 1–Description of the Business and Basis of Presentation to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Attendance

The level of attendance in our theme parks is generally a function of many factors, including affordability, the opening of new attractions and shows, competitive offerings, weather, marketing and sales efforts, awareness and type of ticket and park offerings, travel patterns of both our domestic and international guests, fluctuations in foreign exchange rates and global and regional economic conditions, consumer confidence, the external perceptions of our brands and reputation, industry best practices and perceptions as to safety. The external perceptions of our brands and reputation have at times impacted relationships with some of our business partners, including certain ticket resellers that have terminated relationships with us and other zoological-themed attractions.

Costs and Expenses

Historically, the principal costs of our operations are employee wages and benefits, driven partly by staffing levels, advertising, maintenance, animal care, utilities, property taxes and insurance. Factors that affect our costs and expenses include fixed operating costs, competitive wage pressures including minimum wage legislation, commodity prices, costs for construction, repairs and maintenance, park operating hours, new parks and/or incremental operating days, new and/or enhanced events, attendance levels, supply chain issues, and inflationary pressures, among other factors. The mix of products sold compared to the prior year period can also impact our costs as retail products generally have a higher cost of sales component than our food and beverage or other in-park offerings.

We have a dedicated team of employees and consultants, along with a board committee, focused on reducing costs and improving operating margins and streamlining our labor structure to better align with our strategic business objectives. We have spent significant time reviewing our operations and have identified meaningful cost savings opportunities, including technology initiatives, which we believe will further strengthen our business and, in some instances, improve guest experiences.

See the "*Current Operating Environment"* section for further details. For other factors affecting our costs and expenses, see the "*Risk Factors*" section of our Annual Report on Form 10-K, as such risk factors may be updated from time to time in our periodic filings with the SEC.

Seasonality

The theme park industry is seasonal in nature. Historically, we generate the highest revenues in the second and third quarters of each year, in part because four of our theme parks are only open for a portion of the year. As a result, approximately two-thirds of our attendance and revenues were historically generated in the second and third quarters of the year and we generally incurred a net loss in the first quarter. The percent mix of revenues by quarter is relatively constant each year, but revenues can shift between the first and second quarters due to the timing of Easter and spring break holidays and between the first and fourth quarters due to the timing of holiday breaks around Christmas and New Year. Even for our eight theme parks which are open year-round, attendance patterns have significant seasonality, driven by holidays, school vacations and weather conditions. Changes in school calendars that impact traditional school vacation breaks and/or start dates could also impact attendance patterns. Any changes to the operating schedule of a park such as increasing operating days for our historically seasonal parks, could change the impact of seasonality in the future.

See "*Risk Factors*" section of our Annual Report on Form 10-K, as such risk factors may be updated from time to time in our periodic filings with the SEC.

Results of Operations

The following discussion provides an analysis of our operating results for the three and nine months ended September 30, 2026 and 2025. The following data should be read in conjunction with our unaudited condensed consolidated financial statements and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

Comparison of the Three Months Ended September 30, 2026 to the Three Months Ended September 30, 2025

The following table presents key operating and financial information for the three months ended September 30, 2026 and 2025:

	For the Three Months Ended September 30,		Variance	
	2026	2025	$	%
Summary Financial Data:	*(In thousands, except per capita data and %)*			
Net revenues:				
Admissions	$ 264,607	$ 268,650	$ (4,043)	(1.5%)
Food, merchandise and other	241,848	243,201	(1,353)	(0.6%)
Total revenues	506,455	511,851	(5,396)	(1.1%)
Costs and expenses:				
Cost of food, merchandise and other revenues	40,887	39,930	957	2.4%
Operating expenses (exclusive of depreciation and amortization shown separately below)	210,332	214,394	(4,062)	(1.9%)
Selling, general and administrative expenses	68,598	60,657	7,941	13.1%
Severance and other separation costs	204	490	(286)	(58.4%)
Depreciation and amortization	45,801	44,702	1,099	2.5%
Total costs and expenses	365,822	360,173	5,649	1.6%
Operating income	140,633	151,678	(11,045)	(7.3%)
Other income, net	(486)	(179)	(307)	NM
Interest expense	32,099	33,515	(1,416)	(4.2%)
Income before income taxes	109,020	118,342	(9,322)	(7.9%)
Provision for income taxes	29,046	29,017	29	0.1%
Net income	$ 79,974	$ 89,325	$ (9,351)	(10.5%)
Other data:				
Attendance	6,469	6,789	(320)	(4.7%)
Total revenue per capita	$ 78.29	$ 75.39	$ 2.90	3.8%
Admission per capita	$ 40.90	$ 39.57	$ 1.33	3.4%
In-park per capita spending	$ 37.39	$ 35.82	$ 1.57	4.4%

NM-Not Meaningful.

