Table of Contents

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 March 31, 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: 001-39759

DOORDASH, INC.

(Exact name of registrant as specified in its charter)

Delaware	**46-2852392**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

303 2nd Street, South Tower, 8th Floor
San Francisco, California 94107
(Address of principal executive offices) (Zip code)
(650) 487-3970
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value of $0.00001 per share	DASH	The Nasdaq Stock Market

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 411,336,610 shares of Class A common stock, 24,382,112 shares of Class B common stock, and no shares of Class C common stock as of April 30, 2026.

TABLE OF CONTENTS

		Page
Part I	FINANCIAL INFORMATION	5
Item 1.	Financial Statements (Unaudited)	5
	Condensed Consolidated Balance Sheets	5
	Condensed Consolidated Statements of Operations	6
	Condensed Consolidated Statements of Comprehensive Income (Loss)	7
	Condensed Consolidated Statements of Redeemable Non-Controlling Interests and Stockholders' Equity	8
	Condensed Consolidated Statements of Cash Flows	10
	Notes to Condensed Consolidated Financial Statements	11
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	29
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	43
Item 4.	Controls and Procedures	44
Part II	OTHER INFORMATION	45
Item 1.	Legal Proceedings	45
Item 1A.	Risk Factors	47
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	86
Item 3.	Defaults Upon Senior Securities	86
Item 4.	Mine Safety Disclosures	86
Item 5.	Other Information	86
Item 6.	Exhibits	87
	Signatures	88

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “would,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:

- our future financial performance, including our expectations regarding our revenue, cost of revenue, operating expenses, financial and operational metrics, our ability to determine reserves, and our ability to maintain or increase long-term profitability;
- our business and growth strategy and plans, including our ability to successfully execute on such strategy and plans;
- the sufficiency of our cash, cash equivalents, and investments to meet our liquidity needs;
- the demand for our platform or for local commerce platforms in general;
- our ability to attract and retain merchants, consumers, and the independent contractors who use our platform to generate earnings ("Dashers[1]");
- our ability to effectively manage costs related to Dashers;
- our ability to develop new offerings, services, and features, and bring them to market in a timely and cost-effective manner and make enhancements to our platform;
- our ability to compete with existing and new competitors in existing and new markets and offerings;
- our expectations regarding outstanding litigation and legal, tax, and regulatory matters;
- our expectations regarding the effects of existing and developing laws and regulations, including with respect to independent contractor classification, merchant pricing and commissions, consumer fees, taxation, and privacy and data protection;
- our ability to manage and insure auto-related and operations-related risk associated with our business;
- our expectations regarding new and evolving markets;
- our ability to develop and protect our brand;
- our ability to maintain the security and availability of our platform;
- our expectations and management of future growth;
- our expectations concerning relationships with third parties;
- our ability to maintain, protect and enhance our intellectual property; and
- our ability to successfully integrate and realize the benefits of acquisitions, strategic partnerships, joint ventures, and investments.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors, including those described in the section titled “Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-

[1] In this report, “Dashers” generally refers to the independent contractors that use our Marketplaces. In certain geographies, Dashers may be known locally as riders, courier partners, or similar. Dashers may also refer to employees or independent contractors of third-party service providers or employees of the local DoorDash entity, and with respect to those engaged as employees, we may not be subject to the full range of risks described in this Quarterly Report on Form 10-Q that may be applicable in the context of independent contractors.

looking statements contained in this Quarterly Report on Form 10-Q. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

Unless the context requires otherwise, we are referring to DoorDash, Inc. together with its subsidiaries when we use the terms "DoorDash," the "Company," "we," "our," or "us."

Part I - FINANCIAL INFORMATION

Item 1. Financial Statements

DOORDASH, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions, except share amounts which are reflected in thousands, and per share data)

(Unaudited)

	December 31, 2025	March 31, 2026
Assets		
Current assets:		
Cash and cash equivalents	$ 4,378	$ 4,575
Restricted cash	273	300
Short-term investments	1,128	958
Funds held at payment processors	587	605
Accounts receivable, net	1,108	1,034
Prepaid expenses and other current assets	1,169	1,120
Total current assets	8,643	8,592
Long-term investments	837	849
Operating lease right-of-use assets	437	437
Property and equipment, net	1,067	1,142
Intangible assets, net	2,260	2,118
Goodwill	5,519	5,499
Other assets	896	1,074
Total assets	$ 19,659	$ 19,711
Liabilities, Redeemable Non-controlling Interests and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 397	$ 268
Operating lease liabilities	105	105
Accrued expenses and other current liabilities	5,645	5,653
Total current liabilities	6,147	6,026
Operating lease liabilities	461	457
Convertible notes, net	2,724	2,725
Other liabilities	281	293
Total liabilities	9,613	9,501
Commitments and contingencies (Note 9)		
Redeemable non-controlling interests	13	12
Stockholders' equity:		
Common stock, $0.00001 par value, 6,000,000 Class A shares authorized as of December 31, 2025 and March 31, 2026, 409,657 and 411,551 Class A shares issued and outstanding as of December 31, 2025 and March 31, 2026, respectively; 200,000 Class B shares authorized as of December 31, 2025 and March 31, 2026, 24,590 and 24,404 Class B shares issued and outstanding as of December 31, 2025 and March 31, 2026, respectively; 2,000,000 Class C shares authorized as of December 31, 2025 and March 31, 2026, zero Class C shares issued and outstanding as of December 31, 2025 and March 31, 2026	—	—
Additional paid-in capital	14,092	14,379
Accumulated other comprehensive income	261	117
Accumulated deficit	(4,320)	(4,298)
Total stockholders' equity	10,033	10,198
Total liabilities, redeemable non-controlling interests and stockholders' equity	$ 19,659	$ 19,711

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

DOORDASH, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except share amounts which are reflected in thousands, and per share data)

(Unaudited)

	Three Months Ended March 31,	
	2025	2026
Revenue	$ 3,032	$ 4,036
Costs and expenses:		
Cost of revenue, exclusive of depreciation and amortization shown separately below	1,500	1,992
Sales and marketing	586	746
Research and development	306	398
General and administrative	332	432
Depreciation and amortization	152	269
Restructuring charges	1	48
Total costs and expenses	2,877	3,885
Income from operations	155	151
Interest income, net	49	34
Other income (expense), net	(6)	6
Income before income taxes	198	191
Provision for income taxes	6	8
Net income including redeemable non-controlling interests	192	183
Less: net loss attributable to redeemable non-controlling interests	(1)	(1)
Net income attributable to DoorDash, Inc. common stockholders	$ 193	$ 184
Net income per share attributable to DoorDash, Inc. Class A and Class B common stockholders		
Basic	$ 0.46	$ 0.42
Diluted	$ 0.44	$ 0.42
Weighted-average number of shares outstanding used to compute net income per share attributable to DoorDash, Inc. Class A and Class B common stockholders		
Basic	421,422	435,429
Diluted	435,563	442,326

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

DOORDASH, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in millions)

(Unaudited)

	Three Months Ended March 31,	
	2025	**2026**
Net income including redeemable non-controlling interests	$ 192	$ 183
Other comprehensive income (loss), net of tax:		
Change in foreign currency translation adjustments	112	(138)
Change in unrealized gains and losses on marketable securities	2	(6)
Total other comprehensive income (loss)	114	(144)
Comprehensive income including redeemable non-controlling interests	306	39
Less: Comprehensive loss attributable to redeemable non-controlling interests	(1)	(1)
Comprehensive income attributable to DoorDash, Inc. common stockholders	$ 307	$ 40

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

DOORDASH, INC.

CONDENSED CONSOLIDATED STATEMENTS OF REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY

(in millions, except share amounts which are reflected in thousands)

(Unaudited)

	Redeemable Non-Controlling Interests	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
		Shares	Amount				
Balances as of December 31, 2024	$ 7	419,677	$ —	$ 13,165	$ (5,255)	$ (107)	$ 7,803
Issuance of common stock upon settlement of restricted stock units	—	3,199	—	—	—	—	—
Issuance of common stock upon exercise of stock options	—	751	—	3	—	—	3
Stock-based compensation	—	—	—	276	—	—	276
Other comprehensive income (loss)	—	—	—	—	—	114	114
Net income (loss)	(1)	—	—	—	193	—	193
Balances as of March 31, 2025	$ 6	423,627	$ —	$ 13,444	$ (5,062)	$ 7	$ 8,389

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

DOORDASH, INC.

CONDENSED CONSOLIDATED STATEMENTS OF REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY

(in millions, except share amounts which are reflected in thousands)

(Unaudited)

	Redeemable Non-Controlling Interests	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
		Shares	Amount				
Balances as of December 31, 2025	$ 13	434,247	$ —	$ 14,092	$ (4,320)	$ 261	$ 10,033
Issuance of common stock upon settlement of restricted stock units	—	2,583	—	—	—	—	—
Issuance of common stock upon exercise of stock options	—	231	—	1	—	—	1
Stock-based compensation	—	—	—	286	—	—	286
Other comprehensive income (loss)	—	—	—	—	—	(144)	(144)
Repurchase and retirement of common stock	—	(1,106)	—	—	(162)	—	(162)
Net income (loss)	(1)	—	—	—	184	—	184
Balances as of March 31, 2026	$ 12	435,955	$ —	$ 14,379	$ (4,298)	$ 117	$ 10,198

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

DOORDASH, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

(Unaudited)

	Three Months Ended March 31,	
	2025	**2026**
Cash flows from operating activities		
Net income including redeemable non-controlling interests	$ 192	$ 183
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	152	269
Stock-based compensation	235	231
Reduction of operating lease right-of-use assets and accretion of operating lease liabilities	26	35
Amortization of deferred contract costs	17	21
Office lease impairment expenses	7	—
Adjustments to non-marketable equity securities, including impairment, net	—	(7)
Other	1	15
Changes in operating assets and liabilities, net of assets acquired and liabilities assumed from acquisitions:		
Funds held at payment processors	119	(20)
Accounts receivable, net	(53)	57
Prepaid expenses and other current assets	(35)	42
Other assets	(115)	(51)
Accounts payable	14	(123)
Accrued expenses and other current liabilities	94	(27)
Payments for operating lease liabilities	(28)	(37)
Other liabilities	9	6
Net cash provided by operating activities	635	594
Cash flows from investing activities		
Purchases of property and equipment	(74)	(57)
Capitalized software and website development costs	(67)	(117)
Purchases of investments	(425)	(292)
Maturities of investments	433	445
Purchases of non-marketable investments	—	(55)
Acquisitions, net of cash acquired	(27)	(30)
Other investing activities	—	8
Net cash used in investing activities	(160)	(98)
Cash flows from financing activities		
Proceeds from exercise of stock options	3	1
Repurchase of common stock	—	(162)
Payments of acquisition-related deferred cash consideration	—	(11)
Other financing activities	—	(1)
Net cash provided by (used in) financing activities	3	(173)
Foreign currency effect on cash and cash equivalents, and restricted cash and cash equivalents	15	(22)
Net increase in cash and cash equivalents, and restricted cash and cash equivalents	493	301
Cash and cash equivalents, and restricted cash and cash equivalents		
Beginning of period	4,221	4,681
End of period	$ 4,714	$ 4,982
Reconciliation of cash and cash equivalents, and restricted cash and cash equivalents to the consolidated balance sheets		
Cash and cash equivalents	$ 4,500	$ 4,575
Restricted cash	202	300
Long-term restricted cash and cash equivalents included in other assets	12	107
Total cash and cash equivalents, and restricted cash and cash equivalents	$ 4,714	$ 4,982
Non-cash investing and financing activities		
Purchases of property and equipment not yet settled	$ 51	$ 49
Stock-based compensation included in capitalized software and website development costs	$ 41	$ 55
Deferred cash consideration for acquisitions	$ —	$ 67

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

DOORDASH, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Organization and Description of Business

DoorDash, Inc. (the “Company”) is incorporated in Delaware with headquarters in San Francisco, California. The Company's mission is to grow and empower local economies. The Company aims to do this by providing services that reduce friction in local commerce and help merchants better connect with consumers in their communities.

The Company's primary offerings include the DoorDash Marketplace, the Wolt Marketplace, and the Deliveroo Marketplace (together, the "Marketplaces"), and its Commerce Platform. The Company's Marketplaces operate in over 40 countries and provide an integrated suite of services that help merchants establish an online presence, connect with consumers in their communities, and solve mission-critical challenges, such as customer acquisition, demand generation, order fulfillment, merchandising, payment processing, and customer support. The Company also offers advertising as a value-added service through its Marketplaces to help merchants and consumer packaged goods companies increase consumer engagement and drive incremental revenue.

The Company's Marketplaces seek to attract and retain consumers based primarily on the selection, convenience, quality, affordability, and service provided. The Company's Marketplaces also include consumer membership programs, DashPass, Wolt+, and Deliveroo Plus, which aim to lower transactional friction by reducing the delivery and service fees charged, while providing additional membership benefits.

In addition to its Marketplaces, the Company offers its Commerce Platform, which is a suite of services that help empower merchants to build, operate, and grow their businesses on their own channels. Within its Commerce Platform, the Company offers white-label delivery fulfillment services ("Drive") as well as services that help merchants establish online ordering, build branded mobile apps, manage reservations and in-store dining, manage consumer relationships, enable tableside order and pay, and improve customer support.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries and entities consolidated under the variable interest entity model, and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and the requirements of the U.S. Securities and Exchange Commission (the “SEC”) for interim reporting. All intercompany balances and transactions have been eliminated in consolidation.

These unaudited condensed consolidated interim financial statements reflect all normal recurring adjustments that are, in the opinion of management, necessary to fairly present the information set forth herein. They should be read in conjunction with the audited consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2025. Interim results are not necessarily indicative of the results for a full year.

Reclassifications

Certain amounts from prior periods have been reclassified to conform to the current period presentation.

Use of Estimates

The preparation of condensed consolidated financial statements in accordance with GAAP requires management to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements, as well as the reported amounts of revenue and expenses during the periods presented. Estimates include, but are not limited to, revenue recognition, allowances for credit losses, gift card breakage, estimated useful lives of property and equipment, capitalized software and website development costs, intangible assets, valuation of stock-based compensation, valuation of investments and other financial instruments including valuation of investments without readily determinable fair values, valuation of acquired intangible assets and goodwill, the incremental borrowing rate applied in lease accounting, impairment of long-lived assets, insurance reserves, loss contingencies, and income and indirect taxes. Actual results could differ from these estimates.

Significant Accounting Policies

There have been no material changes to the Company's significant accounting policies from its Annual Report on Form 10-K for the year ended December 31, 2025.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses" ("ASU 2024-03"), which requires disclosure, on an annual and interim basis, of specified information about certain costs and expenses in the notes to financial statements. ASU 2024-03 will be effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this guidance on its consolidated financial statements and disclosures.

In September 2025, the FASB issued Accounting Standards Update 2025-06, "Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software" (“ASU 2025-06”), which removes all references to prescriptive and sequential software development stages and establishes new criteria for the capitalization of internal-use software costs. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this guidance on its consolidated financial statements and disclosures.

3. Revenue

Disaggregated Revenue Information

All revenue recognized during the periods presented was related to the Company's core business, which is primarily composed of the Company's Marketplaces and Commerce Platform.

Revenue by geographic area is determined based on the address of the merchant, or in the case of the Company's membership products, the address of the consumer. Revenue by geographic area was as follows (in millions):

	Three Months Ended March 31,	
	2025	2026
United States	$ 2,656	$ 3,104
International[1]	376	932
Total revenue	$ 3,032	$ 4,036

(1) No individual country outside the United States represented 10% or more of total consolidated revenue for the periods presented.

Contract Liabilities

The timing of revenue recognition may differ from the timing of invoicing to or collections from customers. The Company’s contract liabilities balance, which is included in accrued expenses and other current liabilities on the condensed consolidated balance sheets, is primarily composed of unredeemed gift cards, prepayments received from consumers and merchants, certain consumer credits as well as other transactions for which the revenue is recognized over time. A summary of activities related to contract liabilities for the three months ended March 31, 2026 was as follows (in millions):

	Three Months Ended March 31, 2026
Beginning balance	$ 547
Addition to contract liabilities	1,187
Reduction of contract liabilities[(1)(2)]	(1,196)
Ending balance	$ 538

(1) Gift cards and certain consumer credits can be redeemed through the Marketplaces. When they are redeemed, revenue is recognized on a net basis as the difference between the amounts collected from consumers less amounts remitted to merchants and Dashers for those transactions. Therefore, the amount recognized as revenue related to the reduction of gift cards and certain consumer credits is less than the amount presented in the table above. Net revenue associated with gift cards and certain consumer credits is not tracked by the Company as it is impracticable to do so.

(2) Included in the beginning balance of contract liabilities was $328 million associated with unearned prepayments received by the Company, of which $187 million was recognized as revenue during the three months ended March 31, 2026. The ending balance of unearned prepayments is expected to be recognized as revenue in 12 months or less.

Deferred Contract Costs

Deferred contract costs represent direct and incremental costs incurred to acquire or fulfill the Company's contracts, consisting of sales commissions and costs related to merchant onboarding, which the Company expects to recover. Deferred contract costs are amortized on a straight-line basis over the expected period of benefit, which the Company determined by considering historical attrition rates and other factors. Deferred contract costs are recorded in prepaid expenses and other current assets and other assets on the condensed consolidated balance sheets. Amortization of deferred contract costs related to sales commissions is recognized in sales and marketing expense and amortization of deferred contract costs related to merchant onboarding is recognized in cost of revenue, exclusive of depreciation and amortization in the condensed consolidated statements of operations. A summary of activities related to deferred contract costs was as follows (in millions):

	Three Months Ended March 31,	
	2025	2026
Beginning balance	$ 157	$ 191
Addition to deferred contract costs	24	22
Amortization of deferred contract costs	(17)	(21)
Ending balance	$ 164	$ 192
Deferred contract costs, current	$ 67	$ 79
Deferred contract costs, non-current	97	113
Total deferred contract costs	$ 164	$ 192

Allowance for Credit Losses

The allowance for credit losses related to accounts receivable and changes were as follows (in millions):

	Three Months Ended March 31,	
	2025	2026
Beginning balance	$ 22	$ 45
Current-period provision for expected credit losses	5	8
Write-offs charged against the allowance	(1)	(2)
Ending balance	$ 26	$ 51

4. Acquisitions

Deliveroo Acquisition

On October 2, 2025, the Company completed the acquisition of substantially all of the outstanding equity interests of Deliveroo plc (“Deliveroo”), which was accounted for under the acquisition method of accounting. The acquisition will strengthen the Company’s position as a leading global platform in local commerce by enhancing its capabilities to better serve consumers, merchants, and Dashers. The Company’s acquisition-related costs were $58 million and all costs were recorded as general and administrative expenses on the Company’s consolidated statements of operations during the period in which they were incurred. The acquisition date fair value of the consideration transferred for Deliveroo was $3,724 million, which consisted of the following (in millions):

		Fair Value
Consideration payable	$	3,722
Stock-based compensation awards attributable to pre-combination services		2
Total purchase consideration	$	3,724

As of March 31, 2026, the Company had settled the consideration payable. In connection with the acquisition, substantially all of the outstanding and unvested equity awards of Deliveroo were replaced with DoorDash RSUs. The acquisition date fair value of the replacement equity awards was $80 million, of which $2 million is included in the purchase consideration.

The total purchase consideration of the Deliveroo acquisition was allocated to the tangible and intangible assets acquired, and liabilities assumed, based upon their respective fair values as of the date of the acquisition. The Company recorded $1,981 million of goodwill, which represents the excess of the purchase price over the net assets acquired. Goodwill is primarily attributed to the assembled workforce and anticipated synergies from the potential future growth of the Company’s and Deliveroo’s platforms and the expected strategic advantages from combining the Company’s and Deliveroo’s geographical footprint and operations. The goodwill recorded in connection with the acquisition of Deliveroo is not deductible for tax purposes. The fair value of assets acquired and liabilities assumed are based on management’s best estimates, judgments and assumptions, and are considered preliminary and subject to change within the measurement period, including potential adjustments primarily related to tax reserves, other accrued liabilities and other working capital accounts, as additional information is received. The Company expects to finalize the allocation of the purchase price as soon as practicable, but no later than one year from the acquisition date when the measurement period ends.

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

		October 2, 2025
Current assets	$	1,222
Intangible assets		1,498
Goodwill		1,981
Other non-current assets		110
Current liabilities		(800)
Contingent liabilities		(102)
Deferred tax liability		(152)
Other non-current liabilities		(33)
Total	$	3,724

Acquired contingent liabilities relate to outstanding legal provisions and are measured in accordance with ASC 450, *Contingencies.*

The following table sets forth the components of intangible assets acquired (in millions) and their estimated useful life as of the date of acquisition (in years):

	Estimated Useful Life	October 2, 2025
Restaurant merchant relationships	11	$ 486
Trade name	10	297
Customer relationships	4	445
New vertical merchant relationships	4	40
Developed technology	2	216
Rider relationships	2	14
Total acquired intangible assets		$ 1,498

The restaurant merchant, new verticals merchant, customer, and rider relationship intangible assets represent the estimated fair value of Deliveroo's established relationships with restaurant partners, grocery and retail merchants, consumers utilizing the platform, and courier partners that provide delivery services. The developed technology intangible asset represents Deliveroo's proprietary software and applications that support the platform's ordering, delivery, and logistics capabilities. The trade name intangible asset represents the estimated fair value of the Deliveroo brand and its market recognition. Restaurant merchant relationships were valued using the multi-period excess earnings method of the income approach. Merchant relationships related to new verticals were valued using a with-and-without method, measuring the incremental cash flows generated by these relationships compared to a scenario in which they did not exist. User and rider relationships were valued using a replacement cost method. The developed technology and trade name were valued using the relief-from-royalty method of the income approach. The Company expects to amortize these intangible assets on a straight-line basis over their respective estimated useful lives.

SevenRooms Acquisition

On June 13, 2025, the Company completed the acquisition of 100 percent of the outstanding equity interests of SevenRooms Inc. ("SevenRooms"), which was accounted for under the acquisition method of accounting. The acquisition will enhance the Company's platform by equipping merchants with tools to manage reservations and tables, better connect with consumers through customer relationship management, and improve their marketing. The Company's acquisition-related costs were $13 million and all costs were recorded as general and administrative expenses on the Company's condensed consolidated statements of operations during the period in which they were incurred. The acquisition date fair value of the consideration transferred for SevenRooms was $1,152 million, which consisted of the following (in millions):

	Fair Value
Cash	$ 902
Deferred cash consideration	250
Total consideration	$ 1,152

As of March 31, 2026, the Company had settled $209 million in deferred cash consideration, with $41 million remaining to be settled in future periods. For certain SevenRooms employees, a portion of their total consideration was held back subject to revesting. A total of $38 million of these employees' holdback was included as part of the deferred cash consideration and the remaining $56 million represents compensation for post-combination services to be recognized over the service period.

The total purchase consideration of the SevenRooms acquisition was allocated to the tangible and intangible assets acquired, and liabilities assumed, based upon their respective fair values as of the date of the acquisition. The Company recorded $890 million of goodwill which represents the excess of the purchase price over the net assets acquired. Goodwill is primarily attributed to the assembled workforce of SevenRooms and anticipated synergies arising from potential future growth and an enhanced platform to help merchants serve their customers across all channels. The goodwill recorded in connection with the acquisition of SevenRooms is not deductible for tax purposes. The fair value of assets acquired and liabilities assumed are based on management's best estimates, judgments and assumptions, and are considered preliminary pending finalization of the valuation analyses pertaining to assets acquired and liabilities assumed, which primarily relate to working capital accounts. The Company expects to finalize the allocation of the purchase price as soon as practicable, but no later than one year from the acquisition date when the measurement period ends.

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

		June 13, 2025
Current assets	$	24
Intangible assets		365
Goodwill		890
Other non-current assets		2
Current liabilities		(106)
Deferred tax liability, net		(23)
Total	$	1,152

The following table sets forth the components of intangible assets acquired (in millions) and their estimated useful lives as of the date of acquisition (in years):

	Estimated Useful Life		June 13, 2025
Existing technology	6	$	139
Strategic customer relationships	14		165
Other customer relationships	7		55
Trade name	4		6
Total acquired intangible assets		$	365

Existing technology represents the online and mobile SevenRooms platform for reservations, table management, and guest engagement. The customer relationships represent the fair value of the underlying relationships with its customers, including strategic customers such as global hotel chains and casino resorts, and small and mid-size businesses. The estimated fair values of the developed technology and trade name were determined using the relief-from-royalty method of the income approach. The estimated fair values of the customer relationships were determined using the multi-period excess earnings method of the income approach. The Company expects to amortize the fair value of these intangible assets on a straight-line basis over their respective estimated useful lives.

Symbiosys Acquisition

On May 28, 2025, the Company acquired Symbiosys Corp. (“Symbiosys”), a retail media platform company, to expand offsite advertising capabilities. The acquisition was accounted for under the acquisition method of accounting.

The acquisition date fair value of the purchase consideration was $121 million, which consisted of the following (in millions):

		Fair Value
Cash	$	89
Deferred cash consideration		29
Fair value of previously held equity interest		3
Total purchase consideration	$	121

As of March 31, 2026, the Company had settled $14 million in deferred cash consideration, with $15 million remaining to be settled in future periods. For certain Symbiosys employees, a portion of their total consideration was restricted subject to vesting over various service periods. A total of $14 million of these employees’ consideration was included as part of the deferred cash consideration and the remaining $53 million represents compensation for post-combination services to be recognized over their respective service periods.

The total purchase consideration was allocated to the tangible and intangible assets acquired and liabilities assumed, based upon their respective fair values as of the date of acquisition. The excess of the purchase consideration over the net assets acquired was recorded as goodwill. Goodwill is primarily attributable to the anticipated synergies from the planned expansion into additional digital channels to extend the breadth of the Company’s marketing channels. The goodwill recorded in connection with the acquisition of Symbiosys is not deductible for tax purposes. The fair value of assets acquired and liabilities assumed are based on management’s best estimates, judgments and assumptions, and are considered preliminary pending finalization of the valuation analyses pertaining to assets acquired and liabilities assumed, which primarily relate to working capital accounts. The measurement period will end no later than one-year from the acquisition date.

The following table summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date (in millions):

	May 28, 2025
Current assets	$ 7
Intangible assets	19
Goodwill	102
Current liabilities	(5)
Other liabilities	(2)
Total	$ 121

The intangible assets acquired consisted of existing technology of $17 million and customer relationships of $2 million, which had estimated useful lives of 4 and 3 years as of the date of the acquisition, respectively.

Other Acquisitions

During the three months ended March 31, 2026, the Company acquired a company, which was accounted for under the acquisition method of accounting. The total purchase consideration was approximately $45 million, which was allocated to the tangible and intangible assets acquired and liabilities assumed based upon their respective fair values as of the acquisition date. The intangible asset acquired was composed of developed technology. Additionally, the Company recorded $34 million of goodwill, which represented the excess of the purchase price over the net assets acquired.

During the three months ended March 31, 2025, the Company acquired a company, which was accounted for under the acquisition method of accounting. The total purchase consideration was approximately $28 million, which was allocated to the tangible and intangible assets acquired and liabilities assumed based upon their respective fair values as of the acquisition date. Intangible assets acquired were primarily composed of customer relationships and vendor relationships. Additionally, the Company recorded $21 million of goodwill, which represented the excess of the purchase price over the net assets acquired.

5. Goodwill and Intangible Assets, Net

The changes in the carrying amount of goodwill during the three months ended March 31, 2026 were as follows (in millions):

	Total
Balance as of December 31, 2025	$ 5,519
Goodwill measurement period adjustment	35
Acquisition	34
Effects of foreign currency translation	(89)
Balance as of March 31, 2026	$ 5,499

Intangible assets, net consisted of the following as of December 31, 2025 (in millions):

	Weighted-average Remaining Useful Life (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Existing technology	3.1	$ 622	$ (222)	$ 400
Merchant relationships	9.3	854	(122)	732
Rider relationships	1.8	14	(2)	12
Customer relationships	6.5	798	(169)	629
Trade name and trademarks	8.4	602	(119)	483
Assembled workforce in asset acquisitions	1.3	10	(6)	4
Balance as of December 31, 2025		$ 2,900	$ (640)	$ 2,260

Intangible assets, net consisted of the following as of March 31, 2026 (in millions):

	Weighted-average Remaining Useful Life (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Existing technology	2.9	$ 621	$ (260)	$ 361
Merchant relationships	9.1	837	(140)	697
Rider relationships	1.5	13	(3)	10
Customer relationships	6.3	787	(198)	589
Trade name and trademarks	8.2	590	(132)	458

Assembled workforce in asset acquisitions	1.1	10	(7)	3
Balance as of March 31, 2026		$ 2,858	$ (740)	$ 2,118

Amortization expense associated with intangible assets was $31 million and $114 million for the three months ended March 31, 2025 and 2026, respectively.

The estimated future amortization expense of intangible assets as of March 31, 2026 is as follows (in millions):

Year Ending December 31,	**Amortization Expense**
Remainder of 2026	$ 339
2027	420
2028	312
2029	263
2030	171
Thereafter	613
Total estimated future amortization expense	$ 2,118

Table of Contents

6. Fair Value Measurements

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables set forth the Company’s financial instruments that were measured at fair value on a recurring basis by level within the fair value hierarchy (in millions):

	December 31, 2025			
	Level 1	Level 2	Level 3	Total
Cash equivalents[(1)]				
Money market funds	$ 1,905	$ —	$ —	$ 1,905
U.S. Treasury securities	—	1	—	1
Short-term investments[(1)]				
Certificates of deposit	—	25	—	25
Commercial paper	—	32	—	32
Corporate bonds	—	470	—	470
U.S. government agency securities	—	30	—	30
U.S. Treasury securities	—	361	—	361
Mutual funds	59	—	—	59
Long-term investments				
Corporate bonds	—	464	—	464
U.S. government agency securities	—	91	—	91
U.S. Treasury securities	—	282	—	282
Other assets				
Money market funds[(2)]	15	—	—	15
Non-marketable investment	—	—	37	37
Total	$ 1,979	$ 1,756	$ 37	$ 3,772

(1) Cash equivalents and short-term investments included $26 million and $151 million of time deposits, respectively, which are not subject to recurring fair value measurements.
(2) Other assets included $15 million of money market funds held in a trust account pursuant to certain insurance policies, which were recorded as long-term restricted cash equivalents.

	March 31, 2026			
	Level 1	Level 2	Level 3	Total
Cash equivalents[(1)]				
Money market funds	$ 2,873	$ —	$ —	$ 2,873
Certificates of deposit		2	—	2
Short-term investments				
Certificates of deposit	—	30	—	30
Commercial paper	—	29	—	29
Corporate bonds	—	470	—	470
U.S. government agency securities	—	30	—	30
U.S. Treasury securities	—	341	—	341
Mutual funds	58	—	—	58
Long-term investments				
Corporate bonds	—	488	—	488
U.S. government agency securities	—	91	—	91
U.S. Treasury securities	—	270	—	270
Other assets				
Money market funds[(2)]	80	—	—	80
Non-marketable investment	—	—	38	38
Total	$ 3,011	$ 1,751	$ 38	$ 4,800

(1) Cash equivalents included $2 million of time deposits which are not subject to recurring fair value measurements.
(2) Other assets included $80 million of money market funds held in trust accounts pursuant to certain insurance policies, which were recorded as long-term restricted cash equivalents.

The fair value of the Company’s Level 1 financial instruments is based on quoted market prices for identical instruments in active markets. The fair value of the Company’s Level 2 fixed income securities is obtained from independent pricing services, which may use quoted market prices for identical or comparable instruments in less active markets or model driven valuations using observable market data or inputs corroborated by observable market data.

