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

FORM 10-Q

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

For the quarterly period ended 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: 001-39232

Rush Street Interactive, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**84-3626708**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
900 N. Michigan Avenue, Suite 950 **Chicago, Illinois 60611**	**(773) 893-5855**
(Address of principal executive offices, including zip code)	**(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, $0.0001 par value per share	RSI	The New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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 ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of April 28, 2026, there were 103,800,112 shares outstanding of the registrant's Class A common stock, $0.0001 par value per share, and 128,899,014 shares outstanding of the registrant's Class V common stock, $0.0001 par value per share.

TABLE OF CONTENTS
Rush Street Interactive, Inc.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q (this "Report") contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended, that reflect future plans, estimates, beliefs and expected performance. The forward-looking statements depend upon events, risks and uncertainties that may be outside of our control. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Any statements contained herein that are not statements of historical fact may be forward-looking statements.

Our projections, including for revenues, market share, expenses and profitability, are subject to significant risks, assumptions, estimates and uncertainties. You are cautioned that our business and operations are subject to a variety of risks and uncertainties, many of which are beyond our control, and, consequently, our actual results may differ materially from those projected.

Factors that could cause or contribute to such differences include, but are not limited to, the following:

- competition in the online casino, online sports betting and retail sports betting (i.e., such as within a bricks-and-mortar casino) industries is intense and, as a result, we may fail to attract and/or retain customers, which may negatively impact our operations, growth prospects and financial condition;

- economic downturns, such as recessions, inflation, and political and market conditions beyond our control, including a reduction in consumer discretionary spending, tariffs and trade wars, and sports leagues shortening, delaying or cancelling parts of their seasons or certain events due to external factors such as pandemics or international conflicts, could adversely affect our business, financial condition, results of operations and prospects;

- our growth prospects may suffer if we are unable to develop or maintain competitive offerings, if we fail to pursue additional offerings, if we lose any of our executives or other key employees or if we are unable to scale and support our information technology and other systems and platforms to meet the Company's needs;

- our business is subject to a variety of U.S. and foreign laws (including the laws of Canada, Colombia, Mexico and Peru, where we have business operations), many of which are unsettled and still developing, and our growth prospects depend on the legal status of real-money gaming in various jurisdictions;

- failure to comply with regulatory requirements or, as necessary or appropriate, successfully obtain a license or permit applied for could adversely impact our ability to comply with licensing and regulatory requirements or to obtain or maintain licenses in other jurisdictions, or could cause financial institutions, online platforms, vendors and distributors to stop providing services to us;

- we rely on information technology and other systems and platforms (including reliance on third-party providers to validate the identity and location of our customers and to process customer deposits and withdrawals), and any breach or disruption of such systems or platforms could compromise our networks and the information stored there could be accessed, disclosed, lost, corrupted or stolen;

- until fairly recently, we have had a history of losses (calculated in accordance with accounting principles generally accepted in the United States) and may incur losses in the future;

- certain of our officers and directors may allocate their time to other businesses and potentially have conflicts of interest with our business;

- we license certain trademarks and domain names from Rush Street Gaming, LLC ("RSG") and its affiliates, and RSG's and its affiliates' use of such trademarks and domain names, or failure to protect or enforce our intellectual property rights, could harm our business, financial condition, results of operations and prospects;

- we currently, and will likely continue to, rely on licenses and service agreements to use the intellectual property rights and technology of related or third parties that are incorporated into or used in our products and services;

- the timing, amount, duration and utilization of the Stock Repurchase Program (as defined below); and

- other factors described in our Annual Report on Form 10-K for our most recently completed fiscal year, including the "Business", "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Quantitative and Qualitative Disclosures about Market Risk" sections, as well as described in our other filings with the SEC, such as this Report, our other Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

Due to the uncertain nature of these factors, management cannot assess the impact of each factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any of these statements to reflect events or circumstances occurring after the date of this Report, unless required by law. New factors may emerge, and it is not possible to predict all factors that may affect our business and prospects.

Limitations of Key Metrics and Other Data

The numbers for our key metrics, which include our monthly active users ("MAUs") and average revenue per MAU ("ARPMAU"), are calculated using internal company data based on the activity of user accounts. While these numbers are based on what we believe to be reasonable estimates of our user base and activity levels for the applicable period of measurement, there are inherent challenges in measuring usage of our offerings across large online and mobile populations based in numerous jurisdictions. In addition, we continuously seek to improve our estimates of our user base and user activity, and such estimates may change due to improvements or changes in our methodology.