Admissions revenue. Admissions revenue for the three months ended September 30, 2026 decreased $4.0 million, or 1.5%, to $264.6 million as compared to $268.7 million for the three months ended September 30, 2025. The decline was primarily a result of a decrease in attendance. Total attendance for the third quarter of 2026 decreased by 320 thousand guests, or 4.7%, compared to the same prior year quarter. The decrease in attendance was primarily attributable to unfavorable weather, calendar impacts, and a decline in international visitation compared to the same quarter in the prior year. A planned decline in promotional admissions products compared to prior year also contributed to a decline in attendance during the quarter. Admission per capita increased by 3.4% to $40.90 for the third quarter of 2026 compared to $39.57 in the prior year quarter, primarily due to increased realized pricing on certain admission products and the net impact of the admissions product mix compared to the same prior year quarter.

Food, merchandise and other revenue. Food, merchandise and other revenue for the three months ended September 30, 2026 decreased $1.4 million, or 0.6%, to $241.8 million as compared to $243.2 million for the three months ended September 30, 2025, as a result of a decrease in attendance, partially offset by an increase in in-park per capita spending . In-park per capita spending increased by 4.4% to $37.39 in the third quarter of 2026 compared to $35.82 in the third quarter of 2025. In park per capita spending increased primarily due to higher penetration and the impact of pricing initiatives compared to the same prior year quarter.

Costs of food, merchandise and other revenues. Costs of food, merchandise and other revenues for the three months ended September 30, 2026 increased $1.0 million, or 2.4%, to $40.9 million as compared to $39.9 million for the three months ended September 30, 2025.

Operating expenses. Operating expenses for the three months ended September 30, 2026 decreased $4.1 million, or 1.9%, to $210.3 million as compared to $214.4 million for the three months ended September 30, 2025. The decrease in operating expenses was primarily due to a $6.2 million decrease in non-cash self-insurance adjustments.

Selling, general and administrative expenses. Selling, general and administrative expenses for the three months ended September 30, 2026 increased $7.9 million, or 13.1%, to $68.6 million as compared to $60.7 million for the three months ended September 30, 2025. The increase was primarily due to increased marketing related costs.

Depreciation and amortization. Depreciation and amortization expense for the three months ended September 30, 2026 increased $1.1 million, or 2.5%, to $45.8 million as compared to $44.7 million for the three months ended September 30, 2025. The increase primarily related to new asset additions, partially offset by the impact of asset retirements and fully depreciated assets.

Interest expense. Interest expense for the three months ended September 30, 2026 decreased $1.4 million, or 4.2%, to $32.1 million as compared to $33.5 million for the three months ended September 30, 2025. The decrease primarily relates to the impact of a lower average interest rate on our variable debt. See Note 6–Long-Term Debt to our unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q for further details.

Provision for income taxes. Provision for income taxes remained flat at $29.0 million for the three months ended September 30, 2026 and 2025. Our consolidated effective tax rate was 26.6% for the three months ended September 30, 2026 compared to 24.5% for the three months ended September 30, 2025. The effective tax rate for the three months ended September 30, 2026 and 2025 was primarily impacted due to state income taxes and limits on certain compensation deductibility.

Comparison of the Nine months ended September 30, 2026 to the Nine months ended September 30, 2025

The following table presents key operating and financial information for the nine months ended September 30, 2026 and 2025:

	For the Nine Months Ended September 30,		Variance	
	2026	2025	$	%
Summary Financial Data:	*(In thousands, except per capita data and %)*			
Net revenues:				
Admissions	$ 656,191	$ 680,505	$ (24,314)	(3.6%)
Food, merchandise and other	611,878	608,507	3,371	0.6%
Total revenues	1,268,069	1,289,012	(20,943)	(1.6%)
Costs and expenses:				
Cost of food, merchandise and other revenues	100,599	100,062	537	0.5%
Operating expenses (exclusive of depreciation and amortization shown separately below)	597,297	580,453	16,844	2.9%
Selling, general and administrative expenses	183,257	169,196	14,061	8.3%
Severance and other separation costs	1,012	898	114	12.7%
Depreciation and amortization	136,654	129,371	7,283	5.6%
Total costs and expenses	1,018,819	979,980	38,839	4.0%
Operating income	249,250	309,032	(59,782)	(19.3%)
Other (income) expense, net	(703)	14	(717)	NM
Interest expense	96,228	101,573	(5,345)	(5.3%)
Income before income taxes	153,725	207,445	(53,720)	(25.9%)
Provision for income taxes	44,550	54,145	(9,595)	(17.7%)
Net income	$ 109,175	$ 153,300	$ (44,125)	(28.8%)
Other data:				
Attendance	15,744	16,414	(670)	(4.1%)
Total revenue per capita	$ 80.54	$ 78.53	$ 2.01	2.6%
Admission per capita	$ 41.68	$ 41.46	$ 0.22	0.5%
In-park per capita spending	$ 38.86	$ 37.07	$ 1.79	4.8%

NM-Not Meaningful.

Admissions revenue. Admissions revenue for the nine months ended September 30, 2026 decreased $24.3 million, or 3.6%, to $656.2 million as compared to $680.5 million for the nine months ended September 30, 2025. The decline was primarily a result of a decrease in attendance. Total attendance for the first nine months of 2026 decreased by approximately 670 thousand guests, or 4.1% compared to the first nine months of 2025. The decrease in attendance was primarily due to unfavorable weather and a decline in international visitation compared to the first nine months of 2025. A planned decline in promotional admissions products compared to prior year also contributed to a decline in attendance during the period. Admission per capita increased by 0.5% to $41.68 for the nine months ended September 30, 2026 compared to $41.46 for the nine months ended September 30, 2025, primarily due to higher realized pricing and the net impact of the admissions product mix when compared to the first nine months of 2025.

Food, merchandise and other revenue. Food, merchandise and other revenue for the nine months ended September 30, 2026 increased $3.4 million, or 0.6%, to $611.9 million as compared to $608.5 million for the nine months ended September 30, 2025 as a result of an increase in in-park per capita spending, partially offset by a decrease in attendance. In-park per capita spending increased by 4.8% to $38.86 for the nine months ended September 30, 2026 compared to $37.07 for the nine months ended September 30, 2025. In park per capita spending increased primarily due to the impact of pricing initiatives and penetration compared to the first nine months of 2025.

Costs of food, merchandise and other revenues. Costs of food, merchandise and other revenues for the nine months ended September 30, 2026 increased $0.5 million, or 0.5%, to $100.6 million as compared to $100.1 million for the nine months ended September 30, 2025.

Operating expenses. Operating expenses for the nine months ended September 30, 2026 increased by $16.8 million, or 2.9%, to $597.3 million as compared to $580.5 million for the nine months ended September 30, 2025. The increase in operating expenses was primarily due to costs related to damages from a historic winter freeze in our Florida parks in Q1 and consulting costs.

Selling, general and administrative expenses. Selling, general and administrative expenses for the nine months ended September 30, 2026 increased $14.1 million, or 8.3%, to $183.3 million as compared to $169.2 million for the nine months ended September 30, 2025. The increase was primarily due to an increase in marketing related costs of $8.0 million and an increase in information technology costs related to the amortization of implementation costs of a new enterprise resource planning system when compared to the first nine months of 2025.

Depreciation and amortization. Depreciation and amortization expense for the nine months ended September 30, 2026 increased $7.3 million, or 5.6%, to $136.7 million as compared to $129.4 million for the nine months ended September 30, 2025. The increase primarily related to new asset additions, partially offset by the impact of asset retirements and fully depreciated assets.

Interest expense. Interest expense for the nine months ended September 30, 2026 decreased $5.3 million, or 5.3%, to $96.2 million as compared to $101.6 million for the nine months ended September 30, 2025. The decrease primarily relates to the impact of a lower average interest rate on our variable debt.