In December 2025, the Company purchased €31 million (approximately $37 million) principal amount of convertible notes issued by a private company in which the Company has a pre-existing equity investment. The convertible notes investment is accounted for at fair value with changes in fair value recorded in earnings through other income (expense), net in the condensed consolidated statements of operations, under the fair value option available for financial instruments. The Company elected the fair value option to account for the convertible notes because the Company believes it accurately reflects the value of the convertible notes and embedded features in the financial statements.

As of March 31, 2026, the fair value of the non-marketable investment in convertible notes of the private company was approximately $38 million and was included in other assets on the condensed consolidated balance sheet. The fair value was estimated using a probability weighted discounted cash flow methodology based on unobservable inputs (Level 3 on the fair value hierarchy) which reflect the best information available, including transaction pricing and market participant assumptions.

The fair value of the 2030 Notes (as defined in Note 8 - "Convertible Notes, Net") was determined based on the quote price in markets that are not active, which is considered a Level 2 valuation input. Refer to Note 8 - "Convertible Notes, Net" for the carrying amount and fair value of the 2030 Notes.

Assets Measured at Fair Value on a Non-Recurring Basis

The Company’s non-marketable equity securities accounted for using the measurement alternative are recorded at fair value on a non-recurring basis. When indicators of impairment exist or observable price changes in a same or similar security from the same issuer occur, the respective non-marketable equity security would be classified within Level 3 of the fair value hierarchy because the valuation methods include a combination of the observable transaction price at the transaction date and other unobservable inputs. Non-marketable equity securities are recorded in other assets on the condensed consolidated balance sheets.

During the three months ended March 31, 2026, the Company made investments in non-marketable equity securities of $55 million. There were no investments in non-marketable equity securities during the three months ended March 31, 2025. In the three months ended March 31, 2025 and 2026, the Company did not record any material upward or downward adjustments or impairments on its non-marketable equity securities.

Estimating the fair value of the Company’s investments in non-marketable equity securities requires the use of estimates and judgments. Changes in estimates and judgments could result in different estimates of fair value and future adjustments.

The following table summarizes the carrying value of the Company's non-marketable equity securities as of December 31, 2025 and March 31, 2026, including impairments and cumulative upward and downward adjustments made to the initial cost basis of the securities, which were recorded in other income (expense), net in the condensed consolidated statements of operations during the period in which they were incurred (in millions):

	December 31, 2025	March 31, 2026
Initial cost basis	$ 460	$ 514
Upward adjustments	24	24
Downward adjustments (including impairment)	(415)	(415)
Total carrying value at the end of reporting period	$ 69	$ 123

7. Balance Sheet Components

Cash Equivalents and Investments

The following tables summarize the cost or amortized cost, gross unrealized gain, gross unrealized loss, and fair value of the Company's cash equivalents and investments (in millions):

	December 31, 2025			
	Cost or Amortized Cost	Unrealized		Estimated Fair Value
		Gains	Losses	
Cash equivalents				
Money market funds	$ 1,905	$ —	$ —	$ 1,905
U.S. Treasury securities	1	—	—	1
Time deposits	26	—	—	26
Short-term investments				
Certificates of deposit	25	—	—	25
Commercial paper	32	—	—	32
Corporate bonds	469	1	—	470
U.S. government agency securities	30	—	—	30
U.S. Treasury securities	360	1	—	361
Mutual funds	57	2	—	59
Time deposits	151	—	—	151
Long-term investments				
Corporate bonds	463	1	—	464
U.S. government agency securities	91	—	—	91
U.S. Treasury securities	281	1	—	282
Total	$ 3,891	$ 6	$ —	$ 3,897

	March 31, 2026			
	Cost or Amortized Cost	Unrealized		Estimated Fair Value
		Gains	Losses	
Cash equivalents				
Money market funds	$ 2,873	$ —	$ —	$ 2,873
Certificates of deposit	2	—	—	2
Time deposits	2	—	—	2
Short-term investments				
Certificates of deposit	30	—	—	30
Commercial paper	29	—	—	29
Corporate bonds	470	—	—	470
U.S. government agency securities	30	—	—	30
U.S. Treasury securities	341	—	—	341
Mutual funds	56	2	—	58
Long-term investments				
Corporate bonds	490	—	(2)	488
U.S. government agency securities	91	—	—	91
U.S. Treasury securities	270	1	(1)	270
Total	$ 4,684	$ 3	$ (3)	$ 4,684

For investments with unrealized loss positions, the Company does not intend to sell these securities and it is more likely than not that the Company will hold these securities until maturity or a recovery of the cost basis. No allowance for credit losses was recorded for these securities as of December 31, 2025, and March 31, 2026.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in millions):

	December 31, 2025	March 31, 2026
Prepaid expenses	$ 414	$ 413
Deferred contract costs	79	79
Other receivable	279	203
Other current assets	397	425
Total	$ 1,169	$ 1,120

Property and Equipment, net

Property and equipment, net consisted of the following (in millions):

	December 31, 2025	March 31, 2026
Equipment for merchants	$ 235	$ 243
Computer equipment and software	126	132
Capitalized software and website development costs	1,895	2,071
Leasehold improvements	268	273
Office and other equipment	149	159
Construction in progress	48	59
Total	2,721	2,937
Less: Accumulated depreciation and amortization	(1,654)	(1,795)
Property and equipment, net	$ 1,067	$ 1,142

Depreciation expenses were $34 million and $43 million for the three months ended March 31, 2025 and 2026, respectively.

The Company capitalized $114 million and $176 million in capitalized software and website development costs during the three months ended March 31, 2025 and 2026, respectively. Capitalized software and website development costs are included in property and equipment, net on the condensed consolidated balance sheets. Amortization of capitalized software and website development costs was $87 million and $112 million for the three months ended March 31, 2025 and 2026, respectively. Construction in progress primarily included leasehold improvements on premises that are not ready for use and equipment for merchants that are not placed in service.

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following (in millions):

	December 31, 2025	March 31, 2026
Dasher and merchant payable	$ 1,703	$ 1,750
Insurance reserves	1,114	1,088
Sales tax payable and accrued sales and indirect taxes	589	591
Contract liabilities	547	538
Accrued operations related expenses	502	470
Accrued compensation and benefits	282	342
Litigation reserves	263	284
Accrued advertising	170	168
Other	475	422
Total	$ 5,645	$ 5,653

8. Convertible Notes, Net

2030 Notes

In May 2025, the Company issued $2.75 billion aggregate principal amount of 0% Convertible Senior Notes due 2030 (the “2030 Notes”). The total proceeds from the issuance of the 2030 Notes, net of debt issuance costs, were approximately $2.72 billion.

The 2030 Notes are senior, unsecured obligations of the Company and will mature on May 15, 2030, unless earlier repurchased, redeemed, or converted, and are governed by the terms of an indenture (the "Indenture"), dated as of May 30, 2025, between the Company and U.S. Bank Trust Company, National Association, as trustee. The 2030 Notes do not bear regular cash interest. Special interest and additional interest, if any, may accrue on the 2030 Notes at a combined rate per annum not exceeding 0.50% upon the occurrence of certain events relating to the failure to file certain reports with the SEC or to remove certain restrictive legends from the 2030 Notes.

Holders of the 2030 Notes may convert all or any portion of their 2030 Notes at their option prior to November 15, 2029, under the following circumstances:

a. during any calendar quarter (and only during such calendar quarter) commencing after the calendar quarter ending on September 30, 2025, if the last reported sale price per share of the Company’s Class A common stock exceeds 130% of the conversion price for each of at least 20 trading days (whether or not consecutive) during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter;
b. during the 5 consecutive business days after any 10 consecutive trading day period in which the trading price per $1,000 principal amount of the 2030 Notes for each trading day of such 10-day period was less than 98% of the product of the last reported sale price per share of the Company’s Class A common stock and the conversion rate on each such trading day; or
c. upon the occurrence of specified corporate events or distributions on the Company’s Class A common stock, in each case, as set forth in the Indenture.

Holders of the 2030 Notes may also convert their 2030 Notes (i) if the Company calls such 2030 Notes for redemption; and (ii) at any time on or after November 15, 2029 until the close of business on the second scheduled trading day immediately before the maturity date.

Upon conversion of any 2030 Notes, the conversion value will be paid in cash up to at least the principal amount of the 2030 Notes being converted. Any amount of the conversion value in excess of the principal portion of such 2030 Notes may be settled in cash or shares of the Company’s Class A common stock, or a combination thereof, at the Company’s option. The 2030 Notes are convertible at an initial conversion rate of 3.425 shares of the Company's Class A common stock per $1,000 principal amount of the 2030 Notes, which is equivalent to an initial conversion price of approximately $291.97 per share of the Company's Class A common stock. The conversion rate may be subject to certain anti-dilution adjustments and/or a make-whole adjustment upon the occurrence of specified events set forth in the Indenture. As of March 31, 2026, there have been no changes to the initial conversion price of the 2030 Notes since the issuance date. Based on the closing price of the Company’s Class A common stock of $150.15 on the last trading day of the quarter, the if-converted value of the 2030 Notes did not exceed the principal value of the 2030 Notes as of March 31, 2026.

The Company may not redeem the notes prior to May 20, 2028. The 2030 Notes will be redeemable, in whole or in part (subject to certain limitations set forth in the Indenture), for cash, at the Company’s option, on or after May 20, 2028 and on or before the 20th scheduled trading day immediately before the maturity date, but only if (i) the 2030 Notes are “Freely Tradable” (as defined in the Indenture), and all accrued and unpaid additional interest, if any, has been paid as of the date the Company sends the related redemption notice and (ii) the last reported sale price per share of the Company’s Class A common stock exceeds 130% of the conversion price on each of at least 20 trading days (whether or not consecutive) including the last trading day, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends such redemption notice. The redemption price will be equal to 100% of the principal amount of the 2030 Notes to be redeemed, plus accrued and unpaid special interest and additional interest, if any, to, but excluding, the redemption date. In addition, calling any 2030 Notes for redemption will constitute a "Make-Whole Fundamental Change" (as defined in the Indenture) with respect to such 2030 Notes, in which case the conversion rate applicable to the conversion of such 2030 Notes will be increased in certain circumstances if it is converted after it is called for redemption.

If the Company undergoes a “Fundamental Change” (as defined in the Indenture), then holders of the 2030 Notes may require the Company to repurchase for cash all or any portion of their 2030 Notes at a repurchase price equal to 100% of the principal amount of the 2030 Notes to be repurchased, plus accrued and unpaid special interest and additional interest, if any, to, but excluding, the fundamental change repurchase date.

The Indenture contains customary events of default and limited covenants. No sinking fund is required to be provided for the 2030 Notes.

As of March 31, 2026, none of the conditions described in the paragraphs above relating to convertibility or mandatory redemption were met. Therefore, the 2030 Notes are classified as long-term debt.

The net carrying value, net of the 2030 Notes consisted of the following as of March 31, 2026 (in millions):

	March 31, 2026
Principal	$ 2,750
Less: debt issuance costs, net of amortization	(25)
Carrying value, net	$ 2,725

The effective interest rate of the 2030 Notes is 0.22% per annum. The fair value of the 2030 Notes was $2.5 billion as of March 31, 2026 and was determined based on the quote price in markets that are not active, which is considered a Level 2 valuation input.

2030 Note Hedges and Warrant Transactions

In May 2025, in connection with the offering of the 2030 Notes, the Company entered into privately negotiated convertible note hedge transactions whereby the Company has the option to purchase an initial total of approximately 9.4 million shares of its Class A common stock at an initial strike price of approximately $291.97 per share (the “Note Hedges”). The total cost of the Note Hedges was approximately $680 million.

In addition, the Company sold warrants whereby the holders of the warrants have the option to purchase an initial total of approximately 9.4 million shares of the Company’s Class A common stock at an initial strike price of $512.225 per share (the “Warrants”). The Company received approximately $341 million in cash proceeds from the sale of the Warrants.

Both the number of shares underlying the Note Hedges and the Warrants and the strike prices of the instruments are subject to customary anti-dilution adjustments. The Note Hedges are expected generally to reduce potential dilution to the Company's Class A common stock upon the conversion of any 2030 Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of any converted 2030 Notes, as the case may be, to the extent the market price per share of the Company’s Class A common stock exceeds the then-applicable strike price of the Note Hedges. The Warrants may separately have a dilutive effect with respect to the Company’s Class A common stock to the extent the market price per share of the Company’s Class A common stock exceeds the then-applicable strike price of the Warrants, unless the Company elects, subject to certain conditions, to settle the Warrants in cash.

The Note Hedges and the Warrants are equity-classified instruments as a result of being indexed to the Company’s Class A common stock and meeting equity classification criteria, and the instruments will not be remeasured in subsequent periods as long as they continue to meet these accounting criteria. The net cost of approximately $339 million for the purchase of the Note Hedges and sale of the Warrants was recorded as a reduction to additional paid-in capital in the Company’s condensed consolidated balance sheets.

9. Commitments and Contingencies

Legal Proceedings

From time to time, the Company is a party to litigation and subject to claims incidental to its business. Although the results of litigation and claims cannot be predicted with certainty, the Company currently believes that the final outcome of ongoing matters will not have a material adverse effect on its business. Regardless of the outcome, litigation can have an adverse impact on the Company because of judgment, defense and settlement costs, diversion of management resources, and other factors. At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable, requiring recognition of a loss accrual, or whether the potential loss is reasonably possible, requiring potential disclosure. Legal fees are expensed as incurred.

The Company is currently the subject of regulatory and administrative investigations, audits, demands, and inquiries conducted by federal, state, or local governmental agencies concerning the Company’s business practices, the classification and compensation of Dashers, the DoorDash Dasher pay models, compliance with consumer protection laws, privacy, cybersecurity, tax issues, unemployment insurance, workers' compensation insurance, and other matters. For example, the Company is currently under audit by the Employment Development Department, State of California (the “CA EDD”) for payroll tax liabilities. In January 2023, the CA EDD issued an assessment for certain amounts that it found to be owed by the Company on behalf of Dashers due to their being classified as independent contractors. The Company believes that Dashers are, and have been, properly classified as independent contractors. Accordingly, the Company believes that it has meritorious defenses and intends to vigorously appeal such adverse assessment. However, the ultimate resolution of the audit is uncertain and, accordingly, the Company has recorded an accrual for this matter within accrued expenses and other current liabilities on the condensed consolidated balance sheets as of March 31, 2026. The results of investigations, audits, demands, and inquiries and related governmental action are inherently unpredictable and, as such, there is always the risk of an investigation, audit, demand, or inquiry having a material impact on the Company's business, financial condition, and results of operations.

Indemnification

The Company enters into standard indemnification arrangements in the ordinary course of business. Pursuant to these arrangements, the Company agrees to indemnify, hold harmless, and reimburse the indemnified parties for losses suffered or incurred by the indemnified party, in connection with any trade secret, copyright, patent, or other intellectual property infringement claim by any third party with respect to the Company's technology. The terms of these indemnification agreements are generally perpetual any time after the execution of the agreement.

In addition, the Company has entered into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers of the Company, other than liabilities arising from willful misconduct of the individual.

The maximum potential amount of future payments the Company could be required to make under these agreements is not determinable because it involves claims that may be made against the Company in the future, but have not yet been made. The Company has not incurred costs to defend lawsuits or settle claims related to these indemnification agreements. No liability associated with such indemnifications was recorded as of December 31, 2025 and March 31, 2026.

Insurance Collateral

The Company is required to maintain collateral in connection with certain insurance policies, which can be held in a combination of cash, surety bonds, and letters of credit. As of March 31, 2026, the Company had $582 million of collateral outstanding in the form of surety bonds and letters of credit in connection with the insurance collateral requirement.

Revolving Credit Facility and Letters of Credit

In November 2019, the Company entered into a revolving credit and guaranty agreement, which, as most recently amended and restated on April 26, 2024, provides for an unsecured revolving credit facility of up to $800 million, with a letter of credit sublimit of $600 million, maturing on April 26, 2029. Loans under the revolving credit facility bear interest at the Company’s option, at (i) a base rate equal to the highest of (A) the prime rate, (B) the higher of the federal funds rate or a composite overnight bank borrowing rate plus 0.50%, or (C) an adjusted term Secured Overnight Financing Rate (“SOFR”) for a one-month interest period plus 1.00%, or (ii) an adjusted SOFR (based on an interest period of one, three, or six months) plus a margin equal to 1.00%. The Company is also obligated to pay other customary fees for a credit facility of this size and type, including letter of credit fees, an upfront fee, and an unused commitment fee of 0.10%. The Company's obligations under the revolving credit facility are guaranteed by certain of its domestic subsidiaries meeting materiality thresholds set forth in the credit agreement. The credit agreement contains customary affirmative covenants and customary negative covenants that restrict the Company's ability and its subsidiaries’ ability to, among other things, incur subsidiary indebtedness, grant liens, declare cash dividends or make certain other distributions, repurchase stock, merge or consolidate with other companies or sell substantially all of the assets of the Company and its subsidiaries, taken as a whole, make investments and loans, and engage in certain transactions with affiliates. The Company must also maintain compliance with a maximum senior net leverage ratio, measured quarterly, determined in accordance with the terms of the credit agreement.

As of December 31, 2025 and March 31, 2026, the Company was in compliance with the covenants under the credit agreement. As of December 31, 2025 and March 31, 2026, no revolving loans were outstanding under the credit facility.

In addition to the letters of credit maintained in connection with the insurance collateral requirement, the Company also maintains letters of credit established primarily for real estate leases and insurance policies. As of December 31, 2025 and March 31, 2026, the Company had $106 million and $91 million of issued letters of credit outstanding, respectively, of which $61 million and $42 million, respectively, were issued from the revolving credit and guaranty agreement.

Sales and Indirect Tax Matters

The Company records sales and indirect tax liabilities as they become probable and the amount can be reasonably estimated. These reserves are included in accrued expenses and other current liabilities on the condensed consolidated balance sheets. The Company is under audit by various state, local, and foreign tax authorities with regard to sales and indirect tax matters. The timing of the resolution of indirect tax examinations is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the tax authorities may differ from the amounts accrued.

10. Common Stock

Share Repurchase Program

In February 2025, the Company announced the authorization of a share repurchase program for the repurchase of shares of its Class A common stock in an aggregate amount of up to $5.0 billion, which is inclusive of the remaining share repurchase authority of $876 million under the share repurchase program that was previously announced by the Company in February 2024. During the three months ended March 31, 2026, the Company repurchased 1.1 million shares of its Class A common stock at a weighted-average price of $146.93 per share for a total amount of $162 million. The shares were retired immediately upon repurchase.

Restricted Stock

The Company granted restricted stock to certain continuing employees in connection with the acquisition of Wolt Enterprises Oy ("Wolt") on May 31, 2022. Vesting of this stock is dependent on the respective employee’s continued employment at the Company during the requisite service period, which is generally up to four years from the issuance date. The fair value of the restricted stock issued to employees that is subject to post-acquisition employment is recorded as compensation expense on a straight-line basis over the requisite service period.

The activities for the restricted stock issued to employees was as follows (in thousands, except per share data):

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
Unvested restricted stock as of December 31, 2025	74	
Granted	—	$ —
Vested	(46)	$ 76.91
Forfeited	—	$ —
Unvested restricted stock as of March 31, 2026	28	

Stock Award Activities

A summary of stock option activity under the 2014 Equity Incentive Plan, 2020 Equity Incentive Plan, and 2022 Inducement Equity Incentive Plan was as follows (in millions, except share amounts which are reflected in thousands, and per share data):

	Options Outstanding			
	Shares subject to Options Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Balance as of December 31, 2025	2,411	$ 6.70	2.37	$ 530
Granted	—	$ —		
Exercised	(231)	$ 3.70		$ 45
Cancelled and forfeited	(1)	$ 13.60		
Balance as of March 31, 2026	2,179	$ 7.02	2.23	$ 312
Exercisable as of March 31, 2026	2,158	$ 7.05	2.24	$ 309
Vested and expected to vest as of March 31, 2026	2,179	$ 7.02	2.23	$ 312

The aggregate intrinsic value disclosed in the above table is based on the difference between the exercise price of the stock option and the closing stock price of the Company's Class A common stock on the Nasdaq Stock Market as of the respective period-end dates. The aggregate intrinsic value of stock options exercised during the three months ended March 31, 2025 and 2026 was $134 million and $45 million, respectively. There were no stock options granted during the three months ended March 31, 2025 and 2026.

A summary of RSU activity was as follows (in millions, except share amounts which are reflected in thousands, and per share data):

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share	Aggregate Intrinsic Value
Unvested RSUs as of December 31, 2025	23,961		$ 5,427
Granted	675	$ 178.34	
Vested	(2)	$ 124.33	
Vested and settled	(2,555)	$ 116.73	
Forfeited	(640)	$ 164.19	
Unvested RSUs as of March 31, 2026	21,439		$ 3,219

The aggregate intrinsic value disclosed in the above table is based on the closing stock price of the Company's Class A common stock on the Nasdaq Stock Market as of the respective period-end dates. The weighted-average fair value per share of RSUs granted during the three months ended March 31, 2025 and 2026 was $194.57 and $178.34, respectively.

Stock-Based Compensation Expense

The Company recorded stock-based compensation expense in the condensed consolidated statements of operations as follows (in millions):

	Three Months Ended March 31,	
	2025	2026
Cost of revenue, exclusive of depreciation and amortization	$ 33	$ 35
Sales and marketing	26	23
Research and development	116	113
General and administrative	60	57
Restructuring charges	—	3
Total stock-based compensation expense	$ 235	$ 231

In November 2020, the Company's board of directors approved the grant of 10,379,000 performance-based RSUs to the Company's Chief Executive Officer (the "CEO Performance Award"), of which 9,341,100 remain eligible to vest as of March 31, 2026. The CEO Performance Award vests upon the satisfaction of a service condition and achievement of certain stock price goals. As of March 31, 2026, there was no remaining unrecognized stock-based compensation expense related to the CEO Performance Award.

As of March 31, 2026, there was $1.6 billion of unrecognized stock-based compensation expense related to unvested restricted stock and RSUs. The Company expects to recognize this expense over the remaining weighted-average period of 2.34 years.

11. Income Taxes

The Company's tax provision for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items, if any, that arise during the period. Each quarter, the Company updates its estimate of the annual effective tax rate and, if the estimated annual effective tax rate changes, the Company makes a cumulative adjustment to tax expense or benefit in the period. The primary difference between the effective tax rate and the federal statutory tax rate is due to the valuation allowance on the Company's deferred tax assets in certain jurisdictions.

The Company recorded a $6 million and $8 million provision for income taxes for the three months ended March 31, 2025 and 2026, respectively. The provision for income taxes for the three months ended March 31, 2025 was primarily attributable to pre-tax book income in the U.S. resulting in federal and state income taxes, offset by losses generated in non-U.S. jurisdictions for which a tax benefit can be realized. The provision for income taxes for the three months ended March 31, 2026 was primarily attributable to pre-tax book income resulting in state and foreign income taxes.

The Company regularly assesses the realizability of its deferred tax assets and establishes a valuation allowance if it is more-likely-than-not that some, or all, of its deferred tax assets will not be realized in the future. The Company evaluates and weighs all available evidence, both positive and negative, including its historic operating results, future reversals of existing deferred tax liabilities, as well as projected future taxable income. Changes in earnings performance and future earnings projections, among other factors, may cause the Company to adjust the valuation allowance on deferred tax assets, which could materially impact the income tax expense in the period the Company determines that these factors have changed. As of March 31, 2026, the Company maintains a full valuation allowance on its net deferred tax assets except for certain foreign jurisdictions.

The Company is subject to income tax audits in the U.S. and foreign jurisdictions. The Company recorded liabilities related to uncertain tax positions and believes that the Company has provided adequate reserves for income tax uncertainties in all open tax years. To the extent the Company has tax attribute carryforwards, the tax years in which the attribute was generated may still be adjusted upon examination by the federal, state, or foreign tax authorities to the extent utilized in a future period.

12. Net Income per Share Attributable to DoorDash, Inc. Common Stockholders

The Company computes net income per share attributable to DoorDash, Inc. common stockholders using the two-class method required for multiple classes of common stock and participating securities. The rights, including the liquidation and dividend rights, of the Class A common stock and Class B common stock are identical, other than voting rights.

Accordingly, the Class A common stock and Class B common stock share equally in the Company’s net income and losses. The computations of diluted net income per share of Class A common stock for the three months ended March 31, 2025 and 2026 do not assume the conversion of Class B common stock to Class A common stock because including such shares would have an anti-dilutive effect.

The following table sets forth the calculation of basic and diluted net income per share attributable to DoorDash, Inc. common stockholders during the periods presented (in millions, except share amounts which are reflected in thousands, and per share data):

	Three Months Ended March 31,			
	2025		2026	
	Class A	Class B	Class A	Class B
Basic net income per share				
Numerator				
Net income including redeemable non-controlling interests	180	12	173	10
Less: Net loss attributable to redeemable non-controlling interests	(1)	—	(1)	—
Net income attributable to DoorDash, Inc. common stockholders	181	12	174	10
Denominator				
Weighted-average number of shares outstanding used to compute basic net income per share attributable to DoorDash, Inc. common stockholders	395,951	25,471	410,961	24,468
Basic net income per share attributable to DoorDash, Inc. common stockholders	$ 0.46	$ 0.46	$ 0.42	$ 0.42

	Three Months Ended March 31,			
	2025		2026	
	Class A	Class B	Class A	Class B
Diluted net income per share				
Numerator				
Net income attributable to DoorDash, Inc. common stockholders	181	12	174	10
Denominator				
Weighted-average number of shares outstanding used to compute basic net income per share attributable to DoorDash, Inc. common stockholders	395,951	25,471	410,961	24,468
Weighted-average effect of potentially dilutive securities	14,141	—	6,897	—
Weighted-average number of shares outstanding used to compute diluted net income per share attributable to DoorDash, Inc. common stockholders	410,092	25,471	417,858	24,468
Diluted net income per share attributable to DoorDash, Inc. common stockholders	$ 0.44	$ 0.44	$ 0.42	$ 0.42

The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net income per share because including such shares would have an anti-dilutive effect, or the issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied at the end of the respective periods (in thousands):

	Three Months Ended March 31,	
	2025	2026
Unvested restricted stock and restricted stock units	10,588	11,531
Escrow shares	72	72
Convertible notes	—	9,419
Warrants related to the issuance of convertible notes	—	9,419
Total	10,660	30,441

13. Restructuring

During the three months ended March 31, 2026, the Company initiated certain restructuring activities, including the announced exit of operations in certain countries. These decisions reflected the Company’s continued focus on the geographies where the Company believes it can offer the best products and build for long-term success. Exiting operations in these countries was substantially completed as of March 31, 2026.

For the three months ended March 31, 2026, the Company recorded $48 million in restructuring charges in connection with the restructuring activities, consisting of employee termination costs, and other costs related to the closure of operations in certain countries. These expenses are included in restructuring charges in the Company's condensed consolidated statements of operations, and unpaid amounts are included in accrued expenses and other current liabilities on its condensed consolidated balance sheets. The Company expects that most cash payments and expenses related to the restructuring activities will be substantially completed by the end of 2026.

The following table summarizes the components of, and changes in, the accrued restructuring charges for the three months ended March 31, 2026 (in millions):

	Employee termination costs	Other related costs	Total
Balance as of January 1, 2026	$ —	$ —	$ —
Restructuring charges incurred during the quarter	33	15	48
Cash payments	(7)	(5)	(12)
Non-cash adjustments	(3)	(7)	(10)
Balance as of March 31, 2026	$ 23	$ 3	$ 26

For the three months ended March 31, 2025, there were $1 million in restructuring charges from certain restructuring activities. As of March 31, 2025, the liabilities related to these restructuring activities were immaterial.

14. Segment Reporting

The Company's Chief Executive Officer is the Company's Chief Operating Decision Maker ("CODM"). The CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance by comparing forecasted to actual monthly financial performance. As such, the Company has determined that it operates in one reportable segment. The significant segment expenses regularly provided to the CODM was as follows (in millions):

	Three Months Ended March 31,	
	2025	2026
Revenue	$ 3,032	$ 4,036
Less:		
Depreciation and amortization	152	269
Stock-based compensation	235	231
Cost of revenue*	1,467	1,957
Sales and marketing*	560	723
Research and development*	190	285
General and administrative*	272	375
Restructuring charges*	1	45
Total costs and expenses	2,877	3,885
Income from operations	155	151
Interest income, net	49	34
Other income (expense), net	(6)	6
Income before income taxes	198	191
Provision for income taxes	6	8
Net income including redeemable non-controlling interests	192	183
Net loss attributable to redeemable non-controlling interests	(1)	(1)
Net income (loss) attributable to DoorDash, Inc. common stockholders	$ 193	$ 184

**Exclusive of stock-based compensation and depreciation and amortization shown separately.*

15. Subsequent Events

In April 2026, the Company repurchased an additional 283 thousand shares of its Class A common stock at a weighted average price of $149.09 per share for a total amount of approximately $43 million. The shares were retired immediately upon repurchase.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025. This discussion contains forward-looking statements that are based on current plans, expectations, and beliefs that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including, but not limited to, those identified below and those discussed in the section titled “Risk Factors” and other sections of this Quarterly Report on Form 10-Q. Our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Overview

DoorDash, Inc. is incorporated in Delaware with headquarters in San Francisco, California. Our mission is to grow and empower local economies. We aim to do this by providing services that reduce friction in local commerce and help merchants better connect with consumers in their communities.

Our primary offerings include the DoorDash Marketplace, the Wolt Marketplace, and the Deliveroo Marketplace (together, our "Marketplaces"), and our Commerce Platform. Our Marketplaces operate in over 40 countries and provide an integrated suite of services that help merchants establish an online presence, connect with consumers in their communities, and solve mission-critical challenges, such as customer acquisition, demand generation, order fulfillment, merchandising, payment processing, and customer support. We also offer advertising as a value-added service through our Marketplaces to help merchants and consumer packaged goods companies increase consumer engagement and drive incremental revenue.

Our Marketplaces seek to attract and retain consumers based primarily on the selection, convenience, quality, affordability, and service we provide. Our Marketplaces also offer our consumer membership programs, DashPass, Wolt+, and Deliveroo Plus, which aim to lower transactional friction by reducing the delivery and service fees we charge, while providing additional membership benefits.

In addition to our Marketplaces, we offer our Commerce Platform, which is a suite of services that help empower merchants to build, operate, and grow their businesses on their own channels. Within our Commerce Platform, we offer white-label delivery fulfillment services ("Drive") as well as services that help merchants establish online ordering, build branded mobile apps, manage reservations and in-store dining, manage consumer relationships, enable tableside order and pay, and improve customer support.

Financial and Operational Highlights

We use the below financial and operational metrics to help us evaluate our business, identify trends affecting our business, formulate business plans, and make strategic decisions. As we grow our business and expand our offerings, our success and the financial performance of our business will be dependent upon many factors. These factors include, but are not limited to, those highlighted in this Quarterly Report on Form 10-Q, as well as the success of our growth strategies and the timing and size of investments and expenditures that we choose to undertake, such as our recent and continued investment in our non-U.S. operations, in our global technology platform, and to increase system capacity for Dashers and in support of longer distance and higher effort deliveries. Certain of these and other factors may not be within our control.

	Three Months Ended March 31,	
(in millions, except percentages)	**2025**	**2026**
Total Orders	732	933
Total Orders Y/Y growth	18 %	27 %
Marketplace GOV	$ 23,076	$ 31,604
Marketplace GOV Y/Y growth	20 %	37 %
Revenue	$ 3,032	$ 4,036
Revenue Y/Y growth	21 %	33 %
Net Revenue Margin	13.1 %	12.8 %
GAAP gross profit	$ 1,478	$ 1,944
GAAP gross profit as a % of Marketplace GOV	6.4 %	6.2 %
Contribution Profit(1)	$ 1,020	$ 1,380
Contribution Profit as a % of Marketplace GOV	4.4 %	4.4 %
GAAP net income attributable to DoorDash, Inc. common stockholders	$ 193	$ 184
GAAP net income attributable to DoorDash, Inc. common stockholders as a % of Marketplace GOV	0.8 %	0.6 %
Adjusted EBITDA(1)	$ 590	$ 754
Adjusted EBITDA as a % of Marketplace GOV	2.6 %	2.4 %
Weighted-average diluted shares outstanding	436	442

(1) Contribution Profit and Adjusted EBITDA are non-GAAP financial measures. For more information regarding our use of these measures and reconciliations to the most directly comparable financial measures calculated in accordance with GAAP, see the section titled “Non-GAAP Financial Measures."