We regularly evaluate these metrics to estimate the number of "duplicate" accounts among our MAUs and remove the effects of such duplicate accounts on our key metrics. A duplicate account is one that a user maintains in addition to his or her principal account. Generally, duplicate accounts arise as a result of users signing up to use more than one of our brands (i.e., BetRivers, PlaySugarHouse and RushBet) or to use our offerings in more than one jurisdiction, for instance when a user lives in New Jersey but works in New York. The estimates of duplicate accounts are based on an internal review of a limited sample of accounts, and we apply significant judgment in making this determination. For example, to identify duplicate accounts we use data signals such as similar IP addresses or usernames. Our estimates may change as our methodologies evolve, including through the application of new data signals or technologies, which may allow us to identify previously undetected duplicate accounts and may improve our ability to evaluate a broader population of our users. Duplicate accounts are very difficult to measure, and it is possible that the actual number of duplicate accounts may vary significantly from our estimates.

Our data limitations may affect our understanding of certain details of our business. We regularly review our processes for calculating these metrics, and from time to time we may discover inaccuracies in our metrics or make adjustments to improve their accuracy, including adjustments that may result in the recalculation of our historical metrics. We believe that any such inaccuracies or adjustments are immaterial unless otherwise stated. In addition, our key metrics and related information and estimates, including the definitions and calculations of the same, may differ from those published by third parties or from similarly titled metrics of our competitors due to differences in operations, offerings, methodology and access to information.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands except for share and per share data)

	March 31, 2026 (Unaudited)	December 31, 2025
ASSETS		
Current assets		
Cash and cash equivalents	$ 330,557	$ 336,256
Restricted cash	1,051	4,248
Players' receivables	26,600	15,859
Due from affiliates	19,207	19,947
Prepaid expenses and other current assets	37,742	30,481
Total current assets	**415,157**	**406,791**
Intangible assets, net	78,397	76,436
Property and equipment, net	7,111	7,740
Operating lease assets	2,754	3,056
Deferred tax assets, net	167,297	157,862
Other assets	6,569	6,627
Total assets	**$ 677,285**	**$ 658,512**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 42,742	$ 41,585
Accrued expenses	80,998	81,514
Players' liabilities	47,212	47,669
Other current liabilities	41,084	39,506
Total current liabilities	**212,036**	**210,274**
Tax receivable agreement liability, non-current	132,142	128,819
Other non-current liabilities	14,551	15,928
Total liabilities	**358,729**	**355,021**
Commitments and contingencies (Note 13)		
Stockholders' equity		
Class A common stock, $0.0001 par value, 750,000,000 shares authorized as of March 31, 2026 and December 31, 2025; 103,184,195 and 100,691,255 shares issued as of March 31, 2026 and December 31, 2025, respectively; 103,184,195 and 99,958,236 shares outstanding as of March 31, 2026 and December 31, 2025, respectively	10	10
Class V common stock, $0.0001 par value, 200,000,000 shares authorized as of March 31, 2026 and December 31, 2025; 129,049,014 and 129,609,532 shares issued and outstanding as of March 31, 2026 and December 31, 2025, respectively	13	13
Treasury stock, at cost; nil and 733,019 shares as of March 31, 2026 and December 31, 2025, respectively	—	(3,177)
Additional paid-in capital	250,354	251,579
Accumulated other comprehensive income	2,300	1,431
Accumulated deficit	(93,551)	(102,621)
Total stockholders' equity attributable to Rush Street Interactive, Inc.	**159,126**	**147,235**
Non-controlling interests	159,430	156,256
Total stockholders' equity	**318,556**	**303,491**
Total liabilities and stockholders' equity	**$ 677,285**	**$ 658,512**

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands except for share and per share data)