Provision for income taxes. Provision for income taxes for the nine months ended September 30, 2026 was $44.6 million compared to $54.1 million for the nine months ended September 30, 2025. Our consolidated effective tax rate was 29.0% for the nine months ended September 30, 2026 and 26.1% for the nine months ended September 30, 2025. The effective tax rate differs from the statutory federal income tax rate of 21.0% for the periods ended September 30, 2026 primarily due to non-deductible compensation, state income taxes, and a deferred revaluation due to state filing changes as of January 1, 2025. The effective tax rate differs from the statutory federal income tax rate of 21% for the periods ended September 30, 2025 primarily due to state income taxes and a deferred revaluation due to state filing changes as of January 1, 2025. See Note 4–Income Taxes in our notes to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for further details.

Liquidity and Capital Resources

Overview

Generally, our principal sources of liquidity are cash generated from operations, funds from borrowings and existing cash on hand. Our principal uses of cash typically include the funding of working capital obligations, debt service, investments in theme parks (including capital projects), share repurchases and/or other return of capital to stockholders, when permitted. As of September 30, 2026, we had a working capital ratio (defined as current assets divided by current liabilities) of 0.5. We typically have operated with a working capital ratio of near 1.0 due to a significant deferred revenue balance from revenues paid in advance for our theme park admissions products and high turnover of in-park products that result in limited inventory balances. We believe our cash flow from operations, along with our revolving credit facility, will allow us to meet our liquidity needs.

As market conditions warrant and subject to our contractual restrictions and liquidity position, we or our affiliates may from time to time purchase our outstanding equity and/or debt securities, including our outstanding bank loans in privately negotiated or open market transactions, by tender offer or otherwise. Any such purchases may be funded by incurring new debt, including additional borrowings under our Senior Secured Credit Facilities. Any new debt may also be secured debt. We may also use available cash on our balance sheet. The amounts involved in any such transactions, individually or in the aggregate, may be material. Further, since some of our debt may trade at a discount to the face amount among current or future syndicate members, any such purchases may result in our acquiring and retiring a substantial amount of any particular series, with the attendant reduction in the trading liquidity of any such series. Depending on conditions in the credit and capital markets and other factors, we will, from time to time, consider other financing transactions, the proceeds of which could be used to refinance our indebtedness or for other purposes.

Share Repurchases

See Note 10–Stockholders' Deficit in our notes to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for further information on our share repurchase programs.

Other

We believe that existing cash and cash equivalents, cash flow from operations, and available borrowings under our revolving credit facility will be adequate to meet the capital expenditures, debt service obligations and working capital requirements of our operations for at least the next 12 months.

Summary of Cash Flows

The following table presents a summary of our cash flows provided by (used in) operating, investing, and financing activities for the periods indicated:

	For the Nine Months Ended September 30,	
	2026	2025
	(In thousands)	
Net cash provided by operating activities	$ 330,007	$ 301,689
Net cash used in investing activities	(208,968)	(167,227)
Net cash used in financing activities	(194,523)	(29,565)
Net (decrease) increase in cash and cash equivalents	$ (73,484)	$ 104,897

Operating Activities

Net cash provided by operating activities was $330.0 million during the nine months ended September 30, 2026 as compared to $301.7 million during the nine months ended September 30, 2025. The change in net cash provided by operating activities was primarily impacted by changes in working capital.

Investing Activities

Investing activities consist principally of capital investments we make in our theme parks for future attractions and infrastructure. Net cash used in investing activities during the nine months ended September 30, 2026 consisted of capital expenditures of $207.9 million largely related to future attractions. Net cash used in investing activities during the nine months ended September 30, 2025 consisted primarily of $167.2 million of capital expenditures.

The following table presents detail of our capital expenditures for the periods indicated.

	For the Nine Months Ended September 30,	
	2026	2025
Capital Expenditures:	*(Unaudited, in thousands)*	
Core[(a)]	$ 175,324	$ 142,175
Expansion/ROI projects[(b)]	32,594	25,052
Capital expenditures, total	$ 207,918	$ 167,227

(a) Reflects capital expenditures for park rides, attractions and maintenance activities.

(b) Reflects capital expenditures for park expansion, new properties, and revenue and/or expense return on investment ("ROI") projects.

The amount of our capital expenditures may be affected by general economic and financial conditions, among other things, including restrictions imposed by our borrowing arrangements. Historically, we generally expect to fund our capital expenditures through our operating cash flow.