Total Orders. We define Total Orders as all orders completed through our Marketplaces and Commerce Platform over the period of measurement.

In the first quarter of 2026, Total Orders increased to 933 million, or 27% growth compared to the same quarter of 2025. The increase in Total Orders was driven primarily by growth in the number of consumers and the acquisition of Deliveroo plc ("Deliveroo").

Marketplace GOV. We define Marketplace GOV as the total dollar value of orders completed on our Marketplaces, including taxes, tips[2], and any applicable consumer fees, including membership fees related to DashPass, Wolt+, and Deliveroo Plus. Marketplace GOV does not include the dollar value of orders, taxes and tips, or fees charged to merchants for orders fulfilled through our Commerce Platform.

In the first quarter of 2026, Marketplace GOV increased to $31.6 billion, or 37% growth compared to the same quarter of 2025, driven primarily by growth in Total Orders.

Net Revenue Margin. We define Net Revenue Margin as revenue expressed as a percentage of Marketplace GOV.

In the first quarter of 2026, Net Revenue Margin decreased to 12.8% from 13.1% in the same quarter of 2025, primarily due to decreases in fees charged to consumers as a percentage of Marketplace GOV and the acquisition of Deliveroo, partially offset by increased contribution from advertising revenue, as well as reductions in credits and refunds, each as a percentage of Marketplace GOV.

Contribution Profit. We define Contribution Profit as our gross profit less sales and marketing expense plus (i) depreciation and amortization expense related to cost of revenue, (ii) stock-based compensation expense and certain payroll tax expense included in cost of revenue and sales and marketing expenses, (iii) allocated overhead included in cost of revenue and sales and marketing expenses, and (iv) inventory write-off related to restructuring. Gross profit is defined as revenue less (i) cost of revenue, exclusive of depreciation and amortization and (ii) depreciation and amortization related to cost of revenue.

[2] Dashers receive 100% of tips

We use Contribution Profit to evaluate our operating performance and trends. We believe that Contribution Profit is a useful indicator of the economic impact of orders fulfilled through DoorDash as it takes into account the direct expenses associated with generating and fulfilling orders.

In the first quarter of 2026, Contribution Profit increased to $1.4 billion, compared to $1.0 billion in the same quarter of 2025, driven primarily by growth in revenue, partially offset by increases in cost of revenue and sales and marketing expenses.

Adjusted EBITDA. We define Adjusted EBITDA as net income (loss) attributable to DoorDash, Inc. common stockholders, adjusted to include net income (loss) attributable to redeemable non-controlling interests, and exclude (i) certain legal, tax, and regulatory settlements, reserves, and expenses, (ii) loss on disposal of property and equipment, (iii) transaction-related costs (primarily consists of acquisition, integration, and investment related costs), (iv) impairment expenses, (v) restructuring charges, (vi) inventory write-off related to restructuring, (vii) provision for (benefit from) income taxes, (viii) interest income, net, (ix) other (income) expense, net, (x) stock-based compensation expense and certain payroll tax expense, and (xi) depreciation and amortization expense.

Adjusted EBITDA is a performance measure that we use to assess our operating performance and the operating leverage in our business.

In the first quarter of 2026, Adjusted EBITDA increased to $754 million from $590 million in the same quarter of 2025, driven primarily by growth in Contribution Profit, partially offset by increases in adjusted research and development expense and adjusted general and administrative expense.

Free Cash Flow. We define Free Cash Flow as cash flows from operating activities less purchases of property and equipment and capitalized software and website development costs.

In the first quarter of 2026, we generated net cash provided by operating activities of $594 million and Free Cash Flow of $420 million, down from $635 million and $494 million, respectively, in the same quarter of 2025. Among other factors, Free Cash Flow in the first quarter of 2026 was negatively impacted by timing of working capital.

Results of Operations

The following table summarizes our historical condensed consolidated statements of operations data:

(in millions)	Three Months Ended March 31, 2025	2026
Revenue	$ 3,032	$ 4,036
Costs and expenses:[1]		
Cost of revenue, exclusive of depreciation and amortization shown separately below	1,500	1,992
Sales and marketing	586	746
Research and development	306	398
General and administrative	332	432
Depreciation and amortization[2]	152	269
Restructuring charges	1	48
Total costs and expenses	2,877	3,885
Income from operations	155	151
Interest income, net	49	34
Other income (expense), net	(6)	6
Income before income taxes	198	191
Provision for income taxes	6	8
Net income including redeemable non-controlling interests	192	183
Less: net loss attributable to redeemable non-controlling interests	(1)	(1)
Net income attributable to DoorDash, Inc. common stockholders	$ 193	$ 184

(1) Costs and expenses included stock-based compensation expense as follows:

(in millions)	Three Months Ended March 31, 2025	2026
Cost of revenue, exclusive of depreciation and amortization	$ 33	$ 35
Sales and marketing	26	23
Research and development	116	113
General and administrative	60	57
Restructuring charges	—	3
Total stock-based compensation expense	$ 235	$ 231

(2) Depreciation and amortization related to the following:

(in millions)	Three Months Ended March 31, 2025	2026
Cost of revenue	$ 54	$ 100
Sales and marketing	28	80
Research and development	65	81
General and administrative	5	8
Total depreciation and amortization	$ 152	$ 269

The following table sets forth the components of our condensed consolidated statements of operations data as a percentage of revenue:

	Three Months Ended March 31,	
	2025	2026
Revenue	100 %	100 %
Costs and expenses:		
Cost of revenue, exclusive of depreciation and amortization shown separately below	50 %	49 %
Sales and marketing	19 %	18 %
Research and development	10 %	10 %
General and administrative	11 %	11 %
Depreciation and amortization	5 %	7 %
Restructuring charges	— %	1 %
Total costs and expenses	95 %	96 %
Income from operations	5 %	4 %
Interest income, net	2 %	1 %
Other income (expense), net	— %	— %
Income before income taxes	7 %	5 %
Provision for income taxes	— %	— %
Net income including redeemable non-controlling interests	7 %	5 %
Less: net loss attributable to redeemable non-controlling interests	— %	— %
Net income attributable to DoorDash, Inc. common stockholders	7 %	5 %

Comparison of the Three Months Ended March 31, 2025 and 2026

Revenue

We generate a substantial majority of our revenue from orders completed through our Marketplaces and the related commissions charged to partner merchants and fees charged to consumers. Commissions from partner merchants are based on an agreed-upon rate applied to the total dollar value of goods ordered in exchange for using our Marketplaces to sell the partner merchants' products. Fees from consumers are for the use of our Marketplaces and to arrange for delivery services. Our revenue reflects commissions charged to partner merchants and fees charged to consumers less (i) Dasher payout and (ii) refunds, credits, and promotions, which includes certain discounts and incentives provided to consumers.

We also generate revenue from membership fees paid by consumers for DashPass, Wolt+, and Deliveroo Plus, and our advertising products, which are recognized as part of our Marketplaces revenue.

In addition, we generate revenue from other sources, including our Commerce Platform. Drive generates the majority of revenue within our Commerce Platform. We generate revenue from Drive by collecting per-order fees from merchants to arrange for delivery services that fulfill demand generated through their own channels.

	Three Months Ended March 31,		
(in millions, except percentages)	2025	2026	% Change
Revenue	$ 3,032	$ 4,036	33 %

Revenue increased by $1.0 billion, or 33%, during the first quarter of 2026, compared to the same quarter of 2025. The increase was primarily driven by a 37% increase in Marketplace GOV. During the first quarter of 2026, Marketplace GOV grew at a faster rate than revenue during the same period primarily due to decreases in fees charged to consumers as a percentage of Marketplace GOV and the acquisition of Deliveroo, partially offset by increased contribution from advertising revenue, as well as reductions in credits and refunds, each as a percentage of Marketplace GOV.

Cost of Revenue, Exclusive of Depreciation and Amortization

Cost of revenue primarily consists of (i) order management costs, which include payment processing charges, net of rebates issued from payment processors, costs associated with cancelled orders, insurance expenses, costs related to placing orders with non-partner merchants, and costs related to first party product sales, for which we take control of inventory, (ii) platform costs, which include costs for onboarding merchants and Dashers, costs for providing support for consumers, merchants, and Dashers, and technology platform infrastructure costs, and (iii) personnel costs, which include personnel-related compensation expenses related to our local operations, support, and other teams, and allocated overhead. Personnel-related compensation expenses primarily include salary, bonus, benefits, and stock-based compensation expense. Allocated overhead is determined based on an allocation of certain shared costs, such as facilities (including rent and utilities) and information technology costs, among all departments based on employee headcount.

	Three Months Ended March 31,		
(in millions, except percentages)	**2025**	**2026**	**% Change**
Cost of revenue, exclusive of depreciation and amortization	$ 1,500	$ 1,992	33 %

Cost of revenue, exclusive of depreciation and amortization, increased by $492 million, or 33%, for the first quarter of 2026, compared to the same quarter of 2025. The increase was primarily attributable to an increase of $313 million in order management costs and an increase of $117 million in platform costs, both driven primarily by growth in Total Orders.

Sales and Marketing

Sales and marketing expenses primarily consist of advertising and other ancillary expenses related to merchant, consumer, and Dasher acquisition, including certain consumer referral credits and Dasher referral fees paid to the referrers to the extent they represent fair value of acquiring a new consumer or a new Dasher, brand marketing expenses, personnel-related compensation expenses for sales and marketing employees, and commissions expense including amortization of deferred contract costs, as well as allocated overhead.

	Three Months Ended March 31,		
(in millions, except percentages)	**2025**	**2026**	**% Change**
Sales and marketing	$ 586	$ 746	27 %

Sales and marketing expenses increased by $160 million, or 27%, for the first quarter of 2026, compared to the same quarter of 2025. The increase was primarily driven by an increase of $85 million in advertising expenses and an increase of $69 million in personnel-related compensation expenses.

Research and Development

Research and development expenses primarily consist of personnel-related compensation expenses related to data analytics and the design of, product development of, and improvements to our platform, as well as expenses associated with the licensing of third-party software and allocated overhead.

	Three Months Ended March 31,		
(in millions, except percentages)	**2025**	**2026**	**% Change**
Research and development	$ 306	$ 398	30 %

Research and development expenses increased by $92 million, or 30%, for the first quarter of 2026, compared to the same quarter of 2025. The increase was primarily driven by an increase of $106 million in personnel-related compensation expenses and an increase of $38 million in third-party software expenses, partially offset by an increase in capitalized software and website development costs of $59 million.

General and Administrative

General and administrative expenses primarily consist of legal, tax, and regulatory expenses, which include litigation settlement expenses and sales and indirect taxes; personnel-related compensation expenses related to administrative employees, which include finance and accounting, human resources and legal; chargebacks associated with fraudulent credit card transactions; professional services fees; transaction-related costs; impairment expenses; bad debt expense; and allocated overhead.

	Three Months Ended March 31,		
(in millions, except percentages)	2025	2026	% Change
General and administrative	$ 332	$ 432	30 %

General and administrative expenses increased by $100 million, or 30%, for the first quarter of 2026, compared to the same quarter of 2025. The increase was primarily driven by an increase of $54 million in personnel-related compensation expenses and an increase of $33 million in legal, tax, and regulatory expenses.

Depreciation and Amortization

Depreciation and amortization expenses primarily consist of depreciation and amortization expenses associated with our property and equipment and intangible assets. Depreciation primarily includes expenses associated with equipment for merchants, computer equipment and software, office equipment, and leasehold improvements. Amortization includes expenses associated with our capitalized software and website development costs, as well as acquired intangible assets.

	Three Months Ended March 31,		
(in millions, except percentages)	2025	2026	% Change
Depreciation and amortization	$ 152	$269	77 %

Depreciation and amortization expenses increased by $117 million, or 77%, for the first quarter of 2026, compared to the same quarter of 2025. The increase was primarily driven by an increase of $83 million in amortization expense for acquired intangible assets and an increase of $25 million in amortization expense related to capitalized software and website development costs.

Restructuring Charges

Restructuring charges primarily consist of employee termination costs and other costs related to the closures of operations in certain countries, in each case, associated with restructuring activities.

	Three Months Ended March 31,		
(in millions, except percentages)	2025	2026	% Change
Restructuring charges	$ 1	$ 48	*

**Percentage not meaningful*

Restructuring charges increased by $47 million for the first quarter of 2026, compared to the same quarter of 2025. The increase was primarily driven by employee termination costs and other costs related to the closure of operations in certain countries as part of restructuring activities announced in the first quarter of 2026.

Interest Income, Net

Interest income, net primarily consists of interest earned on our cash, cash equivalents, and investments, net of interest costs.

	Three Months Ended March 31,		
(in millions, except percentages)	2025	2026	% Change
Interest income, net	$ 49	$ 34	(31)%

Interest income, net decreased by $15 million, or 31%, for the first quarter of 2026, compared to the same quarter of 2025. The decrease was primarily driven by decreases in investment balances and average interest rates.

Other Income (Expense), Net

Other income (expense), net primarily consists of adjustments to non-marketable equity securities, including impairment, as well as gains and losses from transactions denominated in a currency other than the functional currency.

	Three Months Ended March 31,		
(in millions, except percentages)	**2025**	**2026**	**% Change**
Other income (expense), net	$ (6)	$ 6	*

**Percentage not meaningful*

Other income (expense), net was not material in the periods presented.

Provision for Income Taxes

We are subject to income taxes in the U.S. and foreign jurisdictions in which we do business. Foreign jurisdictions have different statutory tax rates than those in the U.S. Additionally, certain of our foreign earnings may also be taxable in the U.S.

Accordingly, our effective tax rate is subject to significant variation due to several factors, including variability in our pre-tax and taxable income and loss and the mix of jurisdictions to which they relate, changes in our stock price, intercompany transactions, changes in how we do business, acquisitions, investments, tax audit developments, changes in our deferred tax assets and liabilities and their valuation, foreign currency gains and losses, changes in statutes, regulations, case law, administrative practices, principles, and interpretations related to tax, including changes to the global tax framework, competition, and other laws and accounting rules in various jurisdictions, and relative changes of expenses or losses for which tax benefits are not recognized. Additionally, the impact of discrete items and non-deductible expenses varies depending on the amount of pre-tax income or loss.

We have a valuation allowance for our net deferred tax assets in the U.S., the U.K., and Finland. We expect to maintain these valuation allowances until it becomes more-likely-than-not that the benefit of our deferred tax assets will be realized by way of expected future taxable income in the U.S., the U.K., and Finland.

	Three Months Ended March 31,		
(in millions, except percentages)	**2025**	**2026**	**% Change**
Provision for income taxes	$ 6	$ 8	*

**Percentage not meaningful*

The provision for income taxes for the first quarter of 2026 was primarily attributable to pre-tax book income resulting in state and foreign income tax expenses. The provision for income taxes for the same quarter of 2025 was primarily attributable to pre-tax book income in the U.S. resulting in federal and state income taxes, offset by losses generated in non-U.S. jurisdictions for which a tax benefit can be realized.

For additional information, see Note 11 - "Income Taxes" included in Part I, Item 1, "Notes to Condensed Consolidated Financial Statements" of this Quarterly Report on Form 10-Q.

Non-GAAP Financial Measures

We use adjusted cost of revenue, adjusted sales and marketing expense, adjusted research and development expense, adjusted general and administrative expense, Contribution Profit, Contribution Margin, Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, and Free Cash Flow in conjunction with GAAP measures as part of our overall assessment of our performance, including the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies and to communicate with our board of directors concerning our business and financial performance. We believe that these non-GAAP financial measures provide useful information to investors about our business and financial performance, enhance their overall understanding of our past performance and future prospects, and allow for greater transparency with respect to metrics used by our management in their financial and operational decision making. We are presenting these non-GAAP financial measures to assist investors in seeing our business and financial performance through the eyes of management, and because we believe that these non-GAAP financial measures provide an additional tool for investors to use in comparing results of operations of our business over multiple periods and with other companies in our industry.

Our definitions may differ from the definitions used by other companies and therefore comparability may be limited. In addition, other companies may not publish these or similar metrics. Further, these metrics have certain limitations in that they do not include the impact of certain expenses that are reflected in our condensed consolidated statements of operations. Thus, our adjusted cost of revenue, adjusted sales and marketing expense, adjusted research and development expense, adjusted general and administrative expense, Contribution Profit, Contribution Margin, Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, and Free Cash Flow should be considered in addition to, not as substitutes for, or in isolation from, measures prepared in accordance with GAAP.

We compensate for these limitations by providing a reconciliation of adjusted cost of revenue, adjusted sales and marketing expense, adjusted research and development expense, adjusted general and administrative expense, Contribution Profit, Contribution Margin, Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, and Free Cash Flow to their respective related GAAP financial measures. We encourage investors and others to review our business, results of operations, and financial information in its entirety, not to rely on any single financial measure, and to view adjusted cost of revenue, adjusted sales and marketing expense, adjusted research and development expense, adjusted general and administrative expense, Contribution Profit, Contribution Margin, Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, and Free Cash Flow in conjunction with their respective related GAAP financial measures.

Adjusted Cost of Revenue

We define adjusted cost of revenue as cost of revenue, exclusive of depreciation and amortization, excluding stock-based compensation expense and certain payroll tax expense, allocated overhead, and inventory write-off related to restructuring. We exclude stock-based compensation as it is non-cash in nature and we exclude allocated overhead as it is generally a fixed cost and is not directly impacted by Total Orders. We believe excluding such expenses provides a better period-to-period comparison of the core operating performance of our business.

The following table provides a reconciliation of cost of revenue, exclusive of depreciation and amortization, to adjusted cost of revenue:

	Three Months Ended March 31,	
(in millions)	**2025**	**2026**
Cost of revenue, exclusive of depreciation and amortization	$ 1,500	$ 1,992
Adjusted to exclude the following:		
Stock-based compensation expense and certain payroll tax expense	(34)	(35)
Allocated overhead	(8)	(16)
Adjusted cost of revenue	$ 1,458	$ 1,941

Adjusted Sales and Marketing Expense

We define adjusted sales and marketing expense as sales and marketing expenses excluding stock-based compensation expense and certain payroll tax expense and allocated overhead. We exclude stock-based compensation as it is non-cash in nature and we exclude allocated overhead as it is generally a fixed cost and is not directly impacted by Total Orders. We believe excluding such expenses provides a better period-to-period comparison of the core operating performance of our business.

The following table provides a reconciliation of sales and marketing expense to adjusted sales and marketing expense:

	Three Months Ended March 31,	
(in millions)	**2025**	**2026**
Sales and marketing	$ 586	$ 746
Adjusted to exclude the following:		
Stock-based compensation expense and certain payroll tax expense	(26)	(23)
Allocated overhead	(6)	(8)
Adjusted sales and marketing	$ 554	$ 715

Adjusted Research and Development Expense

We define adjusted research and development expense as research and development expenses excluding stock-based compensation expense and certain payroll tax expense and allocated overhead. We exclude stock-based compensation as it is non-cash in nature and we exclude allocated overhead as it is generally a fixed cost and is not directly impacted by Total Orders. We believe excluding such expenses provides a better period-to-period comparison of the core operating performance of our business.

The following table provides a reconciliation of research and development expense to adjusted research and development expense:

	Three Months Ended March 31,	
(in millions)	**2025**	**2026**
Research and development	$ 306	$ 398
Adjusted to exclude the following:		
Stock-based compensation expense and certain payroll tax expense	(116)	(113)
Allocated overhead	(6)	(8)
Adjusted research and development	$ 184	$ 277

Adjusted General and Administrative Expense

We define adjusted general and administrative expense as general and administrative expenses excluding stock-based compensation expense and certain payroll tax expense, certain legal, tax, and regulatory settlements, reserves, and expenses, transaction-related costs (primarily consists of acquisition, integration, and investment related costs), impairment expenses, and including allocated overhead from cost of revenue, sales and marketing, and research and development. We exclude stock-based compensation as it is non-cash in nature and we exclude certain legal, tax, and regulatory settlements, reserves, and expenses, transaction-related costs, as well as impairment expenses, as these costs are not indicative of our operating performance. We believe excluding such expenses provides a better period-to-period comparison of the core operating performance of our business.

The following table provides a reconciliation of general and administrative expense to adjusted general and administrative expense:

	Three Months Ended March 31,	
(in millions)	**2025**	**2026**
General and administrative	$ 332	$ 432
Adjusted to exclude the following:		
Stock-based compensation expense and certain payroll tax expense	(61)	(57)
Certain legal, tax, and regulatory settlements, reserves, and expenses[1]	(29)	(45)
Transaction-related costs	(9)	(13)
Office lease impairment expenses	(7)	—
Allocated overhead from cost of revenue, sales and marketing, and research and development	20	32
Adjusted general and administrative	$ 246	$ 349

(1) We exclude certain costs and expenses from our calculation of adjusted general and administrative expense because management believes that these costs and expenses are not indicative of our core operating performance, do not reflect the underlying economics of our business, and are not necessary to operate our business. These excluded costs and expenses consist of (i) certain legal costs primarily related to worker classification matters, and our historical Dasher pay model and pay practices, (ii) reserves and settlements or other resolutions for or related to the collection of sales, indirect, and other taxes that we do not expect to incur on a recurring basis, and (iii) expenses related to supporting various policy matters, including those related to worker classification, other labor law matters, and price controls. We believe it is appropriate to exclude the foregoing matters from our calculation of adjusted general and administrative expense because (1) the timing and magnitude of such expenses are unpredictable and thus not part of management's budgeting or forecasting process, and (2) with respect to worker classification matters, management currently expects such expenses will not be material to our results of operations over the long term as a result of increasing legislative and regulatory certainty in this area, including as a result of Proposition 22 in California and similar legislation.

Contribution Profit

We use Contribution Profit to evaluate our operating performance and trends. We believe that Contribution Profit is a useful indicator of the economic impact of orders fulfilled through DoorDash as it takes into account the direct expenses associated with generating and fulfilling orders. It is not a financial measure of total company profitability and it is neither intended to be used as a proxy for total company profitability nor imply profitability for our business. We define Contribution Profit as our gross profit less sales and marketing expense plus (i) depreciation and amortization expense related to cost of revenue, (ii) stock-based compensation expense and certain payroll tax expense included in cost of revenue and sales and marketing expenses, (iii) allocated overhead included in cost of revenue and sales and marketing expenses, and (iv) inventory write-off related to restructuring. We define gross margin as gross profit as a percentage of revenue for the same period and we define Contribution Margin as Contribution Profit as a percentage of revenue for the same period.

Gross profit is the most directly comparable financial measure to Contribution Profit. The following table provides a reconciliation of gross profit to Contribution Profit:

	Three Months Ended March 31,	
(in millions, except percentages)	**2025**	**2026**
Revenue	$ 3,032	$ 4,036
Less: Cost of revenue, exclusive of depreciation and amortization	(1,500)	(1,992)
Less: Depreciation and amortization related to cost of revenue	(54)	(100)
Gross profit	$ 1,478	$ 1,944
Gross Margin	*48.7 %*	*48.2 %*
Less: Sales and marketing	$ (586)	$ (746)
Add: Depreciation and amortization related to cost of revenue	54	100
Add: Stock-based compensation expense and certain payroll tax expense included in cost of revenue and sales and marketing	60	58
Add: Allocated overhead included in cost of revenue and sales and marketing	14	24
Contribution Profit	$ 1,020	$ 1,380
Contribution Margin	*33.6 %*	*34.2 %*

Adjusted Gross Profit

We define Adjusted Gross Profit as gross profit plus (i) depreciation and amortization expense related to cost of revenue, (ii) stock-based compensation expense and certain payroll tax expense included in cost of revenue, (iii) allocated overhead included in cost of revenue, and (iv) inventory write-off related to restructuring. Gross profit is defined as revenue less (i) cost of revenue, exclusive of depreciation and amortization and (ii) depreciation and amortization related to cost of revenue. Adjusted Gross Margin is defined as Adjusted Gross Profit as a percentage of revenue for the same period.

The following table provides a reconciliation of gross profit to Adjusted Gross Profit:

	Three Months Ended March 31,	
(in millions, except percentages)	**2025**	**2026**
Gross profit	$ 1,478	$ 1,944
Add: Depreciation and amortization related to cost of revenue	54	100
Add: Stock-based compensation expense and certain payroll tax expense included in cost of revenue	34	35
Add: Allocated overhead included in cost of revenue	8	16
Adjusted Gross Profit	$ 1,574	$ 2,095
Adjusted Gross Margin	*51.9 %*	*51.9 %*

Adjusted EBITDA

Adjusted EBITDA is a measure that we use to assess our operating performance and the operating leverage in our business. We define Adjusted EBITDA as net income (loss) attributable to DoorDash, Inc. common stockholders, adjusted to include net income (loss) attributable to redeemable non-controlling interests and exclude (i) certain legal, tax, and regulatory settlements, reserves, and expenses, (ii) loss on disposal of property and equipment, (iii) transaction-related costs (primarily consists of acquisition, integration, and investment related costs), (iv) impairment expenses, (v) restructuring charges, (vi) inventory write-off related to restructuring, (vii) provision for (benefit from) income taxes, (viii) interest income, net, (ix) other (income) expense, net, (x) stock-based compensation expense and certain payroll tax expense, and (xi) depreciation and amortization expense.

The following table provides a reconciliation of net income (loss) attributable to DoorDash, Inc. common stockholders to Adjusted EBITDA, and a reconciliation of net income (loss) including redeemable non-controlling interests to Adjusted EBITDA:

	Three Months Ended March 31,	
(in millions)	**2025**	**2026**
Net income attributable to DoorDash, Inc. common stockholders	$ 193	$ 184
Add: Net loss attributable to redeemable non-controlling interests	(1)	(1)
Net income including redeemable non-controlling interests	$ 192	$ 183
Certain legal, tax, and regulatory settlements, reserves, and expenses[1]	29	45
Transaction-related costs	9	13
Office lease impairment expenses	7	—
Restructuring charges	1	48
Provision for income taxes	6	8
Interest income, net	(49)	(34)
Other income (expense), net	6	(6)
Stock-based compensation expense and certain payroll tax expense[2]	237	228
Depreciation and amortization expense	152	269
Adjusted EBITDA	$ 590	$ 754

(1) We exclude certain costs and expenses from our calculation of Adjusted EBITDA because management believes that these costs and expenses are not indicative of our core operating performance, do not reflect the underlying economics of our business, and are not necessary to operate our business. These excluded costs and expenses consist of (i) certain legal costs primarily related to worker classification matters, and our historical Dasher pay model and pay practices, (ii) reserves and settlements or other resolutions for or related to the collection of sales, indirect, and other taxes that we do not expect to incur on a recurring basis, and (iii) expenses related to supporting various policy matters, including those related to worker classification, other labor law matters, and price controls. We believe it is appropriate to exclude the foregoing matters from our calculation of Adjusted EBITDA because (1) the timing and magnitude of such expenses are unpredictable and thus not part of management's budgeting or forecasting process, and (2) with respect to worker classification matters, management currently expects such expenses will not be material to our results of operations over the long term as a result of increasing legislative and regulatory certainty in this area, including as a result of Proposition 22 in California and similar legislation.

(2) Excludes stock-based compensation related to restructuring, which is included in restructuring charges in the table above.

Free Cash Flow

We define Free Cash Flow as cash flows from operating activities less purchases of property and equipment and capitalized software and website development costs.

The following table provides a reconciliation of net cash provided by operating activities to Free Cash Flow:

	Three Months Ended March 31,	
(in millions)	**2025**	**2026**
Net cash provided by operating activities	$ 635	$ 594
Purchases of property and equipment	(74)	(57)
Capitalized software and website development costs	(67)	(117)
Free Cash Flow	$ 494	$ 420
Net cash used in investing activities	$ (160)	$ (98)
Net cash provided by (used in) financing activities	$ 3	$ (173)

Credit Facility

On November 19, 2019, we entered into a revolving credit and guaranty agreement with certain lenders, which, as most recently amended and restated on April 26, 2024, provides for an $800 million unsecured revolving credit facility maturing on April 26, 2029, with a sublimit for the issuance of letters of credit in an aggregate face amount of up to $600 million. As of March 31, 2026, we were in compliance with the covenants under the revolving credit and guaranty agreement. As amended and restated, the credit agreement contains customary affirmative covenants, as well as customary negative covenants that restrict our ability and our subsidiaries’ ability to, among other things, incur subsidiary indebtedness, grant liens, declare cash dividends or make certain other distributions, repurchase stock, merge or consolidate with other companies or sell substantially all of our and our subsidiaries' assets, taken as a whole, make investments and loans, and engage in certain transactions with affiliates. The Company must also maintain compliance with a maximum senior net leverage ratio, measured quarterly, determined in accordance with the terms of the credit agreement. As of December 31, 2025 and March 31, 2026, no revolving loans were outstanding and $61 million and $42 million of letters of credit were issued under our revolving credit facility, respectively.

Liquidity and Capital Resources

As of March 31, 2026, our principal sources of liquidity were cash, cash equivalents, and investments of $6.4 billion, which consisted of cash and cash equivalents of $4.6 billion, short-term investments of $958 million, and long-term investments of $849 million. Additionally, funds held at payment processors of $605 million represent cash due from our payment processors for cleared transactions with merchants and consumers, as well as funds remitted to payment processors for Dasher payout. Cash and cash equivalents consisted of cash on deposit with banks as well as institutional money market funds, U.S. Treasury securities, and time deposits. Investments consisted of certificates of deposit, commercial paper, corporate bonds, U.S. government agency securities, U.S. Treasury securities, and mutual funds.

We have generated significant operating losses from our operations as reflected in our accumulated deficit of $4.3 billion as of March 31, 2026. We have historically funded our operations from cash from operations as well as the issuance of equity securities, including in our initial public offering in December 2020. We have also completed debt financings, such as our past issuance of $2.75 billion aggregate principal amount of 0% Convertible Senior Notes due 2030 (the “2030 Notes”) in May 2025. We intend to use the net proceeds from the 2030 Notes for general corporate purposes. For additional information regarding the 2030 Notes, see Note 8 - "Convertible Notes, Net" included in Part I, Item 1, "Notes to Condensed Consolidated Financial Statements" of this Quarterly Report on Form 10-Q.

To execute on our strategic initiatives to continue to grow our business, we may incur operating losses and generate negative cash flows from operations in the future, and as a result, we may require additional capital resources. We believe our existing cash, cash equivalents, and investments, along with the available borrowings under our revolving credit facility, will be sufficient to meet our working capital and capital expenditures needs for at least the next 12 months and beyond.

In February 2025, we announced the authorization of a share repurchase program for the repurchase of shares of our Class A common stock in an aggregate amount of up to $5.0 billion, which is inclusive of the remaining share repurchase authority of $876 million under the share repurchase program that we previously announced in February 2024. Repurchases may be made from time to time through open market purchases or through privately negotiated transactions subject to market conditions, applicable legal requirements, and other relevant factors. Open market repurchases may be structured to occur in accordance with the requirements of Rule 10b-18 of the Exchange Act. We have entered into, and may, from time to time, enter into, Rule 10b5-1 plans to facilitate repurchases of our Class A common stock under this authorization. We may or may not repurchase any portion of the total authorized amount, and the timing and actual number of shares repurchased may depend on a variety of factors, including price, general business and market conditions, and alternative investment opportunities. As of March 31, 2026, $4.8 billion remained available under the repurchase authorization.