	Three Months Ended March 31,	
	2026	2025
	(Unaudited)	(Unaudited)
Revenue	$ 370,361	$ 262,407
Operating costs and expenses		
Costs of revenue	238,196	170,883
Sales and marketing	47,392	42,139
General and administrative	31,268	24,972
Depreciation and amortization	10,727	9,491
Total operating costs and expenses	327,583	247,485
Income from operations	**42,778**	**14,922**
Other income		
Interest income, net	2,999	1,699
Change in tax receivable agreement liability	—	(345)
Total other income	**2,999**	**1,354**
Income before income taxes	**45,777**	**16,276**
Income tax expense	19,566	5,065
Net income	**26,211**	**11,211**
Net income attributable to non-controlling interests	17,141	5,892
Net income attributable to Rush Street Interactive, Inc.	**$ 9,070**	**$ 5,319**
Earnings per common share attributable to Rush Street Interactive, Inc. – basic	$ 0.09	$ 0.06
Weighted average common shares outstanding – basic	102,185,221	93,850,707
Earnings per common share attributable to Rush Street Interactive, Inc. – diluted	$ 0.08	$ 0.05
Weighted average common shares outstanding – diluted	106,853,552	234,292,159

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in thousands)

	Three Months Ended March 31, 2026 (Unaudited)	Three Months Ended March 31, 2025 (Unaudited)
Net income	**$ 26,211**	**$ 11,211**
Other comprehensive income		
Foreign currency translation adjustment, net of tax	2,161	4,527
Comprehensive income	**28,372**	**15,738**
Comprehensive income attributable to non-controlling interests	18,500	8,555
Comprehensive income attributable to Rush Street Interactive, Inc.	**$ 9,872**	**$ 7,183**

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Amounts in thousands except for share data)

	Class A Common Stock		Class V Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity Attributable to RSI	Non-Controlling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount						
Balance at December 31, 2025	**100,691,255**	**$ 10**	**129,609,532**	**$ 13**	**733,019**	**$ (3,177)**	**$ 251,579**	**$ 1,431**	**$ (102,621)**	**$ 147,235**	**$ 156,256**	**$ 303,491**
Share-based compensation expense	—	—	—	—	—	—	2,973	—	—	2,973	3,718	6,691
Issuance of Class A Common Stock upon exercise of stock options	63,223	—	—	—	—	—	180	—	—	180	225	405
Issuance of Class A Common Stock and treasury stock under the equity compensation plan, net of shares withheld for employee taxes	1,869,199	—	—	—	(733,019)	3,177	(16,553)	—	—	(13,376)	(16,730)	(30,106)
Issuance of Class A Common Stock upon RSILP Unit Exchanges	560,518	—	(560,518)	—	—	—	—	—	—	—	—	—
Foreign currency translation adjustment, net of tax	—	—	—	—	—	—	—	802	—	802	1,359	2,161
Tax impact of equity transactions	—	—	—	—	—	—	9,703	—	—	9,703	—	9,703
Net income	—	—	—	—	—	—	—	—	9,070	9,070	17,141	26,211
Allocation of equity and non-controlling interests upon changes in RSILP ownership	—	—	—	—	—	—	2,472	67	—	2,539	(2,539)	—
Balance at March 31, 2026 (Unaudited)	**103,184,195**	**$ 10**	**129,049,014**	**$ 13**	**—**	**$ —**	**$ 250,354**	**$ 2,300**	**$ (93,551)**	**$ 159,126**	**$ 159,430**	**$ 318,556**

	Class A Common Stock		Class V Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity Attributable to RSI	Non-Controlling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount						
Balance at December 31, 2024	**90,511,441**	**$ 9**	**135,748,023**	**$ 13**	**—**	**$ —**	**$ 217,675**	**$ (3,090)**	**$ (135,929)**	**$ 78,678**	**$ 119,638**	**$ 198,316**
Share-based compensation expense	—	—	—	—	—	—	3,665	—	—	3,665	5,148	8,813
Issuance of Class A Common Stock under the equity compensation plan, net of shares withheld for employee taxes	2,684,333	—	—	—	—	—	(9,293)	—	—	(9,293)	(13,051)	(22,344)
Issuance of Class A Common Stock upon RSILP Unit Exchanges	2,313,287	—	(2,313,287)	—	—	—	—	—	—	—	—	—
Foreign currency translation adjustment	—	—	—	—	—	—	—	1,864	—	1,864	2,663	4,527
Repurchase of Class A Common Stock	—	—	—	—	498,622	(2,147)	—	—	—	(2,147)	(3,015)	(5,162)
Net income	—	—	—	—	—	—	—	—	5,319	5,319	5,892	11,211
Allocation of equity and non-controlling interests upon changes in RSILP ownership	—	—	—	—	—	—	3,327	(103)	—	3,224	(3,224)	—
Balance at March 31, 2025 (Unaudited)	**95,509,061**	**$ 9**	**133,434,736**	**$ 13**	**498,622**	**$ (2,147)**	**$ 215,374**	**$ (1,329)**	**$ (130,610)**	**$ 81,310**	**$ 114,051**	**$ 195,361**