Financing Activities

Net cash used in financing activities during the nine months ended September 30, 2026 primarily resulted from $220.3 million used to repurchase shares and payment of related excise tax and repayments of $11.6 million on long-term debt, partially offset by net proceeds of $40.0 million drawn from the revolving credit facility. Net cash used in financing activities during the nine months ended September 30, 2025 primarily resulted from $16.3 million used to repurchase shares and payment of related excise tax and repayments of $11.6 million on long-term debt.

Our Indebtedness

We are a holding company and conduct our operations through our subsidiaries, which have incurred or guaranteed indebtedness as described below. As of September 30, 2026, our indebtedness consisted of senior secured credit facilities and 5.25% senior notes (the "Senior Notes").

Senior Secured Credit Facilities

SeaWorld Parks & Entertainment, Inc. ("SEA") is the borrower under the senior secured credit facilities, as amended and restated pursuant to a credit agreement (the "Amended and Restated Credit Agreement") dated August 25, 2021 (the "Senior Secured Credit Facilities").

As of September 30, 2026, our Senior Secured Credit Facilities consisted of $1.511 billion in Term B-3 Loans which will mature on December 4, 2031, along with a $700.0 million Revolving Credit Facility, of which $40.0 million was drawn upon as of September 30, 2026 and will mature on August 23, 2029. Additionally, as of September 30, 2026, SEA had approximately $10.9 million of outstanding letters of credit, leaving approximately $649.1 million available for borrowing under the Revolving Credit Facility.

Senior Notes

As of September 30, 2026, SEA had outstanding $725.0 million in aggregate principal amount of Senior Notes due on August 15, 2029.

Covenant Compliance

As of September 30, 2026, we were in compliance with all covenants in the credit agreement governing the Senior Secured Credit Facilities and the indentures governing our Senior Notes.

See Note 6–Long-Term Debt to our unaudited condensed consolidated financial statements for further details related to our long-term debt and restrictive covenants.

Adjusted EBITDA

We define Adjusted EBITDA as net income plus (i) income tax provision, (ii) interest expense, consent fees and similar financing costs, (iii) depreciation and amortization, (iv) equity-based compensation expense, (v) certain non-cash charges/credits including those related to asset disposals and self-insurance reserve adjustments, (vi) certain business optimization, development and strategic initiative costs, (vii) merger, acquisition, integration and certain investment costs, and (viii) other nonrecurring costs including incremental costs associated with the COVID-19 pandemic or similar unusual events.

Under the credit agreement governing the Senior Secured Credit Facilities and the indentures governing our Senior Notes (collectively, the "Debt Agreements"), our ability to engage in activities such as incurring additional indebtedness, making investments, refinancing certain indebtedness, paying dividends and entering into certain merger transactions is governed, in part, by our ability to satisfy tests based on Covenant Adjusted EBITDA as defined in the Debt Agreements ("Covenant Adjusted EBITDA").

Covenant Adjusted EBITDA is defined as Adjusted EBITDA plus certain other items as defined in the Debt Agreements, including estimated cost savings among other adjustments. Cost savings represent annualized estimated savings expected to be realized over the following 24 month period related to certain specified actions including restructurings and cost savings initiatives, net of actual benefits realized during the last twelve months. Other adjustments include (i) recruiting and retention costs, (ii) public company compliance costs, (iii) litigation and arbitration costs, and (iv) other costs and adjustments as permitted by the Debt Agreements.

We believe that the presentation of Adjusted EBITDA is appropriate as it eliminates the effect of certain non-cash and other items not necessarily indicative of a company's underlying operating performance. We use Adjusted EBITDA in connection with certain components of our executive compensation program. In addition, investors, lenders, financial analysts and rating agencies have historically used EBITDA related measures in our industry, along with other measures, to estimate the value of a company, to make informed investment decisions and to evaluate companies in the industry. In addition, we believe the presentation of Covenant Adjusted EBITDA for the last twelve months is appropriate as it provides additional information to investors about the calculation of, and compliance with, certain financial covenants in the Debt Agreements. See Note 6–Long-Term Debt to our unaudited condensed consolidated financial statements for further details relating to our restrictive covenants.