Our future capital requirements will depend on many factors, including, but not limited to, our growth, our ability to attract and retain merchants, consumers, and Dashers that utilize our platform, the continuing market acceptance of our offerings, the timing and extent of spending to support our efforts to develop our platform, the expansion of sales and marketing activities, the timing and extent of spending for policy and worker classification initiatives, and the occurrence of certain conditions triggering the 2030 Notes' conversion feature or our repurchase of some or all of the 2030 Notes. Unless earlier repurchased, redeemed or converted, the 2030 Notes will mature on May 15, 2030. Before November 15, 2029, noteholders will have the right to convert the 2030 Notes only upon the occurrence of certain events. From and after November 15, 2029, noteholders may convert their 2030 Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. We will have the right to elect to settle conversions either in cash or in a combination of cash and shares of our Class A common stock, provided that, at least the principal amount of the 2030 Notes being converted will be paid in cash, which could adversely affect our liquidity. Further, we have in the past entered into, and may in the future enter into, arrangements to acquire or invest in businesses, products, services, and technologies. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, financial condition, and results of operations could be adversely affected.

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

	Three Months Ended March 31,	
(in millions)	2025	2026
Net cash provided by operating activities	$ 635	$ 594
Net cash used in investing activities	(160)	(98)
Net cash provided by (used in) financing activities	3	(173)
Foreign currency effect on cash and cash equivalents, and restricted cash and cash equivalents	15	(22)
Net increase in cash and cash equivalents, and restricted cash and cash equivalents	$ 493	$ 301

Operating Activities

Cash provided by operating activities was $594 million for the first quarter of 2026. This consisted of net income including redeemable non-controlling interests of $183 million, adjusted for non-cash stock-based compensation expense of $231 million, non-cash depreciation and amortization expense of $269 million, non-cash reduction of operating lease right-of-use assets and accretion of operating lease liabilities of $35 million, amortization of deferred contract costs of $21 million, and other net non-cash expenses of $15 million, partially offset by $7 million of adjustments to non-marketable equity securities, including impairment, net, as well as $153 million net outflows from changes in operating assets and liabilities primarily driven by changes in accounts payable and other assets, partially offset by a decrease in accounts receivable, net.

Cash provided by operating activities was $635 million for the first quarter of 2025. This consisted of net income including redeemable non-controlling interests of $192 million, adjusted for non-cash stock-based compensation expense of $235 million, non-cash depreciation and amortization expense of $152 million, non-cash reduction of operating lease right-of-use assets and accretion of operating lease liabilities of $26 million, non-cash office lease impairment expenses of $7 million, and other net non-cash expenses of $18 million, as well as $5 million net inflows from changes in operating assets and liabilities primarily driven by a decrease in funds held at payment processors, partially offset by an increase in other assets.

Investing Activities

Cash used in investing activities was $98 million for the first quarter of 2026, which consisted of cash paid for acquisitions, net of cash acquired, of $30 million, purchases of investments of $292 million, purchases of property and equipment of $57 million, cash outflows for capitalized software and website development costs of $117 million, and purchases of non-marketable equity securities of $55 million, partially offset by proceeds from maturities and sales of marketable securities of $445 million and other investing activities of $8 million.

Cash used in investing activities was $160 million for the first quarter of 2025, which consisted of purchases of marketable securities of $425 million, purchases of property and equipment of $74 million, cash outflows for capitalized software and website development costs of $67 million, and cash paid for acquisition, net of cash acquired, of $27 million, partially offset by proceeds from maturities and sales of marketable securities of $433 million.

Financing Activities

Cash used in financing activities was $173 million for the first quarter of 2026, which primarily consisted of repurchases of our Class A common stock of $162 million and payments of acquisition-related deferred cash consideration of $11 million.

Cash provided by financing activities was $3 million for the first quarter of 2025, which consisted of proceeds from exercise of stock options.

Critical Accounting Estimates

Our condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q are prepared in accordance with GAAP. The preparation of condensed consolidated financial statements in accordance with GAAP requires us to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements, as well as the reported amounts of revenue and expenses during the period presented. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from our estimates. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations, and cash flows could be affected.

There have been no material changes to our critical accounting estimates as described in our Annual Report on Form 10-K for the year ended December 31, 2025.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks in connection with our business, which primarily relate to fluctuations in interest rates and foreign exchange risks.

Interest Rate Fluctuation Risk

Our investment portfolio primarily consists of short-term fixed income securities, including government and investment-grade debt securities and money market funds. These securities are classified as available-for-sale and, consequently, are recorded on the condensed consolidated balance sheets at fair value with unrealized gains or losses, net of tax reported as a separate component of stockholders' equity within accumulated other comprehensive income (loss). Our investment policy and strategy are focused on the preservation of capital and supporting our liquidity requirements. We do not enter into investments for trading or speculative purposes.

Based on our investment portfolio balance as of March 31, 2026, a hypothetical 100 basis point increase in interest rates would not have materially affected our condensed consolidated financial statements. We currently do not hedge these interest rate exposures.

Equity Price Risk

Our non-marketable equity investments consist of investments in privately-held companies that we hold for purposes other than trading. These investments are inherently risky because there is no established market for these securities and the markets for the technologies or products these companies are developing are typically in the early stages and may never materialize. As such, we could lose our entire investment in these companies, and we believe that determining the impact of market sensitivities on these investments is not practicable.

The aggregate carrying value of our non-marketable equity investments was $123 million as of March 31, 2026. Adjustments or impairments are recorded in other income (expense), net in the condensed consolidated statements of operations and establish a new carrying value for the investment.

Foreign Currency Exchange Risk

Transaction Exposure

We transact business globally and have international revenue, as well as costs, denominated in multiple currencies, primarily the Euro, Pounds Sterling, Canadian dollars, Israeli shekel, and Australian dollars. This exposes us to the risk of fluctuations in foreign currency exchange rates. Accordingly, changes in exchange rates are reflected in reported income and loss from our international businesses included in our condensed consolidated statements of operations. A continued strengthening of the U.S. dollar would therefore reduce reported revenue and expenses from our international businesses included in our condensed consolidated statements of operations.

We have experienced and will continue to experience fluctuations in our net income or loss as a result of transaction gains or losses related to revaluing and ultimately settling certain asset and liability balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. Foreign currency gains and losses were immaterial for the three months ended March 31, 2026. Based on our foreign currency exposures from monetary assets and liabilities as of March 31, 2026, we estimated that a 10% change in exchange rates against the U.S. dollar would not have resulted in a material gain or loss.

Translation Exposure

We are also exposed to foreign exchange rate fluctuations as we translate the financial statements of our non-U.S. subsidiaries into U.S. dollars in consolidation. If there is a change in foreign currency exchange rates, the translation adjustments resulting from the conversion of the financial statements of our non-U.S. subsidiaries into U.S. dollars would result in a gain or loss recorded as a component of accumulated other comprehensive income (loss) which is part of stockholders' equity.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer (together, our "certifying officers"), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our certifying officers have concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of March 31, 2026.

Changes in Internal Control

We are in the process of integrating SevenRooms and Deliveroo into our overall internal control over financial reporting process. As a result of these integration activities, certain controls will be evaluated and may be changed. There were otherwise no changes in our internal control over financial reporting during the quarter ended March 31, 2026 that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our management, including our certifying officers, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Due to inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Part II – OTHER INFORMATION

Item 1. Legal Proceedings

We are currently involved in, and may in the future be involved in, legal proceedings, claims, regulatory inquiries, audits, and governmental investigations (collectively, “Legal Proceedings”) in the ordinary course of business, including suits by merchants, consumers, Dashers, or other third parties (individually or as class actions).

The outcomes of our Legal Proceedings are inherently unpredictable and subject to significant uncertainties. When we determine that we have meritorious defenses to any claims asserted, we defend ourselves vigorously; however, we also consider settlement of disputes when, in management’s judgment, it is in the best interests of both DoorDash and its shareholders to do so. For some matters for which a material loss is reasonably possible, an estimate of the amount of loss or range of losses is not possible nor are we able to estimate the loss or range of losses that could potentially result from the application of nonmonetary remedies. Until the final resolution of Legal Proceedings, there may be an exposure to a material loss in excess of the amount recorded or non-monetary damages.

Except as set forth below, we are not, and have not been within the past 12 months, party to any material administrative, legal, or arbitration proceeding that may have or have had a significant effect on the financial position or profitability of DoorDash, and we are not aware of any such proceedings being pending or threatened.

Independent contractor classification matters

We have in the past been, are currently, and may in the future be subject to claims, lawsuits, arbitration proceedings, administrative actions, government investigations, and other legal and regulatory proceedings at the federal, state, and municipal levels challenging the classification of Dashers on our platform as independent contractors, and claims that, by the alleged misclassification, we have violated various labor and other laws that would apply to delivery employees. Laws and regulations that govern the status and classification of independent contractors are subject to change and divergent interpretations by various authorities, which can create uncertainty and unpredictability for us.

We are currently involved in putative class actions, representative actions, such as those brought under California Labor Code Private Attorneys General Act (“PAGA”), and individual claims, both in court as well as arbitration, and other matters challenging the classification of Dashers on our platform as independent contractors. Various other Dashers have challenged or threatened to challenge, and may challenge in the future, their classification on our platform as an independent contractor under U.S. federal and state and international law, seeking monetary, injunctive, or other relief. We are currently involved in a number of such actions filed by individual Dashers, with many additional claims threatened, including those brought in, or compelled pursuant to our independent contractor agreement to, individual arbitration.

We believe that we have meritorious defenses and intend to dispute the allegations of wrongdoing and defend ourselves vigorously in these matters. Legal Proceedings related to these matters can have an adverse impact on us because of defense and settlement costs individually and in the aggregate, diversion of management resources, and other factors.

Consumer protection and other actions

We have in the past been, are currently, and may in the future be involved in other Legal Proceedings in the ordinary course of business, including class action lawsuits and actions brought by government authorities, alleging violations of consumer protection laws, competition laws, data protection laws, civil rights laws, and other laws. In addition, we have been subject to Legal Proceedings related to representations regarding tips paid to Dashers and our former DoorDash Dasher pay model. We dispute any allegations of wrongdoing and intend to continue to defend ourselves vigorously in these matters.

Intellectual property matters

We have in the past been, are currently, and may in the future be involved in Legal Proceedings related to alleged infringement of patents and other intellectual property and, in the ordinary course of business, we receive correspondence from other purported holders of patents and other intellectual property offering to license such property or asserting infringement of such property. We dispute any allegation of wrongdoing and intend to defend ourselves vigorously in these matters.

Regulatory and administrative investigations, audits, demands, and inquiries

We have in the past been, are currently, and may in the future be the subject of regulatory and administrative investigations, audits, demands, and inquiries conducted by federal, state, or local governmental agencies concerning our business practices, the classification and compensation of Dashers, DoorDash Dasher pay models and pay practices, compliance with consumer protection laws, privacy, cybersecurity, tax issues, unemployment insurance, workers' compensation insurance, and other matters. For example, we are currently under audit by the Employment Development Department of the State of California (the "CA EDD") for payroll tax liabilities. In January 2023, the CA EDD issued a negative assessment in connection with such audit. We believe that we have meritorious defenses to the CA EDD's assessment, and intend to vigorously appeal this assessment. However, the ultimate resolution of the audit is uncertain and, accordingly, we have recorded an accrual for this matter within accrued expenses and other current liabilities on the condensed consolidated balance sheets as of March 31, 2026. We are currently the subject of government investigations, audits, demands, and inquiries in other jurisdictions as well, and we may in the future settle, or record accruals with respect to, such matters. Further, the results of investigations, audits, demands, and inquiries and related governmental action are inherently unpredictable and, as such, there is always the risk of an investigation, audit, demand, or inquiry having a material impact on our business, financial condition, and results of operations, particularly in the event that an investigation, audit, or inquiry results in a lawsuit or unfavorable regulatory enforcement or other action. Regardless of the outcome, these matters can have an adverse impact on us in light of the costs associated with cooperating with, or defending against, such matters, and the diversion of management resources, and other factors.

Personal injury matters

We have in the past been, are currently, and may in the future be involved in Legal Proceedings where various parties may claim that we are liable for damages related to accidents or other incidents involving Dashers who have been active on our platform. We are currently named as a defendant in a number of matters related to accidents or other incidents involving Dashers that utilize our platform. In many of these matters, we believe we have meritorious defenses, dispute the allegations of wrongdoing, and intend to defend ourselves vigorously. There is no pending or threatened legal proceeding that has arisen from these accidents or incidents that individually, in our opinion, is likely to have a material impact on our business, financial condition, or results of operations; however, results of litigation and claims are inherently unpredictable and legal proceedings related to such accidents or incidents, in the aggregate, could have a material impact on our business, financial condition, and results of operations. Regardless of the outcome, these matters can have an adverse impact on us because of defense and settlement costs individually and in the aggregate, the diversion of management resources, and other factors.

Item 1A. Risk Factors

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our condensed consolidated financial statements and related notes, before making a decision to invest in our Class A common stock. Our business, financial condition, results of operations, or prospects could also be harmed by risks and uncertainties not currently known to us or that we currently do not believe are material. If any of the risks actually occur, our business, financial condition, results of operations, and prospects could be adversely affected. In that event, the market price of our Class A common stock could decline, and you could lose all or part of your investment.

Risk Factors Summary

Our business is subject to numerous risks and uncertainties, including those outside of our control, that could cause our actual results to be harmed. These risks include the following:

- We expect our results of operations to fluctuate on a quarterly and annual basis due to a number of factors, which may make it difficult to predict our future performance;
- We have a history of net losses, we anticipate increasing expenses in the future, and we may not be able to consistently maintain or increase profitability in the future;
- Our business may not continue to grow on pace with historical rates;
- We face intense competition and if we are unable to compete effectively, our business, financial condition, and results of operations could be adversely affected;
- If we fail to retain our existing merchants and consumers or acquire new merchants and consumers in a cost-effective manner, our revenue, revenue growth, and margins may decrease and our business, financial condition, and results of operations could be adversely affected;
- If we fail to cost-effectively attract and retain Dashers or to increase the use of our platform by existing Dashers, our business, financial condition, and results of operations could be adversely affected;
- We rely on merchants on our platform for many aspects of our business, and to the extent they fail to adequately maintain their service levels or materially increase the prices they charge consumers on our platform, our business could be adversely affected;
- Systems failures and resulting interruptions in the availability of our websites, mobile applications, technology infrastructure, or platform could adversely affect our business, financial condition, and results of operations;
- If we are unable to make acquisitions and investments, or successfully integrate acquisitions into our business, our business, financial condition, and results of operations could be adversely affected;
- Our international operations and any future international expansion will subject us to additional costs and risks and our plans may not be successful;
- We have been subject to cybersecurity incidents in the past and anticipate being the target of future attacks. Any actual or perceived cybersecurity incident or security or privacy breach, particularly those involving our key systems, data, or critical third-party providers, could interrupt our operations, subject us to claims, litigation, regulatory investigations and liability, and adversely affect our reputation, brand, business, financial condition, and results of operations;
- The impact of adverse economic conditions and other trends, including the resulting effects on consumer spending and merchant operations, may adversely affect our business, financial condition, and results of operations;
- If Dashers that utilize our platform as independent contractors are reclassified as employees under U.S. federal or state law, or the laws of other jurisdictions in which we operate, it could have an adverse effect that is material to our business, financial condition, and results of operations;
- We are subject to various claims, lawsuits, investigations, and proceedings, and face potential liability, expenses, and harm to our business as a result;
- Our business is subject to a variety of laws and regulations globally, many of which are unsettled and still developing, and any of which could subject us to legal claims, increased costs, operational burdens, or otherwise adversely affect our business, financial condition, or results of operations;

- The multi-class structure of our common stock and the voting agreement and irrevocable proxy (the "Voting Agreement"), between Tony Xu, Andy Fang, and Stanley Tang (our "Co-Founders"), has the effect of concentrating voting power with Tony Xu, our co-founder, Chief Executive Officer, and Chair of our board of directors, which will limit your ability to influence the outcome of matters submitted to our stockholders for approval; and
- The trading price of our Class A common stock may be volatile, and you could lose all or part of your investment.

Risks Related to Our Business and Operations

We expect our results of operations to fluctuate on a quarterly and annual basis due to a number of factors, which may make it difficult to predict our future performance.

Since launching in 2013, we have expanded our platform features and services, expanded into new categories, changed our pricing methodologies, and entered new geographies. As a result of these expansions and changes, as well as a variety of factors that may be out of our control, such as the macroeconomic and regulatory environment, our results of operations have, and we expect that they will continue to, vary from quarter to quarter and year to year. As a result, comparing our results of operations on a period-to-period basis may not be meaningful. In addition to other risk factors described elsewhere in this “Risk Factors” section, factors that may contribute to the variability of our quarterly and annual results include:

- our ability to attract and retain merchants, consumers, and Dashers in a cost-effective manner;
- our ability to successfully compete with current and future competitors;
- our ability to successfully expand and manage our business in existing markets and categories and successfully enter new markets and categories;
- the impact of acquired technologies and businesses and our ability to successfully integrate acquired technologies and businesses into our own;
- the mix among various aspects of our business, including our Marketplaces and Commerce Platform, our U.S. and non-U.S. operations, our restaurant and non-restaurant categories, and contributions to our overall business by new products and services, such as our membership products and our advertising products;
- the impact of worldwide economic conditions, and our ability to anticipate and respond to macroeconomic changes and changes in the jurisdictions in which we operate, including any resulting effect on consumer spending;
- the impact of weather and seasonality on our business, including the effect of academic calendars on college campuses and seasonal patterns in restaurant dining;
- our ability to maintain and enhance the value of our reputation and brand;
- the success of our sales and marketing efforts;
- the effects of changes in search engine placement and prominence;
- our ability to keep pace with technology changes in our industry and to adapt to rapidly evolving trends in the ways merchants and consumers interact with technology;
- our ability to develop and maintain a scalable, high-performance technology infrastructure that can efficiently and reliably handle increased usage, as well as the deployment and integration of new features, services, and technologies;
- costs associated with defending claims, including intellectual property infringement claims, and related judgments or settlements;
- our ability to hire, integrate, motivate, and retain talented technology, sales, customer service, and other personnel;
- our ability to effectively adapt to and manage the regulatory environment and new laws related to our business, including, but not limited to, regulations regarding the classification of and the rates that we pay Dashers that utilize our platform, regulations governing our terms and transparency with consumers, and regulations impacting the commission rates we charge to merchants;
- the impact of payment processor costs and procedures and any changes in the online payment transfer rate;
- changes in our tax rates or exposure to additional tax liabilities;

- the effectiveness of our internal control over financial reporting; and
- the effects of natural or human-made catastrophic events that may impact our business or have an impact on a more global scale.

As a result of the changes to, and expansion of, our business, as well as risks and challenges that are outside of our control, we may not be able to accurately forecast our revenue and plan our operating expenses, which may harm our ability to achieve or sustain profitability or meet our forecasted cash flows. In addition, if we fail to meet or exceed the expectations of analysts that cover us or our investors, the market price of our Class A common stock could fall substantially, and we could face costly lawsuits, including securities class action suits.

We have a history of net losses, we anticipate increasing expenses in the future, and we may not be able to consistently maintain or increase profitability in the future.

Prior to the year ended December 31, 2024, we incurred net losses in each year since our founding. We expect that our costs will increase over time and we expect to invest significant additional funds to grow our business. For example, we have expended and expect to continue to expend substantial financial and other resources on developing our business, including expanding our platform offerings, developing or acquiring new platform features and services, acquiring and integrating technologies and businesses, attracting and retaining merchants, consumers, and Dashers, expanding into new markets and categories, and increasing our sales and marketing efforts. These efforts may be more costly than we expect, may not result in sufficient increased revenue or growth in our business to offset such costs, and may come at the expense of, or in lieu of, pursuing other strategic initiatives with higher potential returns on investment. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving, maintaining, or increasing profitability on a consistent basis, which could also negatively impact our cash flow.

Our business may not continue to grow on pace with historical rates.

Our past revenue growth rate, growth in demand for our offerings, and financial performance may not be, and should not be relied upon as, indicative of our future performance. In particular, our revenue growth rate has fluctuated in prior periods, and it may continue to fluctuate over the short term and decline in the long term as the size of our business grows and as we achieve greater market adoption. We may also experience a declining revenue growth rate as a result of slowing demand for our platform, insufficient growth in the number of merchants, consumers, and Dashers that utilize our platform, increasing competition, a decrease in the growth of our overall market, our failure to capitalize on growth opportunities, increasing regulatory costs, or other reasons that may be identified in this "Risk Factors" section. If our growth rate declines, public perception of our business and the trading price of our Class A common stock could be adversely affected.

We face intense competition and if we are unable to compete effectively, our business, financial condition, and results of operations could be adversely affected.

The markets in which we operate are intensely competitive and characterized by shifting user preferences, fragmentation, and frequent introductions of new services and offerings. In particular, local food delivery logistics, the largest category of our business today, is fragmented and intensely competitive. Globally, we compete with other local on-demand delivery companies, such as Amazon, Uber Eats, Prosus, Delivery Hero, and other local incumbents. We also compete with merchants that have their own online ordering platforms, online ordering systems, merchants that own and operate their own delivery fleets, grocers and grocery delivery services, convenience stores and convenience store delivery services, and companies that provide merchant delivery services. In addition, we compete with traditional offline ordering channels, such as in-store dining, take-out offerings, telephone, and paper menus that merchants distribute to consumers. As we continue to expand to additional verticals, we may compete or come in closer competition with additional businesses with substantial resources, users, and brand power, including large e-commerce companies, large retailers, large grocery store chains and other large delivery service providers.

Our current and future competitors may enjoy competitive advantages such as greater name recognition, longer operating histories, market-specific knowledge, established relationships with local merchants and suppliers, larger existing user bases, more successful marketing capabilities, established geographic footprints and infrastructure, and substantially greater financial, technical, and other resources than we have. For example, with grocery delivery, we compete with established grocery chains that have strong bargaining power, established relationships with suppliers, and their own delivery fleets. Greater financial resources and product development capabilities may allow these competitors to respond more quickly and efficiently to new or emerging technologies and changes in merchant, consumer, and Dasher preferences that may render our platform less attractive or obsolete. If certain merchants choose to partner with our competitors in a specific geographic market, if merchants choose to engage exclusively with our competitors, or if merchants decide to not partner with us at all, we may lack a sufficient variety and supply of merchant options or lack access to the most popular merchants, such that our offering would become less appealing to consumers. Our competitors have completed in the past, and may complete in the future, acquisitions or establish cooperative or other strategic relationships among themselves or with others, including by integrating their services or membership products with the offerings of another company that provides expanded distribution. Our competitors have introduced in the past, and may introduce in the future, new offerings with competitive price and performance characteristics or undertake more aggressive marketing campaigns than ours. Such efforts may lead us to lose consumers or access to new consumers or require us to increase our marketing or promotional expenses or otherwise increase investment in our service in order to maintain our position with existing and new consumers.

Many of our competitors are well capitalized and may offer discounted services, lower merchant commission rates and consumer fees, greater incentives for merchants joining their platforms and independent contractors who provide delivery services, consumer discounts and promotions, innovative platforms and offerings, and alternative pay models, any of which may be more attractive than those that we offer. Such competitive pressures have led us, and may lead us in the future, to change our commission rates and fees or change our incentives, discounts, and promotions to remain competitive. Such efforts have negatively affected, and will likely continue to negatively affect, our financial performance, and there is no guarantee that such efforts will be successful. Local on-demand delivery services for food and the other areas in which we compete are nascent, and we cannot guarantee that they will stabilize at a competitive equilibrium that will allow us to maintain or increase profitability. Further, merchants could determine that it is in their best interests to develop their own platforms to offer online pickup and delivery rather than use our platform.

It is relatively easy to switch between offerings in our industry. Consumers have a propensity to shift based on cost, quality, and selection and could use more than one local commerce platform; independent contractors who provide delivery services could use multiple platforms concurrently as they attempt to maximize earnings; and merchants could prefer to use the local commerce platform that offers the lowest commission rates and adopt more than one platform to maximize their volume of orders. As we and our competitors introduce new offerings and as existing offerings evolve, we expect to become subject to additional competition. Our competitors may adopt certain of our platform features or may adopt innovations that merchants, consumers, or Dashers value more highly than ours, which would make our platform less attractive and more difficult to differentiate.

If we lose existing merchants, consumers, or Dashers that utilize our platform, fail to attract new merchants, consumers, or Dashers, or are forced to reduce our commission rate or make pricing or other concessions as a result of increased competition, our business, financial condition, and results of operations could be adversely affected.

If we fail to retain our existing merchants and consumers or acquire new merchants and consumers in a cost-effective manner, our revenue, revenue growth, and margins may decrease and our business, financial condition, and results of operations could be adversely affected.

We believe that growth of our business and revenue is dependent on our ability to cost-effectively grow our platform by retaining our existing merchants and consumers and adding new merchants and consumers. An increase in merchants attracts more consumers to our platform and an increase in consumers attracts more merchants. This network takes time to build and may grow slower than we expect or slower than it has grown in the past. If we fail to retain either our existing merchants, especially our most popular merchants and our national brand partners, or consumers, the value of our network would be diminished. We expect to continue to incur substantial expenses to acquire additional merchants and consumers with the possibility that the return on such investments will not be achieved in the expected timeframe or at all.

If merchants on our platform cease operations, temporarily or permanently, or face financial distress or other business disruption, we may not be able to provide consumers with sufficient merchant selection, which may cause us to lose consumers or cause consumers to use our services less frequently. This risk is particularly pronounced with restaurants, as each year a significant percentage of restaurants go out of business, and in markets where we have fewer merchants. Similarly, if we are unsuccessful in attracting and retaining popular merchants, if merchants enter into exclusive arrangements with our competitors, if we fail to negotiate satisfactory terms with merchants, or if we ineffectively manage our relationships with merchants, our business, financial condition, and results of operations could be adversely affected. Our standard agreements with partner merchants generally remain in effect until terminated by us or partner merchants, and partner merchants may generally terminate such agreements by providing us at least 7 or 30 days' advance notice. Changes to our business and to our relationships with some of our constituencies may also impact our ability to attract and retain other constituencies. For example, the increased growth of our membership products, and how compelling these offerings are to consumers, depends in part on our ability to sign up eligible merchants to our membership products. Additionally, many of our consumers initially access our platform to take advantage of certain promotions, such as discounts and other reduced fees. We strive to demonstrate the value of our platform and offerings to such consumers, encouraging them to access our platform regularly or become a paid user of our membership products. However, these consumers may never convert to a paid version of our membership products or access our platform after they take advantage of our promotions. If we are not able to expand our consumer base, convert our consumers to regular paying consumers, or increase the spending of our current consumer base on our platform, demand for our full-price or paid services and our revenue may grow slower than expected or decline.

If we fail to cost-effectively attract and retain Dashers or to increase the use of our platform by existing Dashers, our business, financial condition, and results of operations could be adversely affected.

Our continued growth depends in part on our ability to cost-effectively attract and retain Dashers who satisfy our screening criteria and procedures, and to increase the use of our platform by existing Dashers. Dashers have the ability to decline offers, stop using our platform entirely at any time, or choose to spend their earning hours on other opportunities outside of our platform. In addition, we may modify our logistics models from time to time and Dashers may or may not find such modifications useful or favorable. If we do not continue to provide Dashers with accessibility to and flexibility on our platform and compelling opportunities to earn income, we may fail to attract new Dashers, retain existing Dashers, or increase their use of our platform, or we may experience complaints, negative publicity, or work stoppages that could adversely affect our users and our business. Relatedly, if merchants and/or consumers choose to use competing offerings, we may lack sufficient opportunities for Dashers to earn, which may reduce the perceived utility of our platform and impact our ability to attract and retain Dashers. To attract and retain Dashers, we regularly invest in removing friction from the dashing process, offer monetary incentives and perquisites, and provide opportunities to quickly access Dasher earnings. We frequently test Dasher incentives with subsets of existing and potential Dashers; however, these incentives could fail to attract and retain Dashers, could fail to increase the use of our platform by existing Dashers, or could have unintended adverse consequences, including negative press, adverse reactions from existing and potential Dashers, and harm to our brand and reputation. Changes in, and variations in the interpretation of, certain laws and regulations, including immigration and labor and employment laws, or laws that require us to make changes to our platform that decrease or remove the accessibility or flexibility provided to Dashers in certain jurisdictions, may result in a decrease in the pool of Dashers, which may result in a decrease in the availability of local Dashers, increased competition for Dashers, or higher costs of recruitment and engagement. Other factors outside of our control may also reduce the number of Dashers that utilize our platform or the use of our platform by Dashers. If we fail to attract Dashers, retain existing Dashers on favorable terms, or maintain or increase the use of our platform by existing Dashers, we may not be able to meet the demands of merchants and consumers and our business, financial condition, and results of operations could be adversely affected.

We rely on merchants on our platform for many aspects of our business, and to the extent they fail to adequately maintain their service levels or materially increase the prices they charge consumers on our platform, our business could be adversely affected.

We rely on merchants on our platform to provide quality goods to our consumers at expected price points. If these merchants experience difficulty servicing consumer demand, producing quality goods, or meeting our requirements and standards, or price their goods on our platform at unreasonable rates, our reputation and brand could be damaged. An increase in merchant operating costs, whether due to inflation or otherwise, could cause merchants on our platform to raise prices, renegotiate commission rates, or cease operations, which could in turn adversely affect our revenue, operational costs, and efficiency. Further, some items on our platform are listed at higher prices relative to their in-store prices. This practice can negatively affect consumer perception of our platform and could result in a decline in consumers or order volume, or both, which could adversely affect our business, financial condition, and results of operations.

Systems failures and resulting interruptions in the availability of our websites, mobile applications, technology infrastructure, or platform could adversely affect our business, financial condition, and results of operations.

It is critical to our success that merchants, consumers, and Dashers be able to access our platform at all times and we expect to continue to make significant investments to maintain and improve the availability of our platform. Our systems, or those of third parties upon which we rely, may experience service interruptions or degradation or other performance problems because of hardware and software defects or malfunctions, distributed denial-of-service and other cybersecurity attacks, infrastructure changes, human error, natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks, or other events. Our systems also may be subject to break-ins, sabotage, theft, and intentional acts of vandalism, including by our own employees. It may become increasingly difficult and expensive to maintain and improve the performance of our systems and the availability of our platform, especially during peak usage times, as our operations grow and the usage of our platform increases. Some of our systems are not fully redundant and our disaster recovery planning may not be sufficient for all eventualities. Our business interruption insurance may not be sufficient to cover all of our losses that may result from interruptions in our service as a result of systems failures and similar events.

We have experienced and will likely continue to experience system interruptions, degradation, failures, and other events or conditions that interrupt the availability or reduce or affect the speed or functionality of our platform. These and similar events have resulted in losses in revenue in the past and in the future could result in significant losses of revenue, harm our brand and reputation, and adversely affect our ability to attract and retain merchants, consumers, and Dashers, including through users seeking other offerings during any periods of unavailability. Moreover, we have in the past voluntarily provided credits to consumers on our platform to compensate them for the inconvenience caused by a system failure or similar event, including for orders that are delivered late or orders that are cancelled by us or the merchant, and may voluntarily provide similar credits in the future. In addition, affected users could seek monetary recourse from us for their losses and such claims, even if unsuccessful, would likely be time-consuming and costly for us to address. Further, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. A prolonged interruption in the availability or reduction in the availability, speed, or other functionality of our platform could adversely affect our business and reputation and could result in the loss of users. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed, or continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, reputation, financial condition, and results of operations would be adversely affected.

If we are unable to make acquisitions and investments, or successfully integrate acquisitions into our business, our business, financial condition, and results of operations could be adversely affected.