RUSH STREET INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)

	Three Months Ended March 31,	
	2026	2025
	(Unaudited)	(Unaudited)
Cash flows from operating activities		
Net income	$ 26,211	$ 11,211
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization expense	10,727	9,491
Share-based compensation expense	6,691	8,813
Deferred income taxes	3,330	100
Noncash lease expense	265	224
Change in tax receivable agreement liability	—	345
Changes in operating assets and liabilities:		
Players' receivables	(10,705)	(1,449)
Due from affiliates	740	(2,832)
Prepaid expenses and other assets	(7,021)	(35)
Accounts payable, accrued expenses and other liabilities	(9,591)	4,415
Players' liabilities	(533)	(1,571)
Net cash provided by operating activities	**20,114**	**28,712**
Cash flows from investing activities		
Internally developed software costs	(7,964)	(6,831)
Acquisition of gaming licenses	(710)	(61)
Acquisition of other intangible assets	(285)	(276)
Purchases of property and equipment	(252)	(161)
Acquisition of developed technology	—	(225)
Net cash used in investing activities	**(9,211)**	**(7,554)**
Cash flows from financing activities		
Payments for employee taxes related to shares withheld	(22,686)	(20,366)
Principal payments of finance lease liabilities	(415)	(1,650)
Proceeds from exercise of stock options	405	—
Repurchase of Class A Common Stock	—	(5,162)
Net cash used in financing activities	**(22,696)**	**(27,178)**
Effect of exchange rate changes on cash, cash equivalents and restricted cash	2,897	5,274
Net change in cash, cash equivalents and restricted cash	(8,896)	(746)
Cash, cash equivalents and restricted cash, at the beginning of the period [1]	340,504	232,756
Cash, cash equivalents and restricted cash, at the end of the period [1]	**$ 331,608**	**$ 232,010**

	Three Months Ended March 31,	
	2026	2025
	(Unaudited)	(Unaudited)
Supplemental disclosure of noncash investing and financing activities:		
Right-of-use assets obtained in exchange for new or modified operating lease liabilities	$ —	$ 93
Right-of-use assets obtained in exchange for new or modified finance lease liabilities	$ 104	$ 3,085
Allocation of equity and non-controlling interests upon changes in RSILP ownership	$ 2,539	$ 3,224
Shares withheld for employee taxes in Other Current Liabilities	$ 7,783	$ 3,805
Investing activities in Accounts Payable and Accrued Expenses	$ 2,895	$ 2,759
Re-issuance of treasury stock under the equity compensation plan	$ 7,634	$ —
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ 9,100	$ 3,067
Cash paid for interest	$ 213	$ 236

[1] Cash and cash equivalents and Restricted cash are each presented separately on the condensed consolidated balance sheets.

See accompanying notes to unaudited condensed consolidated financial statements.

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Description of Business

Rush Street Interactive, Inc. is a holding company organized under the laws of the State of Delaware and through its main operating subsidiary, Rush Street Interactive, LP and its subsidiaries (collectively, "RSILP"), is a leading online gaming company that provides online casino and sports betting in the United States, Canada and Latin America. Rush Street Interactive, Inc. and its subsidiaries (including RSILP) are collectively referred to as "RSI" or the "Company." The Company is headquartered in Chicago, Illinois.

2. Summary of Significant Accounting Policies and Recent Accounting Pronouncements

Basis of Presentation and Principles of Consolidation

The accompanying condensed consolidated balance sheet as of March 31, 2026 and the condensed consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows for the three months ended March 31, 2026 and 2025 are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and the applicable regulations of the U.S. Securities and Exchange Commission ("SEC") regarding interim financial reporting. The condensed consolidated balance sheet as of December 31, 2025 was derived from audited consolidated financial statements. Certain information and note disclosures normally included in annual consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto as of and for the year ended December 31, 2025 included in the Company's Annual Report on Form 10-K, as filed with the SEC on February 18, 2026.

The interim unaudited condensed consolidated financial statements have been prepared on a basis consistent with the annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to state fairly the Company's financial condition, its operations and cash flows for the periods presented. The historical results are not necessarily indicative of future results, and the results of operations for the three months ended March 31, 2026 are not necessarily indicative of the results to be expected for the full year or any future period.