Adjusted EBITDA and Covenant Adjusted EBITDA are not recognized terms under U.S. generally accepted accounting principles ("GAAP"), should not be considered in isolation or as a substitute for a measure of our financial performance prepared in accordance with GAAP and are not indicative of income or loss from operations as determined under GAAP. Adjusted EBITDA, Covenant Adjusted EBITDA and other non-GAAP financial measures have limitations which should be considered before using these measures to evaluate our financial performance. Adjusted EBITDA and Covenant Adjusted EBITDA as presented by us, may not be comparable to similarly titled measures of other companies due to varying methods of calculation.

The following table reconciles Adjusted EBITDA and Covenant Adjusted EBITDA to net income for the periods indicated. Certain amounts relating to prior period results were reclassified to conform to current period presentation. These reclassifications have not changed the results of operations of the prior period.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Last Twelve Months Ended September 30,
	2026	2025	2026	2025	2026
	(Unaudited, in thousands)				
Net income	$ 79,974	$ 89,325	$ 109,175	$ 153,300	$ 124,228
Provision for income taxes	29,046	29,017	44,550	54,145	48,589
Interest expense	32,099	33,515	96,228	101,573	128,795
Depreciation and amortization	45,801	44,702	136,654	129,371	181,757
Equity-based compensation expense [(a)]	5,416	4,376	15,761	12,752	20,774
Loss on impairment or disposal of assets and certain non-cash expenses [(b)]	318	8,103	13,772	21,311	21,468
Business optimization, development and strategic initiative costs [(c)]	8,541	4,909	25,399	9,218	31,299
Certain investment costs and other taxes	50	1,645	205	1,870	261
Other adjusting items[(d)]	3,899	687	16,823	6,444	16,554
Adjusted EBITDA[(e)]	$ 205,144	$ 216,279	$ 458,567	$ 489,984	$ 573,725
Items added back to Covenant Adjusted EBITDA, as defined in the Debt Agreements:					
Estimated cost savings [(f)]					46,000
Other adjustments as defined in the Debt Agreements [(g)]					14,373
Covenant Adjusted EBITDA [(h)]					$ 634,098

(a) Reflects non-cash equity compensation expenses and related payroll taxes associated with the grants of equity-based compensation. See Note 9–Equity-Based Compensation in our notes to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for further details.

(b) Reflects primarily non-cash self-insurance reserve adjustments of: (i) no adjustments and approximately $8.3 million, respectively, for the three and nine months ended September 30, 2026; (ii) approximately $6.2 million and $15.8 million, respectively, for the three and nine months ended September 30, 2025; and (iii) approximately $10.0 million for the twelve months ended September 30, 2026. Also includes non-cash expenses related to asset write-offs and costs related to certain rides and equipment which were removed from service.

(c) For the three, nine, and twelve months ended September 30, 2026, reflects business optimization, development and other strategic initiative costs primarily related to: (i) $7.6 million, $22.0 million, and $26.8 million, respectively, of other business optimization costs and strategic initiative costs and (ii) $0.7 million, $2.3 million, and $2.7 million, respectively, of third-party consulting costs. Reflects business optimization, development and other strategic initiative costs primarily related to: (i) $0.5 million and $0.9 million of third-party consulting costs for the three and nine months ended September 30, 2025, respectively, and (ii) $3.8 million and $7.3 million of other business optimization costs and strategic initiative costs for the three and nine months ended September 30, 2025, respectively.

(d) Reflects the impact of expenses, net of insurance recoveries and adjustments including legal settlements, incurred primarily related to certain matters, which we are permitted to exclude under the credit agreement governing our Senior Secured Credit Facilities due to the unusual nature of the items. Certain amounts relating to prior period results were reclassified to conform to current period presentation. These reclassifications have not changed the results of operations of the prior period.

(e) Adjusted EBITDA is defined as net income before income tax expense, interest expense, depreciation and amortization, as further adjusted to exclude certain non-cash, and other items as described above.

(f) Our Debt Agreements permit the calculation of certain covenants to be based on Covenant Adjusted EBITDA, as defined above, for the last twelve-month period further adjusted for net annualized estimated savings we expect to realize over the following 24-month period related to certain specified actions, including restructurings and cost savings initiatives. These estimated savings are calculated net of the amount of actual benefits realized during such period. These estimated savings are a non-GAAP Adjusted EBITDA add-back item only as defined in the Debt Agreements and does not impact our reported GAAP net income.

(g) The Debt Agreements permit our calculation of certain covenants to be based on Covenant Adjusted EBITDA as defined above, for the last twelve-month period further adjusted for certain costs as permitted by the Debt Agreements including recruiting and retention expenses, public company compliance costs and litigation and arbitration costs, if any.