As part of our business strategy, we will continue to consider a wide array of strategic transactions, including acquisitions of, and investments in, businesses, technologies, intellectual property, services, talent, and other assets and arrangements that may complement or otherwise grow our business. We have previously acquired and invested in, and continue to evaluate, targets that operate in relatively nascent markets and there is no assurance that such acquired businesses, or any investment or strategic transaction that we enter into, will be successfully integrated into our business, generate revenue, or achieve any expected benefits on a timely basis or at all.

Acquisitions and similar strategic transactions involve numerous risks, any of which could harm our business and negatively affect our financial condition and results of operations, including:

- intense competition for suitable acquisition and strategic transaction targets, which could increase prices and adversely affect our ability to consummate deals on favorable or acceptable terms;
- transaction-related lawsuits, claims, or other liabilities;
- difficulties associated with managing a larger, more complex, combined company;
- difficulties integrating and realizing the anticipated benefits of new business models, lines of business, and adjacent technologies from acquisitions into our operations;
- difficulties integrating the technologies and operations, including compensation structures, existing contracts, and personnel, of an acquired business;
- difficulties retaining, integrating, and motivating key employees or business partners of an acquired business, and difficulties retaining or motivating our existing key employees or business partners after an acquisition;
- difficulties retaining merchants, consumers, and Dashers, as applicable, of an acquired business;
- challenges integrating internal controls, procedures, and policies and accounting, finance, and forecasting practices of acquired businesses with our own, especially in the context of international businesses;
- challenges relating to the structure of an investment, such as governance, accountability, operations, expense sharing, and decision-making conflicts, that may arise in the context of a joint venture or other majority ownership investment;
- challenges with integrating the brand identity of an acquired company with our own;
- difficulties in operating a geographically dispersed organization, including as a result of different time zones, languages, and cultural, political, and business practices;
- currency, regulatory, geopolitical, and compliance risks associated with non-U.S. jurisdictions and entry into new jurisdictions and markets;

- diversion of financial and management resources from existing operations or alternative acquisition or investment opportunities;
- failure to realize the anticipated benefits or synergies of a transaction;
- failure to identify and/or sufficiently mitigate against the problems, liabilities, or other shortcomings or challenges of an investment or acquired business, technology, or asset, including issues related to intellectual property, regulatory compliance practices, labor, litigation, privacy, security vulnerabilities, trust and safety practices, brand management, revenue recognition or other accounting practices, or employee or user issues;
- the enactment of new laws or regulations that are adverse to an investment or acquired business, or impede our ability to achieve the expected benefits of such investments;
- regulatory challenges from antitrust or other regulatory authorities that may block, delay, or impose conditions on the completion of a transaction or the integration of an acquired business;
- additional stock-based compensation issued or assumed in connection with an acquisition or strategic transaction, which may in turn impact our stock price and results of operations;
- as a result of an acquisition, third parties we work with or the acquired business works with may delay or defer certain business decisions, seek to terminate, change, or renegotiate their relationships with us or the acquired business, or consider working with a competitor instead; and
- adverse market reaction to an acquisition.

In contrast to mergers and acquisitions, strategic investments inherently involve less control by us over the business operations of the investee, thereby potentially increasing the financial, legal, operational, regulatory, or compliance risks associated with the joint venture or strategic investment. In addition, we may be dependent on partners, controlling shareholders, management, or other persons or entities who control them and who may have business interests, strategies, or goals that are inconsistent or competitive with ours. Business decisions or other actions or omissions of the partners, controlling shareholders, management, or other persons or entities who control them may adversely affect the value of our investment, result in litigation or regulatory action against us, and may otherwise damage our reputation and brand. Our ability to sell, transfer, or otherwise realize value from our investments may be limited by applicable securities laws and regulations. Entry into certain transactions with non-U.S. entities now or in the future may be subject to government regulations, including review related to foreign direct investment by U.S. or non-U.S. government entities. If a transaction with a non-U.S. entity is subject to regulatory review, such regulatory review might limit our ability to enter into the desired strategic alliance and thus our ability to carry out our long-term business strategy. We can provide no assurance that our strategic investments will generate returns for our business, or that we will not lose our initial investment in whole or in part. For example, during the quarter ended December 31, 2023, we recorded an impairment of $101 million associated with non-marketable equity securities that we acquired in connection with strategic investments.

If we fail to address the foregoing risks or other problems encountered in connection with our past or future acquisitions and investments, our business, reputation, financial condition, and results of operations could be adversely affected.

Our international operations and any future international expansion will subject us to additional costs and risks and our plans may not be successful.

We have significant international operations, and we expect to continue to make significant investments in non-U.S. countries as part of our growth strategy. We currently operate in over 40 countries across the globe. Our operations outside of the United States require significant operating expenses and management attention in order to oversee operations over broad geographic areas with varying regulations, cultural norms, and customs, in addition to placing strain on our finance, analytics, compliance, legal, engineering, and operations teams. As a result of our international operations and our plans for investment in non-U.S. jurisdictions (both organically and inorganically), we have experienced, and expect to experience in the future, a number of risks, including:

- difficulties in recruiting and retaining talented and capable employees in non-U.S. countries and maintaining our company culture across our employee base;
- increased difficulty achieving profitability, operating leverage and scale as a result of continued expansion across jurisdictions rather than concentrated growth in fewer jurisdictions;
- an inability to attract and retain merchants, consumers, and Dashers or an inability to reach agreements with and retain third party service providers;

- competition from local incumbents or other industry participants that better understand the local area and culture, may market, invest, and operate more effectively, and may enjoy greater local affinity or awareness;
- differing demand dynamics and difficulty accurately predicting consumer preferences and purchasing habits, which may make our platform less successful;
- difficulty localizing, or an inability to localize, services for merchants, consumers, and Dashers in non-U.S. jurisdictions;
- difficulty complying with varying laws, regulatory standards or other requirements from applicable authorities across jurisdictions and obtaining any required government approvals, licenses, or other authorizations;
- increased financial accounting and reporting requirements and complexities, including with respect to revenue recognition and similar accounting principles;
- difficulties with communication and information sharing as a result of communication barriers, cultural norms and customs, the use of systems that have yet to be fully integrated, and differing legal, compliance, trust and safety, accounting, and financial standards, especially as it relates to compliance with laws, internal controls and processes, and financial reporting;
- adverse tax consequences, including the complexities of foreign value added and digital services tax laws, and restrictions on the repatriation of earnings;
- unique and varying terms and conditions and cultural norms in contract negotiations across jurisdictions;
- varying payment cycles and difficulties in enforcing contracts and collecting accounts receivable;
- varying levels of Internet and mobile technology adoption and infrastructure;
- foreign currency exchange restrictions or costs;
- operating in jurisdictions that do not protect intellectual property rights in the same manner or to the same extent as the United States; and
- public health concerns or emergencies.

If we are unable to manage these risks effectively, our international operations may not be successful and we may determine to exit operations or discontinue certain products or services in certain geographies, which could adversely affect our business, financial condition, and results of operations. In addition, international expansion may subject our business to broader economic, political, and other international risks, including economic volatility, security risks, and geopolitical conflicts, and may increase our risks in complying with various laws and standards, including with respect to anti-corruption, anti-bribery, export controls, and trade and economic sanctions, such as U.S. Office of Foreign Assets Control sanctions and similar European Union ("EU") sanctions. For example, our operations in jurisdictions that are in close proximity to Russia increase the difficulty in complying with trade and economic sanction regimes related to business with Russia.

Our pricing methodologies are impacted by a number of factors, and we may not ultimately be successful in attracting and retaining merchants, consumers, and Dashers.

Demand for our platform is highly sensitive to a range of factors, including the price of the goods delivered, the amount of compensation and gratuities required to attract and retain Dashers, incentives paid to Dashers, and the fees and commissions we charge merchants and consumers. Many factors, including operating costs, legal and regulatory requirements, constraints, or changes, and our current and future competitors' pricing and marketing strategies, could significantly affect our pricing strategies. For example, some jurisdictions in which we operate have established minimum earnings standards for certain delivery workers, including Dashers, and other types of regulation, and we expect other such measures may be enacted in the future. These minimum earnings standards and similar regulations have caused, and may in the future cause, us to increase the fees we charge to consumers and merchants.

Certain of our competitors offer, or may in the future offer, lower-priced or a broader range of offerings. Similarly, certain competitors may use marketing strategies that enable them to attract and retain new merchants, consumers, and Dashers at a lower cost than us. There is no assurance that we will not be forced, through competition, regulation, or otherwise, to reduce the price of delivery for consumers, increase the incentives we pay to Dashers that utilize our platform, further reduce the fees and commissions we charge merchants, or increase our marketing and other expenses to attract and retain merchants, consumers, and Dashers in response to competitive pressures. We have launched, and may in the future launch, new pricing strategies and initiatives, including Dasher or consumer loyalty programs, or modify existing pricing methodologies, the way in which fees, taxes, or similar items are presented on our platform, or our policies with respect to refunds and credits, any of which may not ultimately be successful in attracting and retaining merchants, consumers, or Dashers and which may result in lower commissions or fees, which could adversely affect our business, financial condition, and results of operations. Further, our consumers' price sensitivity may vary by geographic location, and as we expand, our business model and pricing methodologies may not be competitive in these locations. As a result, our continued international expansion may require us to change our operations and pricing strategies to adjust to different cultural norms, including with respect to consumer pricing and gratuities.

Our assessments about optimal pricing strategy may not be accurate and may not enable us to compete in the categories and regions in which we operate effectively. There may also be errors or defects in the technology we use to set our prices, which could result in underpricing or overpricing our services. In addition, as the products and services on our platform change, we may need to revise our pricing methodologies. Any such pricing assumptions, technological errors or defects in pricing, or changes to our pricing methodology could adversely affect demand for our platform, our brand and reputation, and results of operations.

We face certain risks associated with our pay models for Dashers.

Our pay models for Dashers have previously led, and may continue to lead, to negative publicity, lawsuits, arbitration demands, and government inquiries. For example, under a former pay model for Dashers in the United States, we would increase the amount paid to Dashers on a delivery in cases when a consumer left little or no tip. Although this additional pay was intended to help Dashers by making every delivery economically worthwhile, it also had the effect of causing some people to be under the misimpression that not all tips were being received by Dashers. In addition, government authorities have brought claims against us related to a former Dasher pay model and government authorities may bring similar claims in the future against our pay models.

We change our Dasher pay models, including changes to rate and fee structures, from time to time based on a variety of factors, including as a result of legal and regulatory changes and expansion into new categories and geographies. In particular, new or amended laws and regulations have required, and could in the future require, us to make changes to our Dasher pay models, or make other changes to our platform, that decrease the flexibility provided to Dashers in certain jurisdictions. These and other changes to our pay models have resulted in, and in the future may result in, negative publicity, including as a result of perceptions of complexity, inconsistency in earnings for Dashers, and lack of flexibility in the ways consumers can leave tips. Our current Dasher pay models, any changes made in response to new laws and regulations, and any future changes to our pay models or our ability to cost-effectively attract and retain Dashers, could result in an increase to the fees we charge to consumers, which in turn could affect our ability to attract and retain consumers, and could adversely affect our business, financial condition, and results of operations.

Further, while we maintain that Dashers that utilize our platform as independent contractors remain independent contractors, there is a risk that Dashers may be reclassified as employees under U.S. federal or state law or the laws of other jurisdictions in which we operate. A reclassification of such Dashers as employees could require us to revise our pricing methodologies and Dasher pay models to account for such a change to Dasher classification, and to make other internal adjustments to account for any transition of a subset of Dashers to employment positions, which could have an adverse effect that is material to our business, financial condition, and results of operations.

If we fail to manage our growth effectively, our brand, business, financial condition, and results of operations could be adversely affected.

Since 2013, we have experienced rapid growth in our employee headcount, the number of users on our platform, our geographic reach, and our operations, and we expect to continue to experience growth in the future. This growth has placed, and may continue to place, substantial demands on management and our operational and financial infrastructure.

We have made, and intend to continue making, substantial investments in our technology, customer service, and sales and marketing infrastructure. For example, we are in the process of developing a new global technology platform for product development and operations, which will require both direct and opportunity costs, but is expected to increase our pace of global product development, enhance developer productivity through AI-native tooling, and improve operational consistency globally. Our ability to manage our growth effectively and to integrate new employees, technologies, services, and acquisitions into our existing business will require us to continue to expand our operational and financial infrastructure, including the development of appropriate controls, in order to manage our business effectively and accurately report our results of operations; it will also require us to continue to effectively integrate, develop, and motivate a large number of new employees, while maintaining the beneficial aspects of our culture. In addition, our continued expansion into new verticals and geographies may also require us to adapt to different labor arrangements, including, but not limited to, engagement with works councils and potential negotiated agreements with labor unions, and may require us to adapt our employment and operational practices with respect to those new verticals and geographies. Continued growth could challenge our ability to develop and improve our operational, financial, and management controls, enhance our reporting systems and procedures, recruit, train, and retain highly skilled personnel, and maintain user satisfaction. If we do not manage the growth of our business and operations effectively, the quality of our platform and the efficiency of our operations could suffer, which could adversely affect our reputation and brand, business, financial condition, and results of operations.

Growth of our business will depend on a strong reputation and brand, and any failure to maintain, protect, and enhance our brand could hurt our ability to retain or expand our base of merchants, consumers, and Dashers and our ability to increase their level of engagement.

We believe that building a strong reputation and brand and continuing to increase the strength of the local network effects among the merchants, consumers, and Dashers that use our platform are critical to our ability to attract and retain all three constituencies and increase their engagement with our platform. Similarly, maintaining and enhancing our reputation and a cohesive brand will be particularly important for our continued growth both within and outside the United States. Successfully maintaining, protecting, and enhancing our reputation and brand and increasing the local network effects of our platform will depend on the success of our marketing efforts, our ability to provide consistent, high-quality services and support, and our ability to successfully secure, maintain, and defend our rights to use our trademarks, logos, and other important proprietary rights, as well as a number of other factors, many of which are outside our control. In particular, we believe that much of the growth in the number of merchants, consumers, and Dashers that utilize our platform is attributable to our paid marketing initiatives, which may become increasingly expensive and may not generate a meaningful return.

Our reputation, brand, and ability to build trust with merchants, consumers, and Dashers may be adversely affected by complaints and negative publicity about us, our platform, merchants, and Dashers that utilize our platform or our competitors' platforms, even if factually incorrect or based on isolated incidents. The effect of negative publicity could be exacerbated to the extent dissatisfaction with, or complaints concerning, us either originate or are rapidly disseminated via social media platforms and we are unable to stem, correct, or counter the messaging. Any such expressions of dissatisfaction or complaints, even if ultimately concluded to be unfounded or successfully resolved without direct adverse financial effects, could still harm our brand, reputation, and local network effects. Negative perception of our platform or company may result from a variety of circumstances, including:

- complaints or negative publicity about us, our business model, our platform, services, promotions, or items provided through our platform, including highly regulated products, Dashers, merchants, consumers, or our policies and guidelines or the application of such policies and guidelines, including with respect to Dasher pay and work authorization;
- order quality concerns, missing or incorrect items, inaccurate orders, or cancelled orders;
- illegal, negligent, reckless, or otherwise inappropriate behavior by users or third parties;
- food tampering or inappropriate or unsanitary food preparation, handling, or delivery;
- traffic accidents caused by, or involving, Dashers or any party associated with us or death or serious injury involving a Dasher or any party associated with us;
- a failure to offer consumers competitive pricing and delivery times;
- a failure to provide sustainable delivery and packaging options or incorporate sustainability practices more broadly into our business;
- actual or perceived disruptions to or defects in our platform or similar incidents, such as privacy or security breaches or other security incidents, site outages, payment disruptions, or other incidents that impact the reliability of our services;
- litigation over, or investigations by regulators into, our platform or operations;
- a failure to comply with legal, tax, privacy, and regulatory requirements, including violations of food information, consumer protection, and age verification regulations;
- changes to our practices with respect to collection and use of merchant, consumer, and Dasher data;
- a failure to operate our business in a way that is consistent with our values and mission;
- inadequate or unsatisfactory user support experiences;
- illegal or otherwise inappropriate behavior by our management team or other employees or contractors;

- a failure to register and prevent misappropriation of our trademarks;
- perception of our treatment of employees, merchants, consumers, and Dashers and our response to employee, merchant, consumer, and Dasher sentiment related to political or social causes or actions of management;
- perception of any key brands, influencers, or other third parties that we have partnered with or may partner with in the future;
- our operations in regions that are or become subject to geopolitical instability, conflict, or economic sanctions, and any negative consequences of such operations to us, merchants, consumers, or Dashers; or
- any of the foregoing with respect to our competitors, to the extent such resulting negative perception affects the public's perception of us or our industry as a whole.

For example, we have previously received negative media coverage related to the manner in which Dashers were compensated, in particular with respect to gratuities, concerns related to food tampering and general food safety and quality, and concerns regarding the safety of Dashers, consumers, and merchants using our platform, which has adversely affected our reputation and brand from time to time. If we do not successfully develop, protect, and enhance our reputation and brand and increase the local network effects of our platform, our business may not grow, and we may not be able to compete effectively.

We have been subject to cybersecurity incidents in the past and anticipate being the target of future attacks. Any actual or perceived cybersecurity incident or security or privacy breach, particularly those involving our key systems, data, or critical third-party providers, could interrupt our operations, subject us to claims, litigation, regulatory investigations and liability, and adversely affect our reputation, brand, business, financial condition, and results of operations.

Our business involves the collection, storage, transmission, and other processing of personal data and other sensitive and proprietary data of merchants, consumers, and Dashers. Additionally, we maintain sensitive and proprietary data relating to our business, including our own proprietary data and personal data relating to our employees. Cybersecurity incidents are increasing in severity and sophistication and can originate with external actors or with our employees and contractors, whether acting maliciously or by inadvertently providing access to an external party or having their credentials compromised by an external party. For example, in October 2025, we identified and disclosed a cybersecurity incident in which an employee was the target of a social engineering scheme that enabled an unauthorized third party to gain access to certain internal systems and obtain limited contact information relating to a mix of users, including merchants, consumers, and Dashers that use our platform. Although we determined that this incident did not have a material impact on our business, results of operations, or financial condition, it required us to devote significant time and resources to investigation, remediation, and notification, and underscores the ongoing risks posed by these and other schemes. Further, over the past several years, there has been and continues to be a heightened risk of cybersecurity incidents sponsored by state actors or state-affiliated actors. In addition to other vectors, cybersecurity incidents can originate on our vendors' systems, which can be leveraged to access our websites, platforms, and data, including personal data. We and our vendors have previously experienced security breaches, disruptions, and other incidents.

Our reliance on third-party vendors, contractors, and SaaS providers creates additional cybersecurity risks. Many of our critical business operations depend on external providers for hosting, cloud services, data analytics, customer support, and other key functions. If these third parties experience a cybersecurity incident, fail to implement adequate security measures, misconfigure their systems, or otherwise do not comply with our security, privacy, or contractual requirements, our systems and data could be exposed to unauthorized access, loss, or misuse, resulting in significant operational disruption, regulatory scrutiny, financial losses, or reputational harm.

Because techniques used to obtain unauthorized access to or to sabotage or exfiltrate data from information systems change frequently and may not be known until launched against us or our vendors, we and our vendors may be unable to anticipate or prevent these attacks, react in a timely manner, or implement adequate detective or preventive measures, and we and our vendors may face delays in our response to or remediation of breaches and other incidents. Unauthorized parties have in the past gained access, and may in the future gain access, to systems used in our business through various means. In addition, there have been, and we expect in the future will be additional, attempts to fraudulently induce our employees, merchants, consumers, Dashers, vendors, or others into disclosing user names, passwords, payment card information, or other sensitive information resulting in user account takeovers or the fraudulent transfer of funds to bad actors. These risks are heightened by the potential for misconfigurations, excessive or improperly managed access permissions, and other human errors in administering our systems and data. Even as we enhance training, access management, and monitoring, insider threats, including social-engineering attacks on personnel with elevated privileges or access to sensitive systems, remain a significant risk.

Although we take measures to enhance monitoring and protection of our systems and data, these and other measures will never fully protect our systems and data, and we cannot guarantee security in the future. Our IT and infrastructure may be vulnerable to viruses, phishing and other forms of social engineering, denial-of-service, credential stuffing, ransomware and other malware, insecure third-party libraries, application or network vulnerabilities, reliance on third-party vendors for patches, misconfigurations in cloud or SaaS environments, ineffective identity and access management practices, inadequate data discovery or deletion practices, employee error or malfeasance, and other sources of disruption or unauthorized access, and, as a result, unauthorized parties may be able to access our systems and data, including personal data and other sensitive and proprietary data, through our systems. Any actual or perceived breach or incident could interrupt our operations, harm our reputation, brand, and competitive position, result in our platform being unavailable, loss or improper access to, or unavailability of, data, fraudulent transfer of funds, regulatory investigations, proceedings, and significant legal, regulatory, and financial exposure. Any such actual or perceived breaches or incidents or any perception that our security measures are inadequate could also lead to loss of merchant, consumer, or Dasher confidence in, or decreased use of, our platform, any of which could adversely affect our business, financial condition, and results of operations. Further, any cybersecurity attacks or actual or perceived breaches or other incidents directed at, or suffered by, our competitors could reduce confidence in our industry as a whole and, as a result, reduce confidence in us.

Any actual or perceived breach or other security incident impacting any entities with which we share or disclose data (including, for example, our vendors) could have similar effects. Our ability to monitor our vendors' security measures and respond to any incidents impacting them is limited. There have been and may continue to be significant supply chain attacks, and we cannot guarantee that our or our vendors' systems have not been breached or that they do not contain exploitable defects, bugs, or vulnerabilities that could result in an incident, breach, or other disruption to, our or our vendors' systems.

Additionally, defending against claims or litigation based on any breach or incident, regardless of their merit, could be costly and divert management's attention. While we maintain cybersecurity insurance that may help provide coverage for these types of incidents and resulting claims, we cannot be certain that our insurance coverage will be adequate for liabilities incurred relating to any breach or incident, that insurance will continue to be available to us on commercially reasonable terms or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of any claim against us that exceeds available insurance coverage, or changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have an adverse effect on our reputation, brand, business, financial condition, and results of operations.

If the on-demand local commerce category does not continue to grow, or grows slower than we expect, our business, financial condition, and results of operations could be adversely affected.

The on-demand local commerce category has grown rapidly since we launched our platform in 2013, but it is uncertain to what extent the market for local commerce platforms will continue to grow. The markets for certain services we facilitate, in particular convenience, grocery, advertising, and certain other categories, are in earlier stages of development than our restaurant category, and it is uncertain whether demand for these services will continue to grow and achieve stable, widespread market acceptance. In addition, through both organic and inorganic growth, we have entered geographies where the development of the on-demand local commerce category is in different stages of market acceptance. Our success will depend to a substantial extent on the willingness of people to widely adopt on-demand local commerce platforms. If merchants and consumers do not embrace the transition to on-demand local commerce platforms as we expect, including as a result of concerns regarding safety, affordability, or for other reasons, whether as a result of incidents on our platform or on our competitors' platforms or otherwise, or instead adopt alternative solutions that may arise, then the market for our platform may not further develop or may develop slower than we expect, either of which could adversely affect our business, financial condition, and results of operations.

We are committed to the long-term success of our business, including by expanding our platform and enhancing the consumer experience, which may not maximize short-term financial results and may yield results that conflict with the market's expectations, which could result in our stock price being adversely affected.

We are committed to the long-term success of our business, including by expanding our platform and enhancing the consumer experience, which we believe will ultimately drive long-term shareholder value. However, expanding our platform and continually enhancing the consumer experience requires steady and significant investments, which may not necessarily maximize short-term financial results. We frequently make business decisions that may negatively impact our short-term financial results when we believe that the decisions are consistent with our goals to improve the consumer experience, which we believe will improve our financial results over the long term. For example, in 2025, we announced a multi-year initiative to develop a new global technology platform for product development and operations, which has and will continue to entail both direct and opportunity costs in the near term but, as work progresses, we expect will increase our pace of global product development, enhance developer productivity through AI-native tooling, and improve operational consistency across all of our geographies. These decisions may not be consistent with the short-term expectations of our stockholders, may take longer to implement and require more resources than initially anticipated, and may not produce the long-term benefits that we expect, in which case our growth, business, financial condition, and results of operations could be adversely affected.

Illegal, improper, or otherwise inappropriate activity of merchants, consumers, Dashers, or other third party service providers, whether or not occurring while using our platform, could expose us to liability and adversely affect our business, brand, financial condition, and results of operations.

Illegal, improper, or otherwise inappropriate activities by merchants, consumers, Dashers, or other third party service providers, including the activities of former consumers and Dashers or individuals who are impersonating consumers, merchants, Dashers, or other third party service providers, have occurred, and in the future may occur, which could adversely affect our brand, business, financial condition, and results of operations. These activities include food tampering, inappropriate or unsanitary food preparation, handling, or delivery, dangerous or unlawful vehicular operation, assault, battery, theft, and various types of fraud, identity theft, and other misconduct. Such activities have resulted in, and may in the future result in, physical injury, loss of life, property and financial damage for consumers, merchants, Dashers, and other third parties, business disruption, reputational and brand damage, or other significant liabilities for us.

We have in the past incurred, and may in the future incur, losses from various types of fraud, including use of stolen or fraudulent credit card, debit card, or bank account information, fraud with respect to background checks, fraud by employees or agents relating to payments or credits on our platform, exploitation of system bugs or vulnerabilities to circumvent payment requirements, account takeovers of merchant, consumer, or Dasher accounts by bad actors, other unauthorized uses of another person's identity, including account registration, and use of stolen or altered identification documents. For example, bad actors have created consumer, merchant, and Dasher accounts using stolen personal identifying information for illicit purposes. Among other things, this has caused ineligible individuals to be onboarded as Dashers and has also caused Form 1099s in the United States, and the equivalent in other countries with similar reporting obligations, to be incorrectly sent to individuals who are not performing services as Dashers. In addition, under current credit card practices, we may be liable for orders facilitated on our platform with fraudulent credit card data, even if the associated financial institution approved the credit card transaction.

While we have implemented various measures intended to anticipate, identify, and address the risk of these types of illegal, improper, or otherwise inappropriate activities of merchants, consumers, Dashers, and other third party service providers, these measures may not adequately address or prevent all such activity from occurring or scale efficiently with our business and such conduct could expose us to liability, including through litigation or regulatory action, or adversely affect our brand or reputation. At the same time, if the measures we have taken to guard against these illegal, improper, or otherwise inappropriate activities, such as our requirement that all Dashers undergo a background check where permitted by applicable law, are too restrictive and inadvertently prevent Dashers and consumers otherwise in good standing from using our platform, or if we are unable to implement and communicate these measures fairly and transparently or are perceived to have failed to do so, or if our competitors do not adopt similar measures, the growth of Dashers and consumers on our platform and their use of our platform could be adversely affected. Any negative publicity related to incidents involving illegal, improper, or otherwise inappropriate activities, or the measures we adopt to mitigate the risk of such incidents, whether such incidents occurred on our platform or on our competitors' platforms, could adversely affect our reputation and brand or public perception of our industry as a whole, which could negatively affect demand for platforms like ours, and potentially lead to increased regulatory or litigation exposure.

Our platform facilitates deliveries to consumers from non-partner merchants, and we face certain risks associated with these deliveries.

We aim to have a broad selection of merchants on our platform, which sometimes includes facilitating deliveries to consumers from non-partner merchants. Facilitating deliveries from non-partner merchants is generally less operationally efficient than doing so with partner merchants, as our platform is not integrated with non-partner merchants' systems. As a result, we generally experience higher operational expenses for each order and a higher likelihood of errors. The occurrence of any errors, delays with orders, or other problems associated with facilitating deliveries with non-partner merchants could create a negative perception of our platform and cause damage to our reputation and brand.

Some non-partner merchants may not want to be included on our platform and may request to be removed. There is a risk that non-partner merchants will bring legal claims against us relating to their inclusion on our platform. In addition, measures have been enacted in many U.S. jurisdictions that prohibit, among other things, on-demand local commerce platforms like ours from facilitating deliveries from restaurants without the restaurants' prior consent. While we have internal policies pursuant to which we do not add new non-partner restaurants for delivery on our platform in the United States, we may continue to add non-partner merchants in categories other than restaurants. We may also continue to revise and update our internal policies related to non-partner restaurants and other merchants. To the extent we are required or we choose to remove non-partner merchants for any reason, this may adversely affect our ability to provide a broad selection of merchants on our platform, attract and retain consumers and could directly and adversely affect our business, financial condition, and results of operations.

If we do not continue to innovate and further develop our platform, our platform developments do not perform, we do not successfully manage our platform strategy, or we are not able to keep pace with technological developments, we may not remain competitive and our business and results of operations could suffer.

Our success depends in part on our ability to continue to innovate and further develop our platform, including through enhancing our existing platform and introducing new products and services. New products or services that we develop may not be introduced in a timely or cost-effective manner, may contain errors or defects, or may not achieve the broad market acceptance necessary to generate sufficient revenue. Merchants, consumers, and Dashers may delay adoption and use of new products and services to permit them to make a more thorough evaluation of those products and services and to compare them against potentially competitive products in the market. Further, we may make changes to our platform and platform strategy that merchants, consumers, or Dashers do not find useful and we may discontinue certain products, services, or features that merchants, consumers, or Dashers have otherwise enjoyed. To the extent that discontinued products, services, or features remain subject to a current contract with the applicable third party, we may incur costs with respect to our determination to discontinue those products, services, or features. Failure to effectively manage our platform and platform strategy could lead to merchant, consumer, or Dasher dissatisfaction and contractual liabilities, which could adversely affect our business and operating results. If existing and new merchants and consumers do not perceive the delivery services provided by Dashers that utilize our platform to be reliable, safe, and affordable, or if we fail to offer new and relevant services and features on our platform, we may not be able to attract or retain merchants, consumers, or Dashers or to increase their use of our platform, any of which could adversely affect our business, financial condition, and results of operations.

Further, if competitors introduce new features, offerings, or technologies, or if new industry standards and practices or consumer trends emerge, our existing technology, services, websites, and mobile applications may become less popular or obsolete. For example, companies operating in different industries are developing and have begun implementing autonomous technologies, and we believe that they may use these technologies to compete with us in the delivery or logistics industries. Our competitors may develop and commercialize autonomous and drone delivery technologies at scale before we or our partners do. In the event that our competitors bring autonomous or drone delivery to market or scale those technologies before we do, or their technology is, or is perceived to be, superior to our or our partners' technology, they may be able to leverage such technology to compete more effectively with us, which could adversely affect our business, financial condition, and results of operations. Our future success could depend in large part on our ability to invest in, develop, and respond to technological advances and emerging industry standards and practices in a cost-effective and timely manner. Our implementation of autonomous technologies may take longer than initially anticipated and may require more upfront capital investment that may not generate return on investment. In addition, laws and regulations governing autonomous and drone technology are relatively nascent and rapidly evolving, and the scope and interpretation of these and related or similar laws, and whether they are applicable to us, are often uncertain. New or existing regulation in this area may impair our ability to deploy technology that we believe may allow our platform to operate more efficiently and effectively.

We have scaled our business rapidly and significant new platform features and services have in the past resulted in, and in the future may continue to result in, operational challenges affecting our business. Developing and launching enhancements to, and new services on, our platform, including our underlying technology infrastructure, may involve significant technical risks, the time and attention of our personnel, including management, key employees, and engineering resources allocated to specific projects, and meaningful upfront capital investments that may not generate return on investment. We may use new technologies ineffectively, or we may fail to adapt to emerging industry standards. If we face material delays in introducing new or enhanced platform features and services or updated technology infrastructure, or if our recently introduced offerings do not perform in accordance with our expectations, the merchants, consumers, and Dashers that utilize our platform may forgo the use of our services in favor of those of our competitors.

We face certain risks in connection with our self-operated convenience, grocery, and other retail businesses.