The Company consolidates the financial results of RSILP and reports a non-controlling interest representing the economic interest in RSILP held by the other members of RSILP. As of March 31, 2026, the Company and non-controlling interests owned 44.43% and 55.57% of RSILP, respectively.

The Company's significant accounting policies are described in the Company's 2025 Annual Report on Form 10-K. Any significant changes to those policies during the three months ended March 31, 2026 are described below.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. Such reclassifications had no impact on the Company's reported total revenues, expenses, net income, current assets, total assets, current liabilities, total liabilities, stockholders' equity, non-controlling interests or cash flows. No reclassifications of prior period balances were material to the unaudited condensed consolidated financial statements.

Internally Developed Software

Software that is developed for internal use is accounted for pursuant to Accounting Standards Codification ("ASC") 350-40, *Intangibles, Goodwill and Other - Internal-Use Software,* as amended. Qualifying costs incurred to develop internal-use software are capitalized when (i) management authorizes and commits to funding the project, (ii) it is probable that the project will be completed and (iii) the software will be used to perform the function as intended. These capitalized costs include compensation for employees who develop internal-use software and external costs related to development and implementation of internal-use software. Capitalization of these costs ceases once the project is substantially complete and the software is ready for its intended purpose. Internally developed software is amortized using the straight-line method

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

over an estimated useful life of three years. All other expenditures, including those incurred to maintain an intangible asset's current level of performance, are expensed as incurred.

Recently Adopted Accounting Pronouncements

In September 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, to modernize the accounting guidance for the costs to develop software for internal use. ASU 2025-06 amends the existing standard that refers to various stages of a software development project to align better with current software development methods, such as agile programming. Under the new standard, entities will commence capitalizing eligible costs when (i) management has authorized and committed to funding the software project, and (ii) it is probable that the project will be completed and the software will be used to perform the intended function. The new standard also supersedes the guidance related to costs incurred to develop a website. The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, with early adoption permitted. The amendments in this update permit an entity to apply the new guidance using a prospective, retrospective or modified transition approach. The Company early adopted ASU 2025-06 on a prospective basis effective for fiscal year beginning January 1, 2026 and the adoption did not have a material impact on its condensed consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income-Expense Disaggregation (Subtopic 220-40): Disaggregation of Income Statement Expenses*. The ASU requires the disclosure of additional information related to certain costs and expenses, including amounts of inventory purchases, employee compensation, and depreciation and amortization included in each income statement line item. The ASU also requires disclosure of the total amount of selling expenses and the Company's definition of selling expenses. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of this ASU on its condensed consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*, which provides clarifications intended to improve the consistency and usability of interim disclosure requirements, including a comprehensive listing of required interim disclosures and a new disclosure principle for reporting material events occurring after the most recent annual period. The amendments do not change the underlying objectives of interim reporting but are designed to enhance clarity in application. The guidance is effective for fiscal years beginning after December 15, 2027, including interim periods within those fiscal years. The Company is currently evaluating the impact of this ASU and does not expect the adoption of this ASU to have a material effect on its condensed consolidated financial statements.

3. Revenue Recognition

The Company's revenue from contracts with customers is derived from online casino, online sports betting, retail sports betting and social gaming.

Disaggregation of revenue for the three months ended March 31, 2026 and 2025 was as follows:

	Three Months Ended March 31,	
($ in thousands)	**2026**	**2025**
Online casino and online sports betting	$ 368,888	$ 260,881
Retail sports betting	256	327
Social gaming	1,217	1,199
Total revenue	**$ 370,361**	**$ 262,407**

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Revenue by geographic region for the three months ended March 31, 2026 and 2025, was as follows:

	Three Months Ended March 31,	
($ in thousands)	2026	2025
United States and Canada	$ 282,582	$ 224,862
Latin America, including Mexico	87,779	37,545
Total revenue	**$ 370,361**	**$ 262,407**

Deferred revenue associated with online casino and online sports betting revenue and retail sports betting revenue includes unsettled customer bets and is included within players' liabilities in the condensed consolidated balance sheets. Deferred revenue balances as of March 31, 2026 and 2025 were $11.0 million and $11.7 million, respectively. Revenue recognized during the three months ended March 31, 2026 and 2025 from amounts included in deferred revenue at the beginning of the period was immaterial.