(h) Covenant Adjusted EBITDA is defined in the Debt Agreements as Adjusted EBITDA for the last twelve-month period further adjusted for net annualized estimated savings among other adjustments as described in footnotes (f) and (g) above.

Material Cash Requirements from Known Contractual and Other Obligations and Commitments

There have been no material changes to our contractual obligations as of September 30, 2026 from those previously disclosed in our Annual Report on Form 10-K.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities, revenues and expenses, and disclosure of contingencies during the reporting period. Significant estimates and assumptions include the valuation and useful lives of long-lived assets, the accounting for income taxes, the accounting for self-insurance and revenue recognition. Actual results could differ from those estimates. The critical accounting estimates associated with these policies are described in our Annual Report on Form 10-K under "*Management's Discussion and Analysis of Financial Condition and Results of Operations."* There have been no material changes to our significant accounting policies as compared to the significant accounting policies described in our Annual Report on Form 10-K, filed on March 3, 2026.

Recently Issued Financial Accounting Standards

Refer to Note 2–Recent Accounting Pronouncements in our notes to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for further details.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Inflation

The impact of inflation has affected, and will continue to affect, our operations significantly. The costs of food, merchandise and other revenues are influenced by inflation and fluctuations in global commodity prices. In addition, other costs, such as the costs of fuel, construction, repairs and maintenance, labor, freight, utilities and insurance are all subject to inflationary pressures. For further discussion, see the "*Risk Factors*" section of our Annual Report on Form 10-K, as such risk factors may be updated from time to time in our periodic filings with the SEC.

Interest Rate Risk

We are exposed to market risks from fluctuations in interest rates, and to a lesser extent on currency exchange rates, from time to time, on imported rides and equipment. The objective of our financial risk management is to reduce the potential negative impact of interest rate and foreign currency exchange rate fluctuations to acceptable levels. We do not acquire market risk sensitive instruments for trading purposes.

We manage interest rate risk primarily by managing the amount, sources and duration of our debt funding. At September 30, 2026, approximately $1.6 billion of our outstanding long-term debt represents variable-rate debt. Assuming an average balance on our revolving credit borrowings of approximately $700.0 million, a hypothetical 100 bps increase in Term SOFR would increase our annual interest expense by approximately $22.1 million. Assuming no revolving credit borrowings, a hypothetical 100 bps increase in Term SOFR would increase our annual interest expense by approximately $15.1 million.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), require public companies, including us, to maintain "disclosure controls and procedures," which are defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act to mean a company's controls and other procedures that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required or necessary disclosures. In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. Our principal executive officer and principal financial officer have concluded, based on the evaluation of the effectiveness of the disclosure controls and procedures by our management as of the end of the fiscal quarter covered by this Quarterly Report, that our disclosure controls and procedures were effective to accomplish their objectives at a reasonable assurance level.

Changes in Internal Control over Financial Reporting

Regulations under the Exchange Act require public companies, including our Company, to evaluate any change in our "internal control over financial reporting" as such term is defined in Rule 13a-15(f) and Rule 15d-15(f) of the Exchange Act. There were no changes in our internal control over financial reporting that occurred during the most recent quarter ended September 30, 2026 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

See Note 8–Commitments and Contingencies under the caption *"Legal Proceedings"* in our notes to the unaudited condensed consolidated financial statements for further details concerning our legal proceedings.

Item 1A. Risk Factors

There have been no material changes to the risk factors set forth in Item 1A. to Part I of our Annual Report on Form 10-K, as filed on March 3, 2026, to the extent factual information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors.

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

There were no unregistered sales of equity securities during the quarter ended September 30, 2026. The following table sets forth information with respect to shares of our common stock purchased by the Company during the periods indicated:

Period Beginning	Period Ended	Total Number of Shares Purchased[1]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[3]	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs[2]
July 1, 2026	July 31, 2026	99	$ 45.27	—	$ 180,927,707
August 1, 2026	August 31, 2026	20,181	$ 43.13	—	180,927,707
September 1, 2026	September 30, 2026	3,610	$ 36.02	—	180,927,707
		23,890		—	$ 180,927,707

(1) All purchases were made pursuant to our 2025 Omnibus Incentive Plan, under which participants may satisfy tax withholding obligations incurred upon the vesting of restricted stock by requesting that we withhold shares with a value equal to the amount of the withholding obligation.