We face certain risks in connection with our self-operated convenience, grocery, and other retail businesses. To build and expand our self-operated businesses, we have made substantial investments, including in establishing and managing a reliable supply chain for in-store products, establishing supply-related contractual partnerships, leasing premises, hiring personnel, and rolling out relevant technologies and processes. The maintenance and expansion of our self-operated businesses, whether organic or inorganic, also requires significant investment, and there is no assurance that we will realize any of the anticipated benefits. In locations where we operate these facilities, we may not be able to generate a sufficient number of orders to cover our fixed costs and make such services viable and we may incur significant costs before we can determine the viability of these locations. Our self-operated retail locations also expose us to different regulatory requirements and risks than our Marketplaces and Commerce Platform, in particular with respect to food safety, permit and license requirements, and zoning restrictions, and certain other business risks, including inventory shrinkage and the impact of changing economic policy on the cost of resold goods. In some cases, we are also leveraging our self-operated retail locations to enable fulfillment services on behalf of third-party merchants, which has required, and is expected to continue requiring, additional investment and operational enhancements. Our expansion into convenience, grocery, and other retail categories, as well as into fulfillment services on behalf of third parties, may also result in the diversion of management's attention from other business opportunities as well as the diversion of resources from support functions, which could adversely affect our business, financial condition, and results of operations.

If we fail to maintain or improve the cost-effectiveness of our local commerce platform, our business, financial condition, and results of operations could be adversely affected.

Our ability to provide a cost-effective local commerce platform depends on a number of factors, including Dasher efficiency and Dasher pay. Dasher efficiency relies on the technology that powers our platform and while we continue to make significant investments to improve the efficiency and sophistication of our technology, including enhancements to demand prediction, forecasting food preparation times at merchants, and optimizing our routing and batching algorithms, there is no guarantee that such efforts will be successful and produce the gains in efficiency to our platform that we expect. Dasher pay is a major component of the cost of our business and subject to a number of risks, including changes to our Dasher pay models and changes in macroeconomic conditions. The cost-effectiveness of our platform would also be adversely affected if our operational and technological improvements do not reduce the number of defective orders and accordingly our cost of revenue and refunds and credits. If we are unable to maintain or improve the cost-effectiveness of our platform, including with respect to Dasher efficiency, Dasher pay, and defective orders, our business, financial condition, and results of operations could be adversely affected.

Any failure to offer high-quality support may harm our relationships with merchants, consumers, and Dashers and could adversely affect our business, financial condition, and results of operations.

Our ability to attract and retain merchants, consumers, and Dashers is dependent in part on our ability to provide high-quality support. Merchants, consumers, and Dashers depend on our support organization to resolve any issues relating to our platform. We rely on third parties to provide some support services and our ability to provide effective support is partially dependent on our ability to attract and retain third-party customer support providers who are qualified to support users of our platform and well versed in our platform. As we continue to grow our business and improve our offerings, we will face challenges related to providing high-quality support services at scale. Additionally, as we continue to grow our international business and the number of users not based in the U.S. on our platform, our support organization will face additional challenges, including those associated with delivering support in languages other than English and in ways consistent with the customs and dominant technologies used in the various geographies in which we operate. Any failure to maintain high-quality support, or a perception that we do not maintain high-quality support, could harm our reputation and adversely affect our ability to scale our platform and business, our financial condition, and results of operations.

We experience significant seasonal fluctuations in our financial results, which could cause our Class A common stock price to fluctuate.

Our business is highly dependent on consumer spending habits and Dasher behavior patterns, each of which have a significant impact on our growth and expenses. We experience changes in consumer activity over the course of the calendar year, although our rapid growth in historical periods has made, and may continue to make, seasonal fluctuations difficult to detect. For example, consumer activity is often impacted by weather. We generally see increases in consumer demand in colder or more inclement weather, while we generally see decreases in consumer demand in warmer or sunny weather. In contrast, the number of available Dashers has decreased, and is generally expected to decrease, during periods of cold or inclement weather when we need more Dashers available to fulfill orders driven by increased consumer demand. In such instances, we typically rely on incentive pay to attract sufficient Dashers to maintain the quality of our platform, which increases our costs. Further, severe weather can cause businesses, including restaurants, to close, making it impossible to fulfill related deliveries. We also benefit from increased order volume in our campus markets when school is in session, and we experience a decrease in order volume when school is not in session and during summer breaks and other vacation periods, causing adverse effects to our business during impacted periods. Seasonality will likely cause fluctuations in our financial results on a quarterly basis. In addition, other seasonal trends may develop and the existing seasonal trends that we experience may become more pronounced and contribute to greater fluctuations in our results of operations as we continue to scale and our growth slows. As such, we may not accurately forecast our results of operations and we may not be able to adjust our spending quickly enough if our revenue is less than expected, causing our results of operations to fail to meet our expectations or the expectations of investors.

The impact of adverse economic conditions and other trends, including the resulting effects on consumer spending and merchant operations, may adversely affect our business, financial condition, and results of operations.

Any factor that impacts consumer spending broadly, including changes to economic conditions in regions where we do business, may also impact consumer spending on our platform. Some of these factors include unemployment, inflation, consumer debt, fluctuations in transportation costs, increased food costs, declines in asset prices, mortgage markets, taxation, energy prices, changes in interest rates and credit availability, and consumer confidence in the current and future political and economic environment. Economic conditions in certain regions may also be affected or exacerbated by natural disasters and threats to public health. Additionally, volatility in the global financial markets, or in specific segments of those markets, may contribute to banks and financial institutions with whom we have banking or payment processing relationships entering receivership or becoming insolvent in the future, and we may be unable to access or may lose some or all of our existing cash and cash equivalents to the extent those funds are not insured or otherwise protected by the Federal Deposit Insurance Corporation or other insurance programs. Such volatility may also adversely impact any funds held temporarily at our third-party payment processors.

In addition, merchants on our platform may be negatively impacted by supply chain issues, labor shortages, inflation, or other macroeconomic factors, including changing economic policy. Labor shortages and supply chain issues at merchants could negatively impact their ability to fulfill orders, which could negatively impact volume on our Marketplaces and in our Commerce Platform. Inflationary pressures and changing economic policy could drive merchant prices higher, which could negatively impact consumer demand and drive lower order volume on our Marketplaces and in our Commerce Platform. Small businesses that do not have substantial resources, like many of the merchants on our platform, tend to be more adversely affected by poor economic conditions than large businesses. If merchants on our platform, including our small business merchants, cease operations, temporarily or permanently, or face financial distress or other business disruption, we may not be able to provide consumers with sufficient merchant selection, and they may be less likely to use our platform.

As our business has grown, we have increasingly become subject to risks arising from adverse global economic and political conditions, including changing economic policy and the conflicts in the Middle East and Ukraine. These have had, and may continue to have, an adverse impact on macroeconomic conditions in their respective regions and have given rise to volatility and instability in a manner that adversely affects our business and merchants, consumers, and Dashers on our platform in those regions.

We are subject to risks related to fluctuations in foreign currency exchange rates.

We are subject to foreign currency exchange risk as a result of our operations in non-U.S. countries. When conducting business in non-U.S. countries, such business is typically denominated in the local currency of the respective country, which exposes us to the risk of fluctuations in foreign currency exchange rates. Our primary foreign currency exposure includes the Euro, the Canadian dollar, the Israeli shekel, and the Australian dollar. As we continue to expand globally, our foreign currency exposure is expected to increase. Additionally, because our financial statements are presented in U.S. dollars, local functional currencies will be converted into U.S. dollars at the applicable exchange rates for inclusion in our financial statements, thereby increasing our foreign exchange translation risk.

We depend on our highly skilled employees to grow and operate our business, and if we are unable to hire, retain, manage, and motivate our employees, or if our new employees do not perform as we anticipate, we may not be able to grow effectively and our business, financial condition, and results of operations could be adversely affected.

Our future success will depend in part on the continued service of our founders, senior management team, key technical employees, and other highly skilled employees, including Tony Xu, our co-founder and Chief Executive Officer, and on our ability to continue to identify, hire, develop, motivate, and retain talented employees. All of our U.S.-based employees, including our senior management team and Mr. Xu, work for us on an at-will basis, and there is no assurance that any such employee will remain with us. Our competitors may be successful in recruiting and hiring members of our management team or other key employees, and it may be difficult for us to find suitable replacements on a timely basis, on competitive terms, or at all. If we are unable to attract and retain the necessary employees, particularly in critical areas of our business, we may not achieve our strategic goals. In addition, there may be changes in our senior management team that may be disruptive to our business. If our senior management team fails to work together effectively and to execute its plans and strategies, our business, financial condition, and results of operations could be adversely affected.

We face intense competition for highly skilled employees, especially in the San Francisco Bay Area where we have a substantial presence and need for highly skilled employees. To attract and retain top talent, we have had to offer, and we believe we will need to continue to offer, competitive compensation and benefits packages. Job candidates and existing employees often consider the value of any equity awards they receive in connection with their employment. If the perceived value of our equity awards fails to appreciate or declines, it may adversely affect our ability to attract and retain highly qualified employees. Certain of our employees have received, and may in the future receive, significant proceeds from sales of our equity, which may reduce their motivation to continue to work for us. We may need to invest significant amounts of cash and equity to attract and retain new employees and expend significant time and resources to identify, recruit, train, and integrate such employees, and we may never realize returns on these investments. If we are unable to effectively manage our hiring needs or successfully integrate new hires, our efficiency, ability to meet forecasts, and employee morale, productivity, and engagement could suffer, which could adversely affect our business, financial condition, and results of operations.

Our company culture has contributed to our success and if we cannot maintain and evolve our culture as we grow, our business could be adversely affected.

We believe that our company culture, which promotes authenticity, empathy, support for others, and bias for action, has been critical to our success. We face a number of challenges that may affect our ability to sustain our corporate culture, including:

- failure to identify, attract, reward, and retain people in leadership positions in our organization who share and further our culture, values, and mission;
- the increasing size and geographic diversity of our workforce;
- an increasing share of our workforce working remotely, on hybrid schedules, and spending less time collaborating in offices;
- the integration of new personnel and businesses from acquisitions;
- competitive pressures to move in directions that may divert us from our mission, vision, and values;
- the continued challenges of a rapidly evolving industry;
- the increasing need to develop expertise in new areas of business that affect us; and
- negative perception of our treatment of employees, merchants, consumers, and Dashers or our response to employee sentiment related to political or social causes or actions of management.

If we are not able to maintain and evolve our culture, our business, financial condition, and results of operations could be adversely affected.

If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”), and the rules and regulations of the applicable listing standards of the Nasdaq Stock Market LLC ("Nasdaq"). We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, and financial compliance costs, make some activities more difficult, time-consuming, and costly, and place significant strain on our personnel, systems, and resources.

In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including hiring additional specialized personnel, regularly reviewing and testing existing controls and procedures, incurring accounting-related costs, and requiring significant management oversight. If any of these new or improved controls and systems, or the existing systems and third-party software applications that we rely on for financial reporting, do not perform as expected, we may experience deficiencies in our controls and we may not be able to meet our financial reporting obligations. We also need to implement, integrate, and maintain effective internal control over financial reporting at companies we acquire, which involves significant time and resources, and any failure to do so could impact our ability to meet our financial reporting obligations.

Our current controls and any new controls that we develop may become inadequate because of changes in our business. Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our Class A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq.

Additionally, our independent registered public accounting firm is required to formally attest to the effectiveness of our internal control over financial reporting. Our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed, or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could have an adverse effect on our business and results of operations and could cause a decline in the price of our Class A common stock.

We use artificial intelligence in our business, and challenges with properly managing its use could result in competitive harm, legal liability, and brand or reputational harm, and adversely affect our results of operations.

We incorporate artificial intelligence (“AI”) solutions into our platform, offerings, services, and features, and in support of internal business operations, and we expect these applications will become increasingly important in our operations over time. The procurement of third-party AI tools and the development of our own have required and are expected to continue requiring significant investment, and if, for the reasons described below and other reasons, we are unable to realize the benefits of this investment, our business, financial condition, and results of operations could be adversely affected. Our competitors or other third parties may incorporate AI into their products more quickly or more successfully than us, or otherwise leverage AI in a manner that adversely impacts our business, which could impair our ability to compete effectively and adversely affect our results of operations. For example, the use of AI agents and other emerging technologies may alter how consumers discover, access, and engage with our products and services. These technologies may, among other things, influence search results or the presentation of options in ways that could increase visibility for competing offerings or otherwise shape when and how consumers interact with our products and services. Additionally, if the content, analyses, or recommendations that AI applications assist in producing are or are alleged to be deficient, inaccurate, inappropriate, or biased, or if the use of AI results in, or is alleged to have resulted in, the infringement of the intellectual property of third parties or violations of other rights of third parties, we may be subject to legal claims or liability and our business, financial condition, and results of operations may be adversely affected. The use of AI applications may result in data leakage or unauthorized exposure of data, including confidential business information, the personal data of end users, or other sensitive information. Such leakage or unauthorized exposure of data related to the use of AI applications could result in legal claims or liability or otherwise adversely affect our reputation and results of operations. AI also presents emerging ethical and regulatory issues and if our use of AI becomes controversial, we may experience brand or reputational harm, competitive harm, or legal liability. The rapid evolution of AI, including the development of government regulation of AI and automated decision-making technology more generally, may require significant resources to continually develop, test, and maintain our platform, offerings, services, and features so that we can implement AI and automated decision-making technology in a manner that complies with applicable laws and regulations and ethically in order to minimize unintended, harmful impact. Increased regulation could also limit or impair our ability to develop and deploy AI technology within our platform that would otherwise be beneficial to us or merchants, consumers and Dashers.

Defects, errors, or vulnerabilities in our applications, backend systems, or other technology systems and those of third-party technology providers could harm our reputation and brand and adversely affect our business, financial condition, and results of operations.

The software underlying our platform is highly complex and our practice is to release frequent software updates. The software has contained in the past, and may contain in the future, undetected errors or vulnerabilities, some of which may only be discovered after the code has been released. The third-party software that we incorporate into our platform may also be subject to errors or vulnerabilities. Any errors or vulnerabilities discovered in our code or from third-party software after release could result in negative publicity and a loss of users, revenue, and availability of our platform, as well as other performance issues. Such vulnerabilities could also be exploited by malicious actors and result in exposure of data of users on our platform, or otherwise result in a security breach or other security incident. We may need to expend significant financial and development resources to analyze, correct, eliminate, or work around errors or defects or to address and eliminate vulnerabilities. Any failure to timely and effectively resolve any such errors, defects, or vulnerabilities could adversely affect our business, reputation, brand, financial condition, and results of operations.

We have implemented "sell-to-cover" in which shares of our Class A common stock are sold into the market on behalf of RSU holders upon vesting or settlement of RSUs to cover tax withholding liabilities and such sales will result in dilution to our stockholders.

We have implemented "sell-to-cover" with respect to RSUs we issue to employees and service providers, pursuant to which shares with a market value equivalent to the tax withholding obligation are sold on behalf of the holder of the RSUs upon vesting and settlement to cover the tax withholding liability and the cash proceeds from such sales are remitted by us to the taxing authorities. Some holders may instead elect to pay cash directly to us to cover such withholding obligations, but in a significant majority of cases, shares are sold on behalf of each holder upon the vesting and settlement of the RSUs. While such sales do not result in the expenditure of additional cash by us to satisfy the tax withholding obligations for RSUs, such sales cause dilution to our stockholders and, to the extent a large number of shares are sold in connection with any vesting event, such sales volume may cause our stock price to fluctuate.

We track certain operational metrics with internal systems and tools and do not independently verify such metrics. Certain of our operational metrics are subject to inherent challenges in measurement, and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation.

We track certain operational metrics, including merchant, consumer, and Dasher counts, key business and non-GAAP metrics, such as Total Orders, Marketplace GOV, Contribution Profit, Contribution Margin, Adjusted Gross Profit, Adjusted Gross Margin, Adjusted EBITDA, and Free Cash Flow, and certain other metrics required by regulatory and administrative bodies, such as the monthly active recipients of our services in the EU (as required by Article 24(2) of the Digital Services Act), with internal systems and tools that are not independently verified by any third party and those operational metrics may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools have a number of limitations, and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. In addition, while we track these metrics during the quarter, system limitations and the auditing process may result in the metrics that we publicly disclose differing materially from the estimated amounts that were tracked during that same period. If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platform is used across large populations. For example, the accuracy of our operating metrics could be impacted by fraudulent users of our platform, and further, we believe that there are consumers who have multiple accounts, even though this is prohibited in our terms of service and we implement measures to detect and prevent this behavior. Consumer usage of multiple accounts may cause us to overstate the number of consumers on our platform. In addition, limitations or errors with respect to how we measure data or with respect to the data that we measure, including, but not limited to, the quality of the data, may affect our understanding of certain details of our business, which could affect our long-term strategies. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, investors may lose confidence in our operating metrics and business and we expect that we could be subject to legal claims, including securities class action lawsuits, and our business, reputation, financial condition, and results of operations could be adversely affected.

Our actual losses may exceed our insurance reserves, which could adversely affect our financial condition and results of operations.

We establish insurance reserves for claims incurred but not yet paid and claims incurred but not yet reported and any loss adjustment expenses, and we periodically evaluate and, as necessary, adjust our actuarial assumptions and insurance reserves as our experience develops or new information is learned. We employ various predictive modeling and actuarial techniques and make numerous assumptions based on limited historical experience and industry statistics to estimate our insurance reserves. Estimating the number and severity of claims, as well as related judgment or settlement amounts, is inherently difficult, subjective, and speculative. Additionally, actuarial projections make no provision for the extraordinary future emergence of losses or types of losses not sufficiently represented in the historical data or which are not yet quantifiable. A number of external factors can affect the actual losses incurred for any given claim, including but not limited to the length of time the claim remains open, the limits and coverage of auto insurance carried by Dashers or otherwise generally offered with respect to personal auto insurance, fluctuations in healthcare costs, legislative and regulatory developments, judicial developments and unexpected events such as natural or human-made catastrophic disasters or negative publicity. Such factors can impact the reserves for claims incurred but not yet paid as well as the actuarial assumptions used to estimate the reserves for claims incurred but not yet reported and any loss adjustment expenses for current and historical periods. For any of the foregoing reasons, our actual losses for claims and related expenses may deviate, individually or in the aggregate, from the insurance reserves reflected in our financial statements. If we determine that our estimated insurance reserves are inadequate, we may be required to increase such reserves at the time of the determination, which could result in an increase to our net loss in the period in which the shortfall is determined and negatively impact our business, financial condition, and results of operations.

Risks Related to our Legal and Regulatory Environment

If Dashers that utilize our platform as independent contractors are reclassified as employees under U.S. federal or state law, or the laws of other jurisdictions in which we operate, it could have an adverse effect that is material to our business, financial condition, and results of operations.

We are subject to claims, lawsuits, arbitration proceedings, administrative actions, government investigations, and other legal and regulatory proceedings at the U.S. federal, state, and municipal levels, as well as in non-U.S. jurisdictions, challenging the classification of Dashers that utilize our platform as independent contractors. We are currently involved in, or may become involved in, a variety of actual or threatened claims, including those brought in arbitration or compelled pursuant to the terms of our independent contractor agreements to arbitration, challenging the classification of Dashers that utilize our platform as independent contractors.

While we maintain that Dashers that utilize our platform as independent contractors are properly classified as independent contractors, such Dashers may be reclassified as employees due to changes in the law or its interpretation. Depending on the jurisdiction and the extent of our operations in each such jurisdiction, a reclassification of such Dashers as employees could have an adverse effect that is material to our business, financial condition, and results of operations, including as a result of:

- civil and/or criminal liability arising from, or relating to, failure to withhold and remit taxes, unpaid wages and wage and hour laws and requirements (such as those pertaining to failure to pay minimum wage and overtime, or to provide required breaks and wage statements), expense reimbursement, statutory and punitive damages, penalties, including related to California's Labor Code Private Attorneys General Act (“PAGA”), and government fines;
- injunctions prohibiting continuance of existing business practices;
- claims for employee benefits, social security, workers’ compensation, and unemployment;
- claims of discrimination, harassment, and retaliation under civil rights laws;
- claims under laws pertaining to unionizing, collective bargaining, and other concerted activity;
- other claims, charges, or other proceedings under laws and regulations applicable to employers and employees, including risks relating to allegations of joint employer liability or agency liability; and
- harm to our reputation and brand.

In addition to the harms listed above, a reclassification of Dashers that utilize our platform as independent contractors as employees would require us to significantly alter our existing business model and operations in order to continue to operate our platform in that jurisdiction, which would result in significant increased costs and could negatively impact our ability to attract and retain Dashers on our platform, which could have an adverse effect that is material to our business, financial condition, and results of operations. A reclassification of such Dashers as employees could also result in an increase to the fees we charge to consumers and the commissions we charge to merchants, which in turn could affect our ability to attract and retain consumers and merchant partners, and adversely affect our business, financial condition, and results of operations.

Laws and regulations that govern the status and classification of independent contractors vary by jurisdiction and are subject to changes and divergent interpretations by various authorities, which can create uncertainty and unpredictability for us, as well as the Dashers, merchants, and consumers that use our platform. For example, Proposition 22, which preserves flexibility for California Dashers, took effect in 2020. Jurisdictions that have passed or may pass laws protecting Dashers’ independent contractor status may impose new obligations that increase our costs. For example, certain provisions of Proposition 22 regarding compensation, along with certain other requirements, are applicable to us and Dashers in California. These provisions have increased our costs related to Dashers in California. To offset a portion of these increased costs, in certain circumstances we charge higher fees and commissions, which have resulted in, and in the future could result in, lower order volumes over time. Depending on whether and how much we choose to increase fees and commissions, these increased costs could also lead to a lower Adjusted EBITDA and earnings per share.

Several other jurisdictions where we operate have adopted or may be considering, or in the future may consider, adopting legislation, or we may propose or support legislation, ballot initiatives, other legislative processes, or voluntary agreements with third parties, that would pair worker flexibility and independence with new protections and benefits. To the extent other jurisdictions adopt such legislation, or we propose or support legislation, ballot initiatives, other legislative processes, or agreements, we would expect our costs related to Dashers in such jurisdictions to increase. We may also experience lower order volumes in such jurisdictions if it becomes necessary to charge higher fees and commissions as a result of such laws, which would adversely affect our results of operations. Even with the passage of Proposition 22 and similar legislation, such initiatives and legislation have been, and may in the future be, challenged and subject to litigation.

With the breadth of our geographic scope, the classification of Dashers that utilize our platform as independent contractors has been and will likely continue to be subject to challenge in other jurisdictions. In particular, we are subject to local regulations and challenges in various jurisdictions related to the classification of Wolt courier partners and Deliveroo riders as independent contractors. For example, in February 2026, the Milan Public Prosecutor placed our operations in Italy under temporary judicial administration pending an investigation into Deliveroo’s rider pay practices. While we are cooperating fully with the Milan Public Prosecutor and believe our current pay model meets local requirements, we cannot predict the outcome of this or other similar actions or investigations that may take place in the future. In addition, other jurisdictions are considering changing the standards used to determine worker classification, which may impact the classification of Dashers using our platform. For example, the EU's Platform Work Directive, which entered into force in December 2024, requires EU member states to transpose its requirements to their national laws, including enacting new national laws for determining worker classification of platform workers, and may involve differing implementation by the various member states. Such EU-wide legislative reforms may adversely affect our ability to operate our current independent contractor model within the European Economic Area (the "EEA").

In certain jurisdictions where there are uncertainties associated with the interpretation of applicable law, or for other reasons, we may decide to adopt employment-based models, as we already do, for example, in Germany, which could result in certain operational challenges and increased costs and cause us to withdraw from certain jurisdictions or decide not to expand our business in or into a certain jurisdiction, which could limit our growth and expansion opportunities.

We are subject to various claims, lawsuits, investigations, and proceedings, and face potential liability, expenses, and harm to our business as a result.

We face potential liability, legal expenses, and harm to our business relating to the nature of our business generally, and with the delivery services we facilitate in particular. Specifically, we are subject to claims, lawsuits, arbitration proceedings, government investigations, audits, and demands, and other legal, regulatory, and administrative proceedings, including those involving personal injury, property damage, worker classification, labor and employment, anti-discrimination, commercial disputes, competition, consumer complaints, cybersecurity incidents, intellectual property disputes, marketing and advertising to merchants, consumers, and Dashers, compliance with regulatory requirements, and other matters, and we may become subject to additional types of claims, lawsuits, government investigations, and legal or regulatory proceedings as our business grows and as we deploy new products and services. We are also subject to claims, lawsuits, and other legal proceedings seeking to hold us vicariously liable for the actions of merchants, consumers, and Dashers.

Reports, whether true or not, of food-borne illnesses and injuries caused by food tampering or inappropriate or unsanitary food preparation, handling, or delivery, or other food safety incidents have led to threatened and actual legal claims against, and severely injured the reputations of, participants in the food business and could do so in the future as well. If any such report were to affect one or more of the merchants on our platform that generate a significant percentage of our overall business, it could cause considerable harm to our business. Further, food and other products that are ordered through our platform could be subject to a recall, but we may have limited ability, if any, to ensure compliance with a recall.

We also face potential liability and expense for claims, including class, collective, and other representative actions, by or relating to Dashers regarding, among other things, the classification of Dashers that utilize our platform as well as our Dasher pay models, including claims regarding disclosures we make with respect to Dasher earnings and gratuities, the process of signing up to become a Dasher, including our background check processes, identity verification processes, removal of platform access, Dasher payment practices, and the nature and frequency of our communications to Dashers via email, text, or telephone. We also face potential liability and expense for claims, including class, collective, and other representative actions, by or relating to consumers regarding, among other things, disclosures we make with respect to sales tax, consumer fees, gratuities, sign up and cancellation of subscription services, the local delivery fulfillment services we facilitate, discrepancies between the items on our websites and consumer applications and the items advertised at the merchants from which such items are delivered, and the nature and frequency of our marketing communications to consumers via email, text, or telephone. In addition, we face potential liability and expense for claims, including class, collective, and other representative actions, by or relating to merchants regarding, among other things, menu pricing, exclusivity arrangements, and the listing of merchants on our platform without an agreement. We also face potential liability and expense for claims relating to the information that we publish on our websites and mobile applications, including claims for trademark and copyright infringement, defamation, libel, and negligence, among others.

The results of any such claims, lawsuits, arbitration proceedings, government investigations, audits, and demands, or other legal or regulatory proceedings cannot be predicted with any degree of certainty. Any claims against us, whether meritorious or not, could be time-consuming, result in costly litigation, be harmful to our reputation, require significant management attention, and divert significant resources. It is possible that a resolution of one or more such proceedings could result in substantial damages, settlement costs, fines, and penalties that could adversely affect our business, financial condition, and results of operations. Determining reserves for our pending litigation is a complex and fact-intensive process that requires significant subjective judgment and speculation. There is no guarantee that our litigation reserves will be sufficient to offset such liabilities. These proceedings could also result in harm to our reputation and brand, sanctions, consent decrees, injunctions, or other orders requiring a change in our business practices. Further, under certain circumstances, we have contractual and other legal obligations to indemnify and to incur legal expenses on behalf of our business and commercial partners and current and former directors and officers. Any of these outcomes and obligations could adversely affect our business, financial condition, and results of operations.

In the United States and certain other jurisdictions in which we operate, we include arbitration and class action waiver provisions in our terms of service with the merchants, consumers, and Dashers that utilize our platform. These provisions are intended to streamline the dispute resolution process for all parties involved, as they can in some cases be faster and less costly than litigating disputes in court. However, arbitration can be costly and burdensome, and the use of arbitration and class action waiver provisions subjects us to certain risks, including to our reputation and brand as a result of public scrutiny and to our business as a result of conflicting rules regarding scope and enforceability amongst adjudicators. In order to minimize these risks, we may limit our use of arbitration and class action waiver provisions or we may be required to do so in a legal or regulatory proceeding. As a result of the foregoing, or if some or all of our arbitration and class action waiver provisions are found to be unenforceable, we could face an increase in our litigation costs and exposure. Additionally, we permit certain users of our platform to opt out of such provisions, which could also cause an increase in our litigation costs and exposure. If our litigation costs and exposure increase as a result of any of the foregoing, it could also adversely affect our business, financial condition, and results of operations.

We have exposure to greater than anticipated income tax liabilities.

We are subject to income taxes in the United States and certain non-U.S. jurisdictions. Our provision for (benefit from) income taxes is a function of the manner in which we operate our business, and any changes to such operations or laws applicable to such operations may affect our effective tax rate. Income taxes and related withholding tax obligations can also arise in connection with transactions among our legal entities. The determination of our worldwide provision for (benefit from) income taxes and other tax liabilities requires significant judgment by management and, in the ordinary course of our business, there are many transactions and calculations for which the applicable law and the ultimate tax determination are uncertain. Although we believe that our provision for (benefit from) income taxes is reasonable, the ultimate outcome may differ from the amounts recorded in our financial statements and could materially affect our financial results in the period or periods for which such determination is made.

In addition, our effective tax rate could be adversely affected by changes in our business operations, acquisitions, investments, entry into new businesses and geographies, changes in our stock price, intercompany transactions, changes in law or administrative interpretations or practices, changes in accounting principles, changes to our forecasts of income and loss, changes in the mix of earnings and losses in countries with differing statutory tax rates, certain non-deductible expenses, or changes in the valuation of our deferred tax assets and liabilities.

We have exposure to changing tax legislation and administrative practices, and to tax authorities successfully imposing additional non-income tax obligations or liabilities on us.

The application of non-income taxes to businesses like ours is a complex and evolving issue. Many of the fundamental statutes and regulations that impose these taxes were established before the adoption and growth of the Internet and e-commerce and many jurisdictions are actively considering changes to existing tax laws and regimes that, if enacted, could increase our tax obligations in jurisdictions where we do business. Significant judgment is required on an ongoing basis to evaluate applicable tax obligations and, as a result, amounts recorded are estimates and are subject to adjustments. In many cases, the ultimate tax determination is uncertain and could differ from the amounts disclosed in our financial statements and exceed the amount of applicable reserves, if any.

We are subject to non-income taxes, such as payroll, sales, use, value-added, goods and services, gross receipt, and digital services taxes, in the United States and non-U.S. jurisdictions where we operate. In certain jurisdictions, we pay or collect and remit non-income taxes. Tax authorities may challenge or otherwise disagree with our tax calculations, reporting, or collection. They could also demand we collect taxes in new jurisdictions or pay additional taxes and interest, potentially including tax on the cost of goods sold, which could further result in associated penalties and fees. A successful assertion by one or more tax authorities requiring us to collect taxes in jurisdictions in which we do not currently do so, to correct the calculation of or collect additional taxes in a jurisdiction in which we currently collect taxes, or to collect, remit or pay taxes that are otherwise the responsibility of our vendors and partners, could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest, could discourage merchants, consumers, and Dashers from utilizing our offerings, or could otherwise harm our business, financial condition, and results of operations.

The United States and certain non-U.S. jurisdictions have tax rules generally requiring payors to obtain payee taxpayer information and report payments to unrelated parties to the government. Under certain circumstances, a failure to comply with such obligations may result in additional taxes being imposed on us prospectively or retroactively and/or cause us to become liable for monetary penalties or to withhold a percentage of the amounts paid to Dashers, merchants, and other payees and remit such amounts to the taxing authorities. Due to the large number of Dashers, merchants, and other payees and the amounts paid to each, process failures with respect to these reporting obligations could result in substantial financial liability and other consequences to us if we were unable to remedy such failures in a timely manner. In cases where new legislation requires reporting and collection, we also may not have sufficient notice to enable us to build systems and adopt processes to properly comply with new obligations by the effective date.