4. Prepaid Expenses and Other Assets

The Company has the following prepaid expenses and other assets as of March 31, 2026 and December 31, 2025:

	March 31, 2026		December 31, 2025	
($ in thousands)	Prepaid Expenses and Other Current Assets	Other Assets	Prepaid Expenses and Other Current Assets	Other Assets
Prepaid expenses	$ 13,981	$ 1,179	$ 9,492	$ 1,305
Certificate of deposits	6,336	1,602	6,192	1,540
Other	17,425	3,788	14,797	3,782
Total	**$ 37,742**	**$ 6,569**	**$ 30,481**	**$ 6,627**

5. Long-Lived Assets

Intangible Assets, Net

The Company has the following intangible assets, net as of March 31, 2026 and December 31, 2025:

($ in thousands)		Gross Carrying Amount		Accumulated Amortization		Net
License Fees						
March 31, 2026	$	55,557	$	(28,473)	$	27,084
December 31, 2025	$	52,262	$	(26,305)	$	25,957
Internally Developed Software						
March 31, 2026	$	105,069	$	(59,852)	$	45,217
December 31, 2025	$	96,898	$	(53,272)	$	43,626
Developed Technology						
March 31, 2026	$	6,381	$	(3,291)	$	3,090
December 31, 2025	$	6,381	$	(3,078)	$	3,303
Other Intangible Assets[1]						
March 31, 2026	$	10,264	$	(7,258)	$	3,006
December 31, 2025	$	9,993	$	(6,443)	$	3,550

(1) Other intangible assets include trademarks, media content, customer lists and software licenses.

Amortization expense was $9.7 million and $8.5 million for the three months ended March 31, 2026 and 2025, respectively.

Property and Equipment, net

Property and equipment, net as of March 31, 2026 and December 31, 2025 is $7.1 million and $7.7 million, respectively. Included within property and equipment, net are finance lease right-of-use assets of $4.8 million and $5.3 million as of March 31, 2026 and December 31, 2025, respectively.

The Company recorded depreciation expense on property and equipment of $0.4 million for each of the three months ended March 31, 2026 and 2025. The Company recorded amortization expense on finance lease right-of-use assets of $0.6 million for each of the three months ended March 31, 2026 and 2025.

6. Accrued Expenses and Other Liabilities

The Company has the following accrued expenses as of March 31, 2026 and December 31, 2025:

($ in thousands)		March 31, 2026		December 31, 2025
Accrued operating expenses	$	47,962	$	39,311
Accrued marketing expenses		17,139		20,689
Accrued compensation and related expenses		11,067		18,120
Accrued administrative expenses		4,163		2,690
Accrued other expenses		667		704
Total accrued expenses	**$**	**80,998**	**$**	**81,514**

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The Company has the following other current and non-current liabilities as of March 31, 2026 and December 31, 2025:

	March 31, 2026		December 31, 2025	
($ in thousands)	Other Current Liabilities	Other Non-current Liabilities	Other Current Liabilities	Other Non-current Liabilities
Income tax payable	$ 17,596	$ —	$ 11,404	$ —
Other taxes payable[1]	13,906	—	20,816	—
Deferred royalty liabilities	1,808	8,304	1,838	8,742
Finance lease liabilities	1,461	1,616	1,434	1,954
Operating lease liabilities	993	1,480	991	1,753
Other	5,320	3,151	3,023	3,479
Total	**$ 41,084**	**$ 14,551**	**$ 39,506**	**$ 15,928**

(1) Includes value-added taxes and certain withholding taxes payable to local tax authorities.

7. Stockholders' Equity

Non-Controlling Interests

Non-controlling interests represent the RSILP Units held by holders other than the Company.

Non-controlling interests owned 55.57% and 56.46% of the RSILP Units outstanding as of March 31, 2026 and December 31, 2025, respectively. The table below illustrates a rollforward of the non-controlling interests' ownership during the three months ended March 31, 2026:

	Non-Controlling Interest %
Non-controlling interests ownership % as of December 31, 2025:	56.46 %
Issuance of Class A Common Stock upon RSILP Unit Exchanges	(0.24) %
Issuance of Class A Common Stock and treasury stock under the equity compensation plan, net of shares withheld for employee taxes	(0.63) %
Issuance of Class A Common Stock in connection with the exercise of stock options	(0.02) %
Non-controlling interests ownership % as of March 31, 2026:	**55.57 %**