(2) In August 2022, our Board of Directors approved a $250.0 million share repurchase program (the "2022 Share Repurchase Program"). During the year ended December 31, 2024, we repurchased 375,000 shares for an aggregate total of approximately $20.2 million, leaving approximately $18.3 million remaining under the 2022 Share Repurchase Program as of September 30, 2026.

In March 2024, we announced that our Stockholders and Board of Directors approved a new $500.0 million share repurchase program (the "2024 Share Repurchase Program"). During the year ended December 31, 2024, we repurchased 8,990,000 shares for an aggregate total of approximately $462.8 million. During the year ended December 31, 2025, we repurchased 100,000 shares for an aggregate total of approximately $4.6 million, leaving approximately $32.6 million remaining under the 2024 Share Repurchase Program as of September 30, 2026.

(3) In September 2025, we announced that our Stockholders and Board of Directors approved a $500.0 million share repurchase program (the "2025 Share Repurchase Program"). During the year ended December 31, 2025, we repurchased 4,080,798 shares for an aggregate total of approximately $152.4 million and in the nine months ended September 30, 2026, we repurchased 5,880,832 shares for an aggregate total of approximately $217.7 million, leaving approximately $129.9 million remaining under the 2025 Share Repurchase Program as of September 30, 2026. No shares were repurchased under our share repurchase programs during the three months ended September 30, 2026.

Under the 2022 Share Repurchase Program, 2024 Share Repurchase Program and 2025 Share Repurchase Program, we are authorized to repurchase shares through open market purchases, privately-negotiated transactions or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. All of the common stock is held as treasury shares as of September 30, 2026. The number of shares to be purchased and the timing of purchases will be based on our trading windows and available liquidity, general business and market conditions and other factors, including legal requirements and alternative opportunities. See Note 10–Stockholders' Deficit in the notes to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

a) Disclosure in lieu of reporting on a Current Report on Form 8-K.

None.

b) Material changes to the procedures by which security holders may recommend nominees to the board of directors.

None.

c) Insider trading arrangements and policies.

On September 2, 2026, Marc Swanson, the Chief Executive Officer of the Company, entered into a trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act (a "10b5-1 Plan"). Mr. Swanson's 10b5-1 Plan provides for the potential sale of up to 29,000 shares of the Company's common stock over the term of the plan, which runs between December 8, 2026 and August 31, 2027. Potential sales under Mr. Swanson's 10b5-1 Plan are subject to a stock price condition, which provides that sales will only occur if the Company's stock price meets a certain minimum price.

Item 6. Exhibits

The following is a list of all exhibits filed or furnished as part of this report:

Exhibit No.	Description
3.1	Amendment No. 1 to the Amended and Restated Bylaws of United Parks & Resorts, Inc., effective as of September 22, 2026 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on September 22, 2026)
31.1*	Certification of Periodic Report by Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Periodic Report by Chief Financial Officer under 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*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, formatted in Inline XBRL and contained in Exhibit 101

* Filed herewith
** Furnished herewith

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

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.

UNITED PARKS & RESORTS INC.
(Registrant)

Date: November 6, 2026

By: /s/ James Forrester
James W. Forrester, Jr.
Interim Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: November 6, 2026

By: /s/ Kevin Connelly
Kevin Connelly
Chief Accounting Officer
(Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Marc G. Swanson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of United Parks & Resorts 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 6, 2026

Signature: /s/ Marc G. Swanson

Marc G. Swanson
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, James W. Forrester, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of United Parks & Resorts 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 6, 2026

Signature: /s/ James W. Forrester, Jr.

James W. Forrester
Interim Chief Financial Officer and Treasurer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of United Parks & Resorts Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2026 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Marc G. Swanson, Chief Executive Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: November 6, 2026

/s/ Marc G. Swanson
Marc G. Swanson
Chief Executive Officer
(Principal Executive Officer*)*

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of United Parks & Resorts Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2026 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James W. Forrester, Jr., Interim Chief Financial Officer and Treasurer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: November 6, 2026

/s/ James W. Forrester, Jr.
James W. Forrester, Jr.
Interim Chief Financial Officer and Treasurer
(Principal Financial Officer)