In addition, we believe governments are increasingly looking for ways to increase revenue, which could result in legislative action to increase non-income taxes. If one or more jurisdictions change applicable tax laws or successfully challenge our interpretations of existing or new tax laws or their application, our overall taxes could increase, and our business, financial condition, and results of operations may be adversely impacted. For example, an increasing number of jurisdictions are considering or have adopted laws, administrative practices or interpretations that impose new tax measures, including, but not limited to, revenue-based taxes and additional reporting obligations, targeting online commerce and the remote selling of goods and services. These include new obligations to withhold or collect sales, consumption, value added, or other taxes on online marketplaces and remote sellers, or other requirements that may result in liability for third-party obligations. Such legislative action could also discourage merchants, consumers, and Dashers from utilizing our offerings, or, with respect to us or merchants, to pass along increased additional taxes and raise prices to consumers, which could harm our business, financial condition, and results of operations.

Our ability to use our net operating loss carryforwards and certain other tax attributes is subject to limitations.

While U.S. federal net operating loss ("NOL") carryforwards generated on or after January 1, 2018 are not subject to expiration, the deductibility of such NOL carryforwards is limited to 80% of our federal taxable income. Similarly, our state NOL carryforwards generated on or after January 1, 2018 generally are not subject to expiration and the utilization of such NOLs is generally limited to 80% of the state taxable income. Our non-U.S. NOL carryforwards have varying expiration dates and may be subject to limitation under the tax laws of those jurisdictions. In some non-U.S. jurisdictions, the utilization of NOL carryforwards is limited to a percentage of taxable income, which could restrict the amount of NOLs we are able to utilize in any particular period. Additionally, U.S. and non-U.S. jurisdictions may also impose limitations on the use of NOL and tax credit carryforwards following changes in ownership or changes in business operations.

Utilization of our NOL carryforwards depends on our future taxable income in the relevant jurisdictions, and there is a risk that some of our existing NOL carryforwards and tax credits in various jurisdictions could expire unused (to the extent subject to expiration) and be unavailable to offset future taxable income. Accordingly, our ability to use our NOL carryforwards and tax credits to offset future taxable income or income tax liabilities may be, or may become, subject to limitations, which could result in increased future tax liability to us.

Our business is subject to a variety of laws and regulations globally, many of which are unsettled and still developing, and any of which could subject us to legal claims, increased costs, operational burdens, or otherwise adversely affect our business, financial condition, or results of operations.

The on-demand local commerce industry and our business model are relatively nascent and rapidly evolving. Existing and future laws and regulations, or changes thereto, may impede the growth of our business, including as a result of increased regulation of the Internet, mobile devices, e-commerce, or other online services and applications, which could result in increases to the cost of providing online services, require us to change our business practices, or raise compliance costs or other costs of doing business. In addition, it is not always clear how existing laws governing issues such as property ownership, taxes, libel, and privacy, among other areas, apply to e-commerce and our business model more generally.

We are or may become subject to a variety of laws in the United States and other jurisdictions, including those related to worker classification, Dasher pay and conditions of work, Dasher onboarding and deactivation, Dasher safety, engagement of fleet companies and other third-party service providers, insurance, merchant pricing and commissions, consumer pricing and fees, gratuities, taxes, and other laws governing our relationships with merchants, consumers, and Dashers. In addition, we are or may become subject to more broadly applicable laws governing issues such as worker classification, labor and employment, anti-discrimination, food safety, alcoholic beverages and other highly regulated products, online payments, text messaging, subscriptions and membership products, intellectual property, data retention, data protection, data transfers and sharing, cybersecurity, privacy, age verification, AI and automated decision-making technology, consumer protection, consumer fees, antitrust, background checks, website and mobile application accessibility, environmental sustainability and related disclosures, and tax and other government-imposed fees. These and other laws are often complex, subject to change, and subject to varying interpretations, in many cases due to their lack of specificity. The scope and interpretation of these laws, and whether they are applicable to us, are often uncertain and may be conflicting, including varying standards and interpretations between U.S. law and the laws of other jurisdictions, between U.S. state and federal law, between individual states, and even at the city and municipality level. As a result, their application in practice may change or develop over time through judicial decisions or as new guidance or interpretations are provided by regulatory and governing bodies.

We are subject to regulatory review, proceedings, and audits pursuant to national, federal, state, and local laws regulating the sale and delivery of alcoholic beverages and other regulated products. These regulations and laws may dictate matters such as licensing, permitting, or other governmental review requirements, advertising restrictions, and consumer age verification. In addition, merchants may be prohibited from listing certain products on our platform in certain jurisdictions. Any governmental litigation, fines, or restrictions on our operations resulting from the enforcement of these existing regulations, any changes to existing regulations or changes to the interpretation or enforcement of existing regulations, or the adoption of any new legislation or regulations could result in criminal liability or civil penalties and third-party liability, cause us to have to suspend sales and delivery of regulated products in a jurisdiction for a period of time, or result in increased sales or marketing costs or changes to our business practices, each of which could have an adverse effect on our brand, reputation, business, financial condition, and results of operations.

As our business grows and evolves and our services are used in a greater number of geographies, we have become subject to a growing array of laws and regulations, which increase the complexity and compliance risk inherent in our business. For example, the EU has recently enacted, and is in the process of considering or enacting, various laws and regulations that govern digital services and AI, postal and other delivery carriers, and environmental sustainability obligations and disclosure requirements, which could affect our business. The impact of these new regulations, and similar regulatory outcomes at the national level, on the overall industry, business models, and our operations is uncertain. We may be required to enhance our disclosures and undertake certain changes to our products, services, fees and commissions structure, and operations, including hiring additional highly specialized personnel, as a result of these new requirements, which could subject us to increased administrative costs. While the EU has since begun to streamline legislation in areas such as digital policy, sustainability, and beyond, it is still too early to determine the extent to which these efforts will reduce administrative burdens, in particular as both the EU and certain countries are also considering additional legislation in these and other areas.

In recent years, regulatory scrutiny of larger companies, technology companies, and companies engaged in dealings with independent contractors has increased. As a result, regulatory and administrative bodies may enact new laws or promulgate new regulations that are adverse to our business, or they may view matters or interpret laws and regulations differently than they have in the past in a manner adverse to our business. For example, in December 2023, a New York City rule mandating certain minimum earnings standards for certain food delivery workers took effect. Minimum earnings standards and other regulations can increase the cost and complexity of operating, which has caused, and may in the future cause, us to increase the fees we charge to consumers. To the extent that minimum earnings standards or other regulations lead to an increase in the fees we charge to consumers, consumer demand for our services could be reduced, which would further harm our business and results of operations. In addition, certain jurisdictions may challenge or seek to regulate the way in which we categorize, disclose, or collect consumer fees on our platform.

In addition, there is an increasingly active litigation and regulatory environment regarding antitrust and competition matters in the jurisdictions in which we operate. We could be subject to claims of violations of competition laws in many aspects of our business, including with respect to alleged market sharing, price fixing or other pricing practices, anticompetitive exclusionary conduct, exchange of competitively sensitive information, and with respect to any acquisitions we undertake.

For example, in February 2025, Uber filed a lawsuit in California state court alleging that certain of our business practices are anticompetitive. In addition, competition authorities in some of the jurisdictions in which we operate have made queries regarding, or investigated, our pricing-related terms or other practices and, in certain jurisdictions, competition authorities and courts have issued decisions concerning our pricing-related terms or other practices. Any potential violations of competition laws could result in litigation, fines, restrictions on our operations, or divestitures of certain products or areas of our business, render applicable provisions or contracts unenforceable, divert management’s attention, and lead to claims for damages and reputational harm, each of which could adversely affect our business, financial condition, and results of operations.

Any failure to comply with applicable laws and regulations could also subject us to claims and other legal and regulatory proceedings, fines, or other penalties, criminal and civil proceedings, forfeiture of significant assets, and other enforcement actions. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could adversely affect our reputation or otherwise impact the growth of our business. Any costs incurred to prevent or mitigate this potential liability are also expected to adversely affect our business, financial condition, and results of operations.

We are subject to various U.S. and non-U.S. anti-corruption laws and other anti-bribery and anti-kickback laws and regulations.

We are subject to the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”), and other anti-corruption, anti-bribery, and anti-money laundering laws in the jurisdictions in which we do business, both domestic and abroad, including EU anti-money laundering directives and related regulations in connection with our operations in Europe. The FCPA and other applicable anti-bribery and anti-corruption laws generally prohibit us and our employees from improperly influencing government officials or commercial parties in order to obtain or retain business, direct business to any person, or gain any improper advantage. These laws may also hold us liable for acts of corruption and bribery committed by our third-party business partners, representatives, and agents who are acting on our behalf. We and our third-party business partners, representatives, and agents may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and we may be held liable for the corrupt or other illegal activities of these third-party business partners and intermediaries and our employees, representatives, contractors, and agents, even if we do not explicitly authorize such activities. In addition, we may be subject to liability, including penalties and fines, for any failure to satisfy certain requirements under anti-money laundering laws, such as meeting local “know your customer” and ongoing due diligence standards. For example, in connection with our operations in Europe, we could be liable for penalties of up to 10% of our revenue in a fiscal year in the event that our anti-money laundering compliance measures are found to be insufficient. All of these laws may also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. While we have policies and procedures to address compliance with such laws, we cannot assure you that our employees and agents will not take actions in violation of our policies or applicable law, for which we may be ultimately held responsible, and our exposure for violating these laws increases as our international presence expands, including as a result of our recent acquisitions, and as we increase sales and operations in non-U.S. jurisdictions. Any violation of the FCPA or other applicable anti-bribery, anti-corruption, and anti-money laundering laws could result in whistleblower complaints, adverse media coverage, investigations, imposition of significant legal fees, loss of export privileges, severe criminal or civil sanctions, or suspension or debarment from U.S. government contracts, substantial diversion of management’s attention, a drop in our stock price, or overall adverse consequences to our business, all of which may have an adverse effect on our reputation, business, financial condition, and results of operations.

We may be subject to various regulations relating to payment processing.

The majority of payments by our consumers are made by credit card or debit card or through third-party payment services, which subjects us to certain payment-related regulations. We may in the future offer new payment options to consumers that may be subject to additional regulations and risks. In the United States, money transmitters are regulated by numerous state and local governments and agencies, many of which may define "money transmitter" differently. If we are found to be a money transmitter under any applicable regulations and we are not in compliance with such regulations, we may be subject to fines or other penalties levied by national, federal, state, or local regulators in one or more jurisdictions. Outside of the United States, we are subject to additional laws, rules, and regulations related to the provision of payments and financial services and, in some cases, rely on certain authorizations and exemptions to process payments. For example, as a result of our operations in Europe, we are subject to the revised EU Payment Services Directive ("PSD II") and related regulations. One of our subsidiaries acts as an intra-group licensed payment service provider and electronic money institution for its payment services to merchants in certain EEA countries and has obtained a payment institution license and electronic money license from the Finnish Financial Supervisory Authority in accordance with PSD II. Should our payment institution or electronic money licenses be revoked in the future, or any other enforcement measures be taken by the Finnish Financial Supervisory Authority, such as imposing penalties or forcing us to cease offering certain payment facilities, our operations in Europe would be adversely affected. Should any of our licenses, authorizations, or exemptions be revoked, or any other enforcement measures be taken by national regulators against our reliance on these licenses, authorizations, or exemptions, our operations in the affected jurisdictions could be interrupted and our business and results of operations could be adversely affected.

As we expand into new jurisdictions and expand or pursue new business opportunities, the payment-related regulations that we are subject to will expand as well, including, for example, with respect to the provision of payments and financial services we offer in Israel. In addition to fines, penalties for failing to comply with applicable rules and regulations related to payment processing could include criminal and civil proceedings, forfeiture of significant assets, or other enforcement actions. We could also be required to make significant changes to our business practices or compliance programs as a result of regulatory scrutiny, which could interrupt our ability to operate in certain jurisdictions and otherwise adversely affect our business and results of operations.

Changes in laws or regulations relating to privacy or the protection, transfer of data, or other processing of data relating to individuals, or any actual or perceived failure by us to comply with such laws and regulations or any other obligations relating to privacy or the protection, transfer of data, or other processing of data relating to individuals, could adversely affect our business.

We receive, transmit, store, and otherwise process a large volume of personal data relating to the merchants, consumers, and Dashers that use our platform, as well as other personal data relating to our employees and other personnel. We are subject to a growing body of local, municipal, state, federal, national, and international laws and regulations in the jurisdictions where we operate that address privacy and the collection, storing, sharing, use, disclosure, protection, and processing of certain types of data, which may require the notification of certain security breaches involving personal data. These laws and regulations evolve frequently, and their scope may continually change through new legislation, amendments to existing legislation, or changes in enforcement, and such changes may be inconsistent from one jurisdiction to another. For example, many U.S. states have enacted comprehensive privacy legislation similar to the California Consumer Privacy Act and a growing number of U.S. states have enacted legislation addressing other privacy matters, such as cybersecurity and consumer health data and biometrics. With our operations in the EU, we are subject to data-related laws, such as the General Data Protection Regulation and Artificial Intelligence Act, as well as national data protection and privacy schemes in other countries in which we operate. Any changes in these laws or regulations or their interpretation or enforcement could add further complexity, variation in requirements, restrictions, and legal risk; require additional investment of resources in compliance and data management programs; and result in changes or increased compliance costs in business practices and policies. For example, new and evolving requirements and risks around consumer health data may restrict our ability to provide personalized content on our platform. These laws also impose strict and sometimes inconsistent requirements relating to the processing of personal data as well as significant penalties, such as fines, injunctions against the processing of personal data, and civil litigation claims, for noncompliance. We have incurred, and expect to continue to incur, significant expenses in our efforts to comply with current and evolving privacy, data protection, and cybersecurity standards and protocols imposed by law, regulation, industry standards, or contractual obligations.

We are also subject to industry standards, such as the Payment Card Industry Data Security Standard, which requires companies to adopt certain measures designed to ensure the security of cardholder information. We may also be contractually required to process and secure data in certain manners and to indemnify and hold harmless third parties from the costs or consequences of non-compliance with any laws, regulations, or other legal obligations relating to privacy, data protection, cybersecurity, or consumer protection.

Additionally, our success depends in part on our ability to access, collect, use, and otherwise process data relating to Dashers, merchants, consumers, and other individuals. If the use of tracking technologies, such as “cookies,” is further restricted, regulated, or blocked by new laws, regulations, litigation, or other practices, the amount or accuracy of Internet user information we collect would decrease, which could harm our business, financial condition, and results of operations. U.S. and non-U.S. jurisdictions have enacted or are considering enacting legislation or regulations that significantly restrict the practice of online tracking. Other regulators are increasingly scrutinizing the use of online tracking tools and compliance with requirements related to the online behavioral advertising ecosystem. Moreover, some providers of consumer devices and web browsers, such as Apple and Google, plan to or have implemented means to make it easier for Internet users to block tracking technologies or to require new permissions from users for certain activities, which could, if widely adopted, significantly reduce the effectiveness of such practices and technologies. As a result, we may have to develop alternative systems to determine our customers’ behavior, customize their online experience, or efficiently market to them.

Despite our efforts to comply with applicable laws, regulations, and other obligations relating to privacy, data protection, cybersecurity, and the protection, transfer, and other processing of data, it is possible that our interpretations of the law and regulations or our practices and platform could be inconsistent with, be alleged to fail, or fail to meet all requirements of, such laws, regulations, or obligations. Our failure, or the failure by our vendors, merchants, or Dashers on our platform, to comply with applicable laws or regulations or any other actual or asserted obligations relating to privacy, data protection, or cybersecurity, or any compromise of security that results in unauthorized access to, or use or release of personal data or other data relating to merchants, consumers, Dashers, or other individuals, or the perception of privacy concerns or that any of the foregoing types of failure or compromise has occurred, could damage our reputation and brand, discourage new and existing merchants, consumers, and Dashers from using our platform, or result in fines, investigations, or proceedings by governmental agencies and private claims and litigation, any of which could adversely affect our business, financial condition, and results of operations.

Risks Related to our Dependence on Third Parties

We rely primarily on third-party insurance policies from a limited number of insurance providers to insure our operations-related risks. If our insurance coverage is insufficient for the needs of our business or our insurance providers are unable to meet their obligations, we may not be able to mitigate the risks facing our business, which could adversely affect our business, financial condition, and results of operations.

We procure third-party insurance policies from a limited number of insurance providers to cover various operations-related risks, including auto liability, workers' compensation, business interruptions, security and data breaches, crime, directors' and officers' liability, occupational accident liability for Dashers, and general business liabilities. For certain types of operations-related risks, we may not be able to, or may choose not to, acquire insurance. We may also choose to self-insure for certain types of claims or for certain claims below or above certain dollar amounts. Even if we do acquire insurance for our operations-related risks, we may not obtain enough insurance to adequately mitigate such risks, and we may have to pay high premiums, self-insured retentions, or deductibles for the coverage we do obtain. If any of our insurance providers becomes insolvent, it would be unable to pay any operations-related claims that we make. In addition, if any of our insurance providers terminate their relationship with us or refuse to renew their relationships with us on commercially reasonable terms, we would be required to find alternate insurance providers and may not be able to secure similar terms or a suitable replacement in an acceptable time frame. Further, some of our agreements with merchants require that we procure certain types of insurance, and if we are unable to obtain and maintain such insurance, we would be in violation of the terms of these merchant agreements and could be subject to additional liabilities as a result.

If the amount of one or more operations-related claims were to exceed our applicable aggregate coverage limits, we would be responsible for the excess, in addition to amounts already incurred in connection with deductibles, self-insured retentions, or otherwise paid by our insurance subsidiary. In addition, if we were to experience an unusually large amount of operations-related claims that we self-insure, our financial condition and results of operations could be adversely affected. Even if operations-related claims do not result in liability, we may incur significant costs in investigating and defending against them.

Insurance providers have raised premiums and deductibles for many businesses and may do so in the future. As a result, our insurance and claims expenses could increase substantially, or we may decide to raise our deductibles or self-insured retentions when our policies are renewed or replaced. Our business, financial condition, and results of operations could be adversely affected if (i) the cost per claim, premiums, or the number of claims significantly exceeds our historical experience and coverage limits, (ii) we experience claims in excess of our coverage limits, (iii) our insurance providers fail to pay on our insurance claims, (iv) we experience a significant claim or claims for which coverage is not provided, or (v) the number of claims under our deductibles or self-insured retentions differs from historical averages.

We primarily rely on third-party payment processors to process payments made to merchants and Dashers and to process payments made by consumers, and if we cannot manage our relationships with such third parties and other related risks, our business, financial condition, and results of operations could be adversely affected.

We primarily rely on a third-party payment processor, Stripe, to process payments made to merchants and Dashers and third-party payment processors to process payments made by consumers, primarily Stripe and PayPal. Under our commercial agreements with Stripe and PayPal, each of these parties may terminate our relationship with advanced notice. If both Stripe and PayPal terminate their relationship with us or refuse to renew their agreements with us on commercially reasonable terms, we would be required to find alternate payment processors and may not be able to secure similar terms or a suitable replacement in an acceptable time frame. Further, the software and services provided by a replacement for Stripe or PayPal may not meet our expectations, may contain errors or vulnerabilities, and could be compromised or experience outages. Any of these risks could cause us to lose our ability to accept online payments or other payment transactions, verify payment information, or make timely payments to merchants and Dashers, any of which could disrupt our business for an extended period of time, make our platform less convenient and attractive to users, result in losses and legal liability to us, and adversely affect our ability to attract and retain qualified merchants, consumers, and Dashers.

We also provide Dashers in the U.S. with access to certain banking services that facilitate, among other things, immediate access to their earnings. Through this offering, we act as a service provider to a bank and are contractually bound to adhere to certain banking or financial regulations that could subject us to regulatory review, proceedings, or audits pursuant to federal or state laws, as well as the risk of contractual breach and indemnification.

If we fail to or are alleged to fail to comply with applicable payment, payment processing, banking, anti-money laundering, and similar regulations as a result of our relationships with our third-party payment processors or the services that we offer to Dashers, we may be subject to claims and litigation, regulatory investigations and proceedings, civil or criminal penalties, fines, or higher transaction fees and may lose the ability to accept online payments or other payment card transactions or provide certain services to Dashers, which could make our platform less convenient and attractive to consumers and Dashers. We also rely on data provided by our payment service provider partners for financial statement reporting, and there could be inaccuracies and other errors in such data. If any of these events were to occur, our business, financial condition, and results of operations could be adversely affected. Additionally, these relationships require us to comply with payment card network operating rules, which are set and interpreted by the payment card networks, and certain other banking or financial regulations. These networks and other applicable authorities could adopt new rules or regulations or interpret or re-interpret existing rules or regulations in ways that might prohibit us from providing certain services to some users or Dashers, be costly to implement, or difficult to follow. If we fail to comply with these rules or regulations, we may be subject to fines and higher transaction fees, lose our ability to accept credit and debit card payments from consumers or facilitate other types of online payments, or lose our ability to offer access to certain services that benefit Dashers, and our business, financial condition, and results of operations could be adversely affected. We have also agreed to reimburse our third-party payment processor for any reversals, chargebacks, and fines they are assessed by payment card networks if we violate these rules. Any of the foregoing risks could adversely affect our business, financial condition, and results of operations.

We rely on third-party background check and identity verification service providers to screen potential and existing Dashers, and if such service providers fail to provide accurate information or we are not able to maintain business relationships with them, our business, financial condition, and results of operations could be adversely affected.

Where permitted under applicable law, we rely on identity verification and accredited third-party background check service providers to assist with verifying the authenticity of Dashers and to provide the criminal and/or driving history of potential Dashers and, in some cases, existing Dashers, to help identify those that are not qualified to use our platform pursuant to applicable law or our internal standards, and our business may be adversely affected to the extent such service providers do not meet their contractual obligations, our expectations, or the requirements of applicable law or regulations. If any of these third-party service providers fails to perform as expected, terminates its relationship with us or refuses to renew its agreement with us on commercially reasonable terms, we may need to find alternate service providers, and may not be able to secure similar terms or replace such partners in an acceptable time frame. In certain jurisdictions, including Canada and the United States, we currently rely on a single third-party background check provider and a single identity verification service. In other jurisdictions, we rely on a very limited number of service providers. If the need arises, and we cannot find alternate service providers on terms acceptable to us, we may not be able to timely onboard potential Dashers and, as a result, our platform may be less attractive to potential Dashers and we may have difficulty finding enough Dashers to meet consumer demand. Further, from time to time, background checks conducted by our third-party background check providers have been inaccurate or have not otherwise met our expectations, which has resulted in and may result in the future in unqualified Dashers being permitted to make deliveries on our platform. Similarly, identity verification could result in inaccuracies. In such circumstances, we may be unable to adequately identify and restrict access to unqualified Dashers to help protect or provide a safe environment for our merchants and consumers. Conversely, inaccurate background checks or identity verification have also inadvertently excluded potentially qualified Dashers from our platform. As a result of inaccurate background checks or identity verification, our reputation and brand could be adversely affected and we could be subject to increased regulatory or litigation exposure. In addition, if a Dasher engages in criminal activity between third-party background checks, we may not be informed of such criminal activity and this Dasher may continue to have access to, and complete deliveries through, our platform for some period of time.

We are also subject to a number of laws and regulations applicable to performing background checks and identity verification on potential and existing Dashers that utilize our platform. If we or our third-party service providers fail to comply with applicable laws, rules, and regulations, our reputation, business, financial condition, and results of operations could be adversely affected, and we could face regulatory or legal action, including class, collective, or other representative actions. For example, we have faced issues in the past, including investigations, lawsuits, inquiries, and demand letters, related to our background check and identity verification processes and related notice requirements. In addition, background check qualification and identity verification processes may be limited or have specific requirements in certain jurisdictions, depending on national and local laws, and our third-party service providers may fail to conduct such checks adequately or disclose information that could be relevant to a determination of eligibility.

In jurisdictions where there are no industry-specific regulations establishing standards for checks, we decide on the scope of our checks and the cadence with which we conduct such checks, in accordance with applicable laws and regulations. If we choose checks that are less thorough in scope than we are permitted to conduct under applicable law or regulation, or if we fail to run additional checks after Dashers are onboarded, we may face negative publicity or become subject to litigation in the future.

Any negative publicity related to any of our third-party background check or identity verification providers or processes, including publicity related to safety incidents or actual or perceived privacy violations, security breaches or other data-related incidents, or our actual or perceived failure to take action on negative results of a background or other check that we may initiate with respect to a Dasher, could adversely affect our reputation and brand, and could potentially lead to increased regulatory or litigation exposure. Any of the foregoing risks could adversely affect our business, financial condition, and results of operations.

Our platform, services, and operations depend on a wide variety of third-party software and services and any interruption in services provided by these third parties could adversely affect our business and results of operations.

Our business depends on users' access to our platform via a mobile device or personal computer and the Internet. We also have integrations with or otherwise utilize or rely on PayPal, Stripe, Olo, Google Maps, Amazon Web Services ("AWS"), and a variety of other third-party vendors. Our business would be disrupted, and we may have to seek alternative service providers, if the Internet or any of the third-party software or services we utilize, or functional equivalents thereof, were unavailable due to, among other reasons, extended outages or interruptions or because they are no longer available on commercially reasonable terms or prices. Third-party software, applications, products, platforms, and services, and the terms on which they are offered, are constantly evolving, and we may not be able to maintain or modify our platform to ensure its compatibility with third-party offerings. Updates to third-party software that integrates with our offerings could cause our platform to not operate as efficiently as it previously had or at all. In addition, some of our competitors or merchants on our platform may take actions that disrupt the interoperability of our platform with their own products or services, or exert strong business influence on our ability to operate and distribute our platform. Any changes in these systems that degrade the functionality of our platform or give preferential treatment to competitive services could adversely affect usage of our platform.

We primarily host our platform and support our operations on data centers provided by AWS, a third-party provider of cloud infrastructure services, in a limited number of locations. We have experienced, and expect that in the future we will continue to experience, interruptions, delays, and outages in service and availability due to a variety of factors, including infrastructure changes, human or software errors or misconduct, natural disasters, cybersecurity events, website hosting disruptions, and capacity constraints. In the event that our agreement with AWS is terminated, not available on the same terms, or we add additional or increase the use of alternative cloud infrastructure service providers, we may experience significant costs, downtime, or diversion of personnel attention and resources, which could adversely affect our business.

In certain markets, we regularly engage fleet companies to fulfill deliveries on our platform. Fleet companies are third parties that provide delivery services using their own workforce or, in some cases, their own subcontractors. Our operations in some markets may be heavily dependent on the services of fleet companies. To the extent that we do become reliant on fleet companies in certain markets, it may be difficult to find a suitable replacement for the fulfillment services that such fleet companies provide in a timely manner or at all. In addition, if fleet companies operate, or are perceived to operate, below appropriate quality standards or have compliance or other regulatory issues, we could be held liable for their deficiencies and/or violations and our business, reputation and results of operations could be adversely affected. Although we contractually require our fleet partners to comply with applicable law in their operations, we do not control these companies and any non-compliance with applicable law has resulted in, and may in the future result in, increased legal and regulatory exposure and increased resourcing needs. For example, we have experienced, and may experience in the future, allegations of joint employer, agency and tax liability, including as a result of new or changing laws and interpretations of those laws. In the event that our relationship with any of our key partners, including fleet companies, deteriorates, whether as a result of business disputes, regulatory issues, or degrading quality of services, we may experience difficulties maintaining our operations in impacted markets, which could adversely affect our business, reputation, and results of operations.

We rely on mobile operating systems and application marketplaces to make our applications available to merchants, consumers, and Dashers. If our applications do not effectively operate with or receive favorable placements within such application marketplaces or if the mobile operating system providers make changes to their platforms that reduce the functionality of our platform or effectiveness of our advertising, our usage or brand recognition could decline and our business, financial condition, and results of operations could be adversely affected.

We depend in part on mobile operating systems, such as Android and iOS, and their respective application marketplaces to make our applications available to merchants, consumers, and Dashers that utilize our platform. If such mobile operating systems or application marketplaces limit or prohibit us from making our applications available to merchants, consumers, and Dashers, make changes that degrade the functionality of our applications, give preferential treatment to our competitors' applications, increase the cost of using our applications, impose terms of use unsatisfactory to us, or modify their search or ratings algorithms in ways that are detrimental to us, or if our competitors' placement in such mobile operating systems' application marketplace is more prominent than the placement of our applications, our user growth could slow.

As new mobile devices and mobile platforms are released, there is no guarantee that these new devices and platforms will continue to support our platform or that we will be able to maintain the same level of service on these devices and platforms. In order to deliver effective applications, we need to ensure that our platform is designed to work effectively with a range of mobile technologies, systems, networks, and standards. We may not be successful in developing or maintaining relationships with key participants in the mobile industry that enhance users' experience. If merchants, consumers, or Dashers that utilize our platform encounter any difficulty accessing or using our applications on their mobile devices or if we are unable to adapt to changes in popular mobile operating systems, we expect that our user growth and user engagement would be adversely affected.

In addition, mobile operating system and browser providers, such as Apple and Google, from time to time announce changes, as well as future plans, to restrict or limit certain practices that application developers like us might currently or in the future use in connection with our platform, including practices that may be applicable to merchants, consumers, and Dashers. For example, Apple has imposed requirements for consumer disclosures regarding privacy practices, and implemented an application tracking transparency framework that requires opt-in consent for certain types of tracking. These changes have negatively impacted the effectiveness of our advertising and promotions, and we expect these changes to continue to do so. If we are unable to mitigate the effects of these developments, we could experience a decline in the growth of new users as well as order rates from existing consumers on our platform.

Internet search engines drive traffic to our platform and our new user growth could decline if we fail to appear prominently in search results.

Our success depends in part on our ability to attract consumers through Internet search results on search engines like Google. The number of consumers we attract to our platform from search engines is due in large part to how and where our websites rank in unpaid search results. These rankings can be affected by a number of factors, many of which are not under our direct control and may change frequently. For example, a search engine may change its ranking algorithms, terms of service, methodologies, or design layouts. As a result, links to our websites may not be prominent enough to drive traffic to our websites, and we may not know how or otherwise be in a position to influence the results. In some instances, search engine companies may change these rankings in a way that promotes their own competing products or services or the products or services of one or more of our competitors. Search engines may also adopt a more aggressive auction-pricing system for keywords that would cause us to incur higher advertising costs or reduce our market visibility to prospective consumers. Any reduction in the number of consumers directed to our platform could adversely affect our business, financial condition, and results of operations.

Risks Related to our Intellectual Property

Failure to adequately protect our intellectual property could adversely affect our business, financial condition, and results of operations.

Our business depends on our intellectual property, the protection of which is crucial to the success of our business. We rely on a combination of patent, trademark, trade secret, and copyright law and contractual restrictions to protect our intellectual property. In addition, we attempt to protect our intellectual property, technology, and confidential information by requiring our employees and consultants who develop intellectual property on our behalf to enter into confidentiality and invention assignment agreements, and third parties we share information with to enter into nondisclosure agreements. These agreements may not effectively prevent unauthorized use or disclosure of our confidential information, intellectual property, or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information or technology, or infringement of our intellectual property. Despite our efforts to protect our proprietary rights, unauthorized parties may obtain or otherwise copy aspects of our platform or other software, technology, functionality or other intellectual property, obtain and use information that we consider proprietary, or use branding that is confusingly similar to our own.

We have registered or applied for registration, among other trademarks, the term “DoorDash”, "Deliveroo", and "Wolt" in various countries in which those brands are used. Competitors have and may continue to adopt and use service names and domain names similar to ours, thereby harming our ability to build brand identity and possibly leading to user confusion. In addition, we may adopt or otherwise use certain trade names or trademarks that may be allegedly similar to others already registered by third parties. As a result, there could be potential trade name or trademark infringement claims brought by owners of other trademarks that are similar to our trade names or trademarks. Litigation or proceedings before the U.S. Patent and Trademark Office or other governmental authorities and administrative bodies in the United States and other jurisdictions may be necessary in the future to enforce our intellectual property rights and to determine the validity and scope of the proprietary rights of others. Further, we may not timely or successfully apply for a patent or register our trademarks or otherwise secure our intellectual property. Our efforts to protect, maintain, or enforce our intellectual property and proprietary rights may be ineffective and could result in substantial costs and diversion of resources, which could adversely affect our business, financial condition, and results of operations.

Intellectual property infringement assertions by third parties could result in significant costs and adversely affect our business, financial condition, results of operations, and reputation.

We operate in an industry with frequent intellectual property litigation. Other parties have asserted, and in the future may assert, that we have infringed their intellectual property rights. We could be required to pay substantial damages or cease using intellectual property or technology that is deemed infringing.

Further, we cannot predict whether other assertions of third-party intellectual property rights or claims arising from such assertions would substantially adversely affect our business, financial condition, and results of operations. The defense of these claims and any future infringement claims, whether they are with or without merit or are determined in our favor, may result in costly litigation and diversion of technical and management personnel. Further, an adverse outcome of a dispute may require us to pay damages, potentially including treble damages and attorneys’ fees if we are found to have willfully infringed a party’s patent or copyright rights, cease making, licensing, or using products that are alleged to incorporate the intellectual property of others, expend additional development resources to redesign our offerings, and enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies. Royalty or licensing agreements, if required, may be unavailable on terms acceptable to us, or at all. In any event, we may need to license intellectual property which would require us to pay royalties or make one-time payments. Even if these matters do not result in litigation or are resolved in our favor or without significant cash settlements, the time and resources necessary to resolve them could adversely affect our business, reputation, financial condition, and results of operations.

Our platform contains third-party open source software components, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to provide our platform.

Our platform contains software modules licensed to us by third-party authors under open source licenses. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide support, warranties, indemnification, or other contractual protections regarding infringement claims or the quality of the code. In addition, the public availability of such software may make it easier for others to compromise our platform.

Some open source licenses contain requirements that may, depending on how the licensed software is used or modified, require that we make available source code for modifications or derivative works we create based upon the licensed open source software, authorize further modification and redistribution of that source code, make that source code available at little or no cost, or grant other licenses to our intellectual property. If we combine our proprietary software with open source software in a certain manner, we could be required under certain open source licenses to release the source code of our proprietary software under the terms of an open source software license. This could enable our competitors to create similar offerings with lower development effort and time and ultimately could result in a loss of our competitive advantages. To avoid the release of the affected portions of our source code, we could be required to purchase additional licenses and expend substantial time and resources to re-engineer some or all of our software or cease use or distribution of some or all of our software until we can adequately address the concerns.

Although we have certain policies and procedures in place to monitor our use of open source software that are designed to avoid subjecting our platform to conditions we do not intend, those policies and procedures may not be effective to detect or address all such conditions. In addition, the terms of many open source licenses have not been interpreted by U.S. or non-U.S. courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to provide or distribute our platform. There have been claims challenging the ownership of open source software against companies that incorporate open source software into their offerings. As a result, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software. If we are held to have breached or failed to fully comply with all the terms and conditions of an open source software license, we could face infringement or other liability, or be required to seek costly licenses from third parties to continue providing our platform on terms that are not economically feasible, to re-engineer our platform, to discontinue or delay the provision of our platform if re-engineering could not be accomplished on a timely basis, or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, financial condition, and results of operations.

Risks Related to Our Indebtedness and Liquidity

Our indebtedness and liabilities could limit the cash flow available for our operations, expose us to risks that could adversely affect our business, financial condition and results of operations and impair our ability to satisfy our obligations under our debt agreements.

We have a revolving credit facility that we may draw on to finance our working capital and other general corporate purposes, and have $2.75 billion in aggregate principal amount of indebtedness outstanding under our 2030 Notes. We may also incur additional indebtedness to meet future financing needs. Our indebtedness could have significant negative consequences for our security holders and our business, results of operations and financial condition by, among other things:

- increasing our vulnerability to adverse economic and industry conditions;
- limiting our ability to obtain additional financing;
- requiring the dedication of a substantial portion of our cash flow from operations to service our indebtedness, which will reduce the amount of cash available for other purposes;
- limiting our flexibility to plan for, or react to, changes in our business;
- diluting the interests of our existing stockholders as a result of issuing shares of our Class A common stock upon conversion of the 2030 Notes; and
- placing us at a possible competitive disadvantage with competitors that are less leveraged than us or have better access to capital.

Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts due under our indebtedness, and our cash needs may increase in the future. In addition, our existing indebtedness contains, and any future indebtedness that we may incur may contain, financial and other restrictive covenants that limit our ability to operate our business, raise capital or make payments under our other indebtedness. If we fail to comply with these covenants or to make payments under our indebtedness when due, then we would be in default under that indebtedness, which could, in turn, result in that and our other indebtedness becoming immediately payable in full.

We may be unable to raise the funds necessary to repurchase the 2030 Notes for cash following a fundamental change, or to pay any cash amounts due upon conversion, and our other indebtedness limits our ability to repurchase the 2030 Notes or pay cash upon their conversion.

Holders of our 2030 Notes may, subject to a limited exception set forth in the related Indenture, require us to repurchase their 2030 Notes following a fundamental change at a cash repurchase price generally equal to the principal amount of the 2030 Notes to be repurchased, plus accrued and unpaid special and additional interest, if any, to, but excluding the fundamental change repurchase date. Upon maturity of the 2030 Notes, we must pay their principal amount and accrued and unpaid special and additional interest, if any, in cash, unless they have been previously repurchased, redeemed or converted. In addition, all conversions of 2030 Notes will be settled partially or entirely in cash. We may not have enough available cash or be able to obtain financing at the time we are required to repurchase the 2030 Notes or pay the cash amounts due upon their maturity or conversion. In addition, applicable law, regulatory authorities and the agreements governing our other indebtedness may restrict our ability to repurchase the 2030 Notes or pay the cash amounts due upon conversion. Our failure to repurchase 2030 Notes or to pay the cash amounts due upon conversion when required will constitute a default under the Indenture. A default under the Indenture or the fundamental change itself could also lead to a default under agreements governing our other indebtedness, and may result in that other indebtedness becoming immediately payable in full. We may not have sufficient funds to satisfy all amounts due under the other indebtedness and the 2030 Notes.

The accounting method for the 2030 Notes could adversely affect our reported financial condition and results.

The accounting method for reflecting the 2030 Notes on our balance sheet, accruing amortized interest expense for the 2030 Notes, and reflecting the underlying shares of our Class A common stock in our reported diluted earnings per share may adversely affect our reported earnings and financial condition. Furthermore, if any of the conditions to the convertibility of the 2030 Notes is satisfied, then we may be required under applicable accounting standards to reclassify the liability carrying value of the 2030 Notes as a current, rather than a long-term, liability. This reclassification could be required even if no noteholders convert their 2030 Notes and could materially reduce our reported working capital.

The convertible note hedge and warrant transactions may affect the value of the 2030 Notes and our Class A common stock.

In connection with the issuance of the 2030 Notes, we entered into privately negotiated convertible note hedge transactions with certain financial institutions (the “option counterparties”). We also entered into warrant transactions with such option counterparties pursuant to which we sold warrants for the purchase of our Class A common stock. The convertible note hedge transactions are expected generally to reduce the potential dilution upon any conversion of the 2030 Notes and/or offset any potential cash payments we are required to make in excess of the principal amount of the converted 2030 Notes, as the case may be. However, the warrant transactions could separately have a dilutive effect on our Class A common stock to the extent that the market price per share of our Class A common stock exceeds the strike price of the warrants unless, subject to the terms of the warrant transactions, we elect to cash settle the warrants.

From time to time, the option counterparties or their respective affiliates may modify or unwind their hedge positions by entering into or unwinding derivatives with respect to our Class A common stock and/or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions prior to the maturity of the 2030 Notes (and (i) are likely to do so during any observation period related to a conversion of 2030 Notes or following redemption of the 2030 Notes by us or following any repurchase of the 2030 Notes by us in connection with any fundamental change and (ii) are likely to do so following any repurchase of the 2030 Notes by us other than in connection with any such redemption or fundamental change if we elect to unwind a corresponding portion of the convertible note hedge transactions in connection with such repurchase). This activity could cause or avoid an increase or a decrease in the market price of our Class A common stock or the 2030 Notes.

We cannot predict the direction or magnitude of any potential effect that the transactions described above may have on the price of the 2030 Notes or the shares of our Class A common stock. In addition, we cannot make any representation that the option counterparties or their respective affiliates will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

We are subject to counterparty risk with respect to the convertible note hedge transactions, and the convertible note hedge transactions may not operate as planned.

We are subject to the risk that any of the option counterparties to the convertible note hedge transactions may default under the convertible note hedge transactions. Our exposure to the credit risk of the option counterparties under the convertible note hedge transactions is not secured by any collateral. In the past, economic conditions have resulted in the actual or perceived failure or financial difficulties of a number of financial institutions, including the bankruptcy filing by Lehman Brothers Holdings Inc. and various of its affiliates. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under our transactions with them. Our exposure will depend on many factors. Generally, the increase in our exposure will be correlated to the increase in the market price and in the volatility of our Class A common stock. In addition, as a result of a default by any counterparty to the convertible note hedge transactions, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our Class A common stock. We can provide no assurances as to the financial stability or viability of any counterparty under the convertible note hedge transactions.

We may require additional capital to support business growth, and this capital might not be available on acceptable terms, if at all.

To support our growing business and to effectively compete, we must have sufficient capital to continue to make significant investments in our platform. We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new platform features and services or enhance and expand our existing platform, improve our operating and technology infrastructure, acquire complementary businesses and technologies, or respond to challenging macroeconomic conditions. We believe our working capital will be sufficient to meet our anticipated operating cash needs for at least the next 12 months and beyond. We may seek additional equity or debt financing to fund capital expenditures, strategic initiatives, or investments and our ongoing operations. If we raise additional funds through future issuances of equity, equity-linked securities, or convertible debt securities, our existing stockholders could suffer significant dilution, and any new securities we issue could have rights, preferences, and privileges superior to those of holders of our Class A common stock. We may evaluate financing opportunities from time to time, and our ability to obtain financing will depend, among other things, on our development efforts, business plans, and operating performance and the condition of the capital markets at the time we seek financing. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be impaired, and our business, financial condition, and results of operations may be adversely affected.

Our revolving credit facility contains financial covenants and other restrictions on our actions that may limit our operational flexibility or otherwise adversely affect our results of operations.

The terms of our revolving credit facility include a number of covenants that limit our ability and our subsidiaries’ ability to, among other things, incur subsidiary indebtedness, grant liens, merge or consolidate with other companies or sell substantially all of our assets and our subsidiaries' assets, taken as a whole, pay dividends, make redemptions and repurchases of stock, make investments and loans, or engage in transactions with affiliates. We are also required to comply with a maximum senior net leverage ratio, measured quarterly, determined in accordance with the terms of the credit agreement. The terms of our revolving credit facility may restrict our current and future operations and could adversely affect our ability to finance our future operations or capital needs. In addition, complying with these covenants may make it more difficult for us to successfully execute our business strategy, including potential acquisitions, and compete against companies which are not subject to such restrictions.

A failure by us to comply with the covenants or payment requirements specified in our credit agreement could result in an event of default under the agreement, which would give the lenders the right to terminate their commitments to provide additional loans under our revolving credit facility, to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be immediately due and payable, and to require cash collateral for any outstanding letters of credit issued under the revolving credit facility. If not waived, these defaults could also cause our other then-outstanding indebtedness, including the 2030 Notes, to become immediately due and payable. If the debt under our revolving credit facility or other outstanding indebtedness were to be accelerated or such cash collateral were to be required under our revolving credit facility, we may not have sufficient cash or be able to borrow sufficient funds to refinance the debt or sell sufficient assets to repay the debt, which could immediately adversely affect our business, cash flows, results of operations, and financial condition. Even if we were able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to us. As of March 31, 2026, there were no revolving loans outstanding and $42 million in aggregate face amount of letters of credit issued under our revolving credit facility.

Risks Related to Ownership of our Class A Common Stock

The multi-class structure of our common stock and the Voting Agreement between our Co-Founders has the effect of concentrating voting power with Tony Xu, our co-founder, Chief Executive Officer, and Chair of our board of directors, which will limit your ability to influence the outcome of matters submitted to our stockholders for approval.

Our Class A common stock has one vote per share, our Class B common stock has 20 votes per share, and our Class C common stock has no voting rights, except as otherwise required by law. Our Co-Founders together hold all of the issued and outstanding shares of our Class B common stock. As of March 31, 2026, Tony Xu, our co-founder, Chief Executive Officer, and Chair of our board of directors, Andy Fang, our co-founder, Head of LaunchPad, and a member of our board of directors, and Stanley Tang, our co-founder, Head of DoorDash Labs, and a member of our board of directors, collectively held 54% of the voting power of our outstanding capital stock in aggregate, which voting power may increase over time as our Co-Founders exercise or vest in outstanding equity awards (including those equity awards granted to our Co-Founders prior to our initial public offering and subject to equity exchange right agreements whereby each of our Co-Founders has a right (but not an obligation) to require us to exchange any shares of Class A common stock received upon the exercise of options to purchase shares of Class A common stock or the vesting and settlement of RSUs related to shares of Class A common stock for an equivalent number of shares of Class B common stock). If all such equity awards held by our Co-Founders (including the CEO Performance Award) had been exercised or vested and exchanged for shares of Class B common stock as of March 31, 2026, our Co-Founders would collectively hold 63% of the voting power of our outstanding capital stock. Our Co-Founders have also entered into the Voting Agreement, whereby Mr. Xu has the authority (and irrevocable proxy) to direct the vote and vote the shares of Class B common stock held by Messrs. Fang and Tang, and their respective permitted entities and permitted transferees, at his discretion on all matters to be voted upon by stockholders. As a result, Mr. Xu will be able to determine or significantly influence any action requiring the approval of our stockholders, including the election of our board of directors, the adoption of amendments to our certificate of incorporation and bylaws, and the approval of any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction. Mr. Xu may have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This concentrated control may have the effect of delaying, preventing, or deterring a change in control of our company, could deprive our stockholders of an opportunity to receive a premium for their capital stock as part of a sale of our company, and might ultimately affect the market price of our Class A common stock. Further, the separation between voting power and economic interests could cause conflicts of interest between our Co-Founders and our other stockholders, which may result in Mr. Xu undertaking, or causing us to undertake, actions that would be desirable for himself or our Co-Founders but would not be desirable for our other stockholders.

Future transfers by the holders of Class B common stock will generally result in those shares automatically converting into shares of Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning or other transfers among our Co-Founders and their family members. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon (i) the date fixed by our board of directors that is no less than 61 days and no more than 180 days following the first date on which the number of shares of our capital stock, including Class A common stock, Class B common stock, and Class C common stock, and any shares of capital stock underlying equity securities or other convertible instruments, held by Mr. Xu and his permitted entities and permitted transferees is less than 35% of the Class B common stock held by Mr. Xu and his permitted entities as of immediately following the completion of our initial public offering, which we sometimes refer to herein as the "35% Ownership Threshold;" (ii) 12 months after the death or permanent and total disability of Mr. Xu, during which 12-month period the shares of our Class B common stock shall be voted as directed by a person designated by Mr. Xu and approved by our board of directors (or if there is no such person, then our secretary then in office); (iii) the date fixed by our board of directors that is no less than 61 days and no more than 180 days following the date on which Mr. Xu is terminated for cause (as defined in our amended and restated certificate of incorporation ("Certificate of Incorporation")); or (iv) the date fixed by our board of directors that is no less than 61 days and no more than 180 days following the date upon which (A) Mr. Xu is no longer providing services to us as an officer, employee, or consultant and (B) Mr. Xu is no longer a member of our board of directors, either as a result of Mr. Xu's voluntary resignation or as a result of a request or agreement by Mr. Xu at a meeting of our stockholders for Mr. Xu not to be renominated as a member of our board of directors. We refer to the date on which such final conversion of all outstanding shares of Class B common stock pursuant to the terms of our Certificate of Incorporation occurs as the "Final Conversion Date."

We have no current plans to issue shares of our Class C common stock, which entitle the holder to zero votes per share (except as otherwise required by law). These shares will be available to be used in the future to further strategic initiatives, such as financings or acquisitions, or issue future equity awards to our service providers. Over time the issuance of shares of Class A common stock will result in voting dilution to all of our stockholders and this dilution could eventually result in our Co-Founders, in particular Mr. Xu, holding less than a majority of our total outstanding voting power. Once our Co-Founders own less than a majority of our total outstanding voting power, Mr. Xu would no longer have the unilateral ability to elect all of our directors and to determine the outcome of any matter submitted for a vote of our stockholders. Because the shares of Class C common stock would have no voting rights (except as required by law), the issuance of such shares will not result in further voting dilution, which would prolong the voting control of Mr. Xu. Further, the issuance of such shares of Class C common stock to Mr. Xu would also delay the final conversion of all of our outstanding Class B common stock because shares of Class C common stock issued to Mr. Xu would be counted when determining whether the 35% Ownership Threshold has been met. As a result, the issuance of shares of Class C common stock could prolong the duration of Mr. Xu's control of our voting power and his ability to elect all of our directors and to determine the outcome of most matters submitted to a vote of our stockholders. In addition, we could issue shares of Class C common stock to our Co-Founders and, in that event, they would be able to sell such shares of Class C common stock and achieve liquidity in their holdings without diminishing Mr. Xu's voting control. Any future issuances of shares of Class C common stock will not be subject to approval by our stockholders except as required by the listing standards of Nasdaq.

Although we do not expect to rely on the "controlled company" exemption under the listing standards of Nasdaq, we expect to have the right to use such exemption and therefore we could in the future avail ourselves of certain reduced corporate governance requirements.

As a result of our multi-class common stock structure and the Voting Agreement, our Co-Founders collectively hold a majority of the voting power of our outstanding capital stock as of March 31, 2026, and Mr. Xu has the authority (and irrevocable proxy) to direct the vote and vote the shares of Class B common stock held by Messrs. Fang and Tang, and their respective permitted entities and permitted transferees, at his discretion on all matters to be voted upon by stockholders. Therefore, we are considered a "controlled company" as that term is set forth in the listing standards of Nasdaq. Under these listing standards, a company in which over 50% of the voting power for the election of directors is held by an individual, a group, or another company is a "controlled company" and may elect not to comply with certain listing standards of Nasdaq regarding corporate governance, including requirements that a majority of its board of directors consist of independent directors, a compensation committee be composed of independent directors, and that there is independent director oversight over the director nomination process.

Such corporate governance requirements would not apply to us if, in the future, we choose to avail ourselves of the "controlled company" exemption. Although we qualify as a "controlled company," we do not currently expect to rely on these exemptions and intend to fully comply with all corporate governance requirements under the listing standards of Nasdaq. However, if we were to utilize some or all of these exemptions, we would not comply with certain of the corporate governance standards of Nasdaq, which could adversely affect the protections for other stockholders.

The trading price of our Class A common stock may be volatile, and you could lose all or part of your investment.

The trading price of our Class A common stock may be volatile and could be subject to fluctuations in response to various factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of your investment in our Class A common stock. Factors that could cause fluctuations in the trading price of our Class A common stock include the following:

- price and volume fluctuations in the overall stock market;
- volatility in the trading prices and trading volumes of technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- sales of shares of our Class A common stock by us or our stockholders, as well as the perception that such sales could occur;
- changes in financial estimates by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- the financial projections we may provide to the public, any changes in those projections, or our failure to meet those projections;
- announcements by us or our competitors of new services or platform features;
- the public's reaction to our press releases, other public announcements, and filings with the SEC, or those of our competitors or others in our industry;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our results of operations or fluctuations in our results of operations;
- actual or anticipated developments in our business, our competitors' businesses, or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- actual or perceived privacy violations, security breaches, or other data-related incidents;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses, services, or technologies by us or our competitors;

- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations, or principles;
- any significant change in our management;
- general economic conditions, including the effects of increased inflation and interest rates, and slow or negative growth of our markets; and
- other events or factors, including those resulting from war, incidents of terrorism, natural disasters, public health concerns or epidemics, or responses to these events.

In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

The trading volume of the 2030 Notes and the conversion features of the 2030 Notes, if triggered, may impact the trading price of our Class A common stock.

The market price of our Class A common stock could be affected by possible sales of our common stock by investors who view the 2030 Notes as a more attractive means of equity participation in us and by hedging or arbitrage trading activity that we expect to develop involving our Class A common stock in connection with the 2030 Notes. Additionally, the market price of our Class A common stock could adversely impact the trading price of the 2030 Notes.

In the event the conditional conversion feature of the 2030 Notes is triggered, holders of the 2030 Notes will be entitled to convert their 2030 Notes at any time during specified periods at their option. Any such conversions will be required to be settled partially or entirely in cash, which could adversely affect our liquidity. If we elect to satisfy a portion of our conversion obligation by delivering shares of our Class A common stock, the issuance will cause dilution to our existing shareholders and could cause the market price of our Class A common stock to decline.

Sale of substantial amounts of our Class A common stock, or the perception that such sales could occur, could depress the market price of our Class A common stock.

The market price of our Class A common stock could decline as a result of sales of a large number of shares of our Class A common stock in the market, and the perception that these sales could occur may also depress the market price of our Class A common stock.

Certain stockholders are entitled, under our investors' rights agreement, to require us to register shares owned by them for public sale in the United States. In addition, we have previously registered shares for future issuance under our equity compensation plans. As a result, subject to the satisfaction of applicable exercise periods, the shares issued upon exercise of outstanding stock options or upon settlement of outstanding RSU awards will generally be available for immediate resale in the United States in the open market.

Sales of our Class A common stock may make it more difficult for us to sell equity securities or other securities that are convertible into, or exercisable for, our equity securities in the future at a time and at a price that we deem appropriate. These sales could also cause the trading price of our Class A common stock to fall and make it more difficult for you to sell shares of our Class A common stock.

We may not realize the anticipated long-term stockholder value of our share repurchase programs, and any failure to repurchase our Class A common stock after we have announced our intention to do so may negatively impact our stock price.

In February 2025, we announced the authorization of a share repurchase program for the repurchase of shares of our Class A common stock, in an aggregate amount of up to $5.0 billion. Under existing or any future share repurchase programs, we may make share repurchases through a variety of methods, including open share market purchases, block transactions, or privately negotiated transactions, in accordance with applicable federal securities laws. Our share repurchase programs may have no time limit, may not obligate us to repurchase any specific number of shares, and may be suspended at any time at our discretion and without prior notice. The timing and amount of repurchases, if any, will be subject to liquidity, stock price, market and economic conditions, compliance with applicable legal requirements, such as Delaware surplus and solvency tests, management discretion, and other relevant factors. Any failure to repurchase stock after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our stock price.

The existence of these share repurchase programs could cause our stock price to be higher than it otherwise would be and could potentially reduce the market liquidity for our stock. Although these programs are intended to enhance long-term stockholder value, there is no assurance they will do so because the market price of our Class A common stock may decline below the levels at which we repurchased shares and short-term stock price fluctuations could reduce the effectiveness of our repurchase programs.

Repurchasing our Class A common stock will reduce the amount of cash we have available to fund working capital, capital expenditures, strategic acquisitions or business opportunities, and other general corporate requirements, and we may fail to realize the anticipated long-term stockholder value of these share repurchase programs.

Delaware law and provisions in our Certificate of Incorporation, amended and restated bylaws ("Bylaws"), and the Indenture could make a merger, tender offer, or proxy contest difficult, thereby depressing the market price of our Class A common stock.

Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay, or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the date of the transaction in which the person became an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our Certificate of Incorporation and Bylaws contain provisions that may make the acquisition of our company more difficult, including the following:

- any amendments to our Certificate of Incorporation require the approval of at least a majority of the voting power of the outstanding shares of our Class A common stock and Class B common stock;
- our Bylaws provide that approval of the holders of at least a majority of the voting power of the outstanding shares of our Class A common stock and Class B common stock voting as a single class is required for stockholders to amend or adopt any provision of our Bylaws;
- our multi-class common stock structure and the Voting Agreement, which provide Tony Xu with the ability to determine or significantly influence the outcome of matters requiring stockholder approval, even if he owns significantly less than a majority of our capital stock;
- our board of directors is classified into three classes of directors with staggered three-year terms and directors are only able to be removed from office for cause;
- until the first date on which the outstanding shares of our Class B common stock represent less than a majority of the total combined voting power of our Class A common stock and our Class B common stock (the “Voting Threshold Date”), our stockholders will only be able to take action by written consent if such action is first recommended or approved by our board of directors;
- after the Voting Threshold Date, our stockholders will only be able to take action at a meeting of stockholders and will not be able to take action by written consent for any matter;
- our Certificate of Incorporation does not provide for cumulative voting;
- vacancies on our board of directors will be able to be filled only by our board of directors and not by stockholders;
- a special meeting of our stockholders may only be called by the chairperson of our board of directors, our Chief Executive Officer, or a majority of our board of directors;
- certain litigation against us can only be brought in Delaware;
- our Certificate of Incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued without further action by our stockholders; and
- advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders.

Certain provisions in the Indenture could make a third-party attempt to acquire us more difficult or expensive. For example, if a takeover constitutes a fundamental change, then, except as set forth in the Indenture, noteholders will have the right to require us to repurchase their 2030 Notes for cash. In addition, if a takeover constitutes a make-whole fundamental change, then we may be required to temporarily increase the conversion rate. In either case, and in other cases, our obligations under the 2030 Notes and the Indenture could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management, including in a transaction that noteholders or holders of our Class A common stock may view as favorable.

These provisions, alone or together, could discourage, delay, or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and to cause us to take other corporate actions they desire, any of which, under certain circumstances, could limit the opportunity for our stockholders to receive a premium for their shares of our Class A common stock, and could also affect the price that some investors are willing to pay for our Class A common stock.

Our Bylaws designate a U.S. state or federal court located within the State of Delaware as the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to choose the judicial forum for disputes with us or our directors, officers, or employees.

Our Bylaws provide that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or other employees to us or our stockholders, (iii) any action arising pursuant to any provision of the Delaware General Corporation Law, our Certificate of Incorporation, or our Bylaws or (iv) any other action asserting a claim that is governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware), in all cases subject to the court having jurisdiction over indispensable parties named as defendants. Our Bylaws also provide that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action under the Securities Act of 1933, as amended (the "Securities Act"). Nothing in our Bylaws precludes stockholders that assert claims under the Exchange Act from bringing such claims in state or federal court, subject to applicable law.

Any person or entity purchasing or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to these provisions. These exclusive forum provisions may limit a stockholder's ability to bring a claim in a judicial forum of its choosing for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees. The enforceability of similar choice of forum provisions in other companies' charter documents has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. If a court were to find the exclusive forum provisions in our Bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could adversely affect our results of operations.

If securities or industry analysts publish inaccurate or unfavorable research about us, our business, or our market, or if they change their analysis regarding our Class A common stock adversely, the market price and trading volume of our Class A common stock could decline.

The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us, our business, our market, or our competitors. The analysts' estimates are based upon their own opinions and are often different from our estimates or expectations. If any of the analysts who cover us change their analysis regarding our Class A common stock adversely, publish more favorable analyses about our competitors than us, or publish inaccurate or unfavorable research about our business, the price of our securities would likely decline.

We do not expect to pay dividends in the foreseeable future.

We have never declared nor paid cash dividends on our capital stock and we do not anticipate declaring or paying any dividends to holders of our capital stock in the foreseeable future. In addition, our revolving credit facility contains restrictions on our ability to pay dividends. Consequently, stockholders must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment.

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

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table summarizes the share repurchase activity for the three months ended March 31, 2026:

Period	Total Number of Shares Purchased (in thousands)(1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs (in thousands)(1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (in millions)(1)
January 1 - 31	—	$ —	—	$ 5,000
February 1 - 28	—	$ —	—	$ 5,000
March 1 - 31	1,106	$ 146.93	1,106	$ 4,838
Total	1,106		1,106	

(1) In February 2025, our board of directors authorized the repurchase of up to $5.0 billion of our Class A common stock, which is inclusive of the remaining share repurchase authority of $876 million under the share repurchase program that we previously authorized in February 2024. In connection with this authorization, we have, from time to time, entered into Rule 10b5-1 plans, which as of March 31, 2026 has resulted in the repurchase of approximately $162 million of our Class A common stock in open market transactions. Please refer to Note 10 of the Notes to Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Securities Trading Plans of Directors and Executive Officers

On March 4, 2026, Shona Brown, a member of our board of directors and our lead independent director, through the Shona L. Brown Living Trust, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 13,582 shares of our Class A common stock. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until June 12, 2027, or earlier if all transactions under the trading arrangement are completed.

On March 6, 2026, Andy Fang, our co-founder and Head of LaunchPad, through The AF Living Trust, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 230,000 shares of our Class A common stock held by The AF Living Trust. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until May 31, 2027, or earlier if all transactions under the trading arrangement are completed.

On March 6, 2026, Tia Sherringham, our General Counsel and Secretary, adopted a Rule 10b5-1 trading arrangement providing for the sale from time to time of an aggregate of up to 80,456 shares of our Class A common stock. The actual number of shares sold under the trading arrangement will be net of shares withheld for taxes upon vesting and settlement of the RSUs subject to the trading arrangement. The trading arrangement is intended to satisfy the affirmative defense in Rule 10b5-1(c). The duration of the trading arrangement is until June 30, 2027, or earlier if all transactions under the trading arrangement are completed.

Item 6. Exhibits

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q, or are incorporated herein by reference, in each case as indicated below.

		Incorporated by Reference			
Exhibit Number	Description	Form	File No.	Exhibit	Filing Date
3.1	Amended and Restated Certificate of Incorporation of the registrant.	10-K	001-39759	3.1	March 5, 2021
3.2	Certificate of Amendment to the Restated Certificate of Incorporation of the registrant.	10-Q	001-39759	3.2	August 6, 2025
3.3	Certificate of Change of Registered Agent.	10-K	001-39759	3.2	February 27, 2023
3.4	Amended and Restated Bylaws of the registrant.	10-K	001-39759	3.3	February 27, 2023
31.1	Certification of the Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2	Certification of the Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1*	Certifications of the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101	The following financial information from DoorDash, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 formatted in Inline XBRL (Extensible Business Reporting Language) includes: (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statements of Comprehensive Income (Loss), (iv) the Condensed Consolidated Statements of Redeemable Non-Controlling Interests and Stockholders' Equity, (v) the Condensed Consolidated Statements of Cash Flows, and (vi) Notes to the Condensed Consolidated Financial Statements.				
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 has been formatted in Inline XBRL and contained in Exhibit 101.				

____

* The certifications attached as Exhibit 32.1 that accompany this Quarterly Report on Form 10-Q are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of DoorDash, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

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.

		DOORDASH, INC.
Date: May 6, 2026	By:	/s/ Tony Xu
		Tony Xu Chief Executive Officer (Principal Executive Officer)
Date: May 6, 2026	By:	/s/ Ravi Inukonda
		Ravi Inukonda Chief Financial Officer (Principal Financial Officer)

Exhibit 31.1

CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Tony Xu, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of DoorDash, 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: May 6, 2026	By:	/s/ Tony Xu
	Name:	Tony Xu
	Title:	Chief Executive Officer
		(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ravi Inukonda, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of DoorDash, 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: May 6, 2026	By:	/s/ Ravi Inukonda
	Name:	Ravi Inukonda
	Title:	Chief Financial Officer
		(Principal Financial Officer)

Exhibit 32.1

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Tony Xu, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of DoorDash, Inc. for the fiscal quarter ended March 31, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of DoorDash, Inc.

Date: May 6, 2026	By:	/s/ Tony Xu
	Name:	Tony Xu
	Title:	Chief Executive Officer (Principal Executive Officer)

I, Ravi Inukonda, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of DoorDash, Inc. for the fiscal quarter ended March 31, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of DoorDash, Inc.

Date: May 6, 2026	By:	/s/ Ravi Inukonda
	Name:	Ravi Inukonda
	Title:	Chief Financial Officer (Principal Financial Officer)