Non-controlling interests owned 58.41% and 60.00% of the RSILP Units outstanding as of March 31, 2025 and December 31, 2024, respectively. The table below illustrates a rollforward of the non-controlling interests' ownership during the three months ended March 31, 2025:

	Non-Controlling Interest %
Non-controlling interests ownership % as of December 31, 2024:	60.00 %
Issuance of Class A Common Stock upon RSILP Unit Exchanges	(1.01) %
Issuance of Class A Common Stock under the equity compensation plan, net of shares withheld for employee taxes	(0.71) %
Repurchase of Class A Common Stock	0.13 %
Non-controlling interests ownership % as of March 31, 2025:	**58.41 %**

Treasury Stock

On October 24, 2024, the Board of Directors authorized the repurchase of an aggregate of up to $50 million of the Company's Class A Common Stock (the "Stock Repurchase Program") through open market purchases, privately negotiated transactions or other transactions in accordance with applicable securities laws.

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

During the three months ended March 31, 2026 and 2025, the Company repurchased nil and 498,622 shares, respectively, of Class A Common Stock pursuant to the Stock Repurchase Program. The aggregate purchase price was approximately $5.2 million during the three months ended March 31, 2025 at an average price of $10.35. The repurchased shares were re-issued under the Company's Equity Incentive Plan (as defined below) during the three months ended March 31, 2026.

Net Share Settlement of Equity-based Awards

During the three months ended March 31, 2026 and 2025, the Company withheld 1,519,283 and 1,704,266 shares, respectively, of its Class A Common Stock associated with the tax withholding obligations due from employees upon the vesting of equity-based awards. The shares were withheld at an average price of $19.82 and $13.11 per share, respectively. The total cost of the net shares withheld for employee taxes was approximately $30.1 million and $22.3 million during the three months ended March 31, 2026 and 2025, respectively, and was accounted for as a reduction in additional paid-in capital.

Tax Impact of Equity Transactions

During the three months ended March 31, 2026, the tax impact of equity transactions in the statement of changes in stockholders' equity includes the tax impact of RSILP Unit exchanges completed during the period and the tax effects associated with the vesting of share-based compensation awards.

8. Share-Based Compensation

Incentive Plan

The Company adopted the Rush Street Interactive, Inc. 2020 Omnibus Equity Incentive Plan, as amended from time to time (the "2020 Plan"), to attract, retain and incentivize employees, certain consultants and directors who will contribute to the success of the Company. Awards that may be granted under the 2020 Plan include incentive stock options, non-qualified stock options, stock appreciation rights, restricted awards, performance share awards, cash awards and other equity-based awards. There is an aggregate of approximately 35.8 million shares of Class A Common Stock reserved under the 2020 Plan. The 2020 Plan will terminate on December 29, 2030.

Restricted Stock Units ("RSUs")

The Company grants RSUs with service-based ("time-based"), performance-based (e.g., financial performance targets), and market-based (e.g., total shareholder return) vesting conditions. RSUs with service-based conditions generally vest over three to four years, with each tranche vesting annually. RSUs with performance-based conditions vest over a three-year period, subject to continued employment and the achievement of specified performance criteria. The grant-date fair value of RSUs with service-based and performance-based conditions is determined based on the quoted market price of the Company's Class A Common Stock, while RSUs with market-based conditions are valued using a Monte Carlo simulation. Share-based compensation expense is recognized over the requisite service period; for RSUs with performance-based conditions, share-based compensation expense is recognized only when it is probable that the performance conditions will be achieved and is adjusted as necessary to reflect changes in that assessment.

The following table summarizes RSUs granted and their aggregate grant-date fair values during the three months ended March 31, 2026 and 2025 (amounts in thousands, except for unit amounts):

	Three Months Ended March 31, 2026		Three Months Ended March 31, 2025	
	Number of Units	Fair Value	Number of Units	Fair Value
Time-based RSUs	858,038	$ 17,389	714,723	$ 7,698
Performance-based RSUs	342,253	6,930	—	—
Market-based RSUs	171,116	5,279	423,269	6,040
Total	**1,371,407**	**$ 29,598**	**1,137,992**	**$ 13,738**

The following assumptions were used in estimating the grant-date fair value of RSUs with market conditions based on a Monte Carlo simulation model:

	Three Months Ended March 31,	
	2026	2025
Volatility rate	56.00 %	62.75 %
Risk-free interest rate	3.69 %	4.00 %
Average expected life (in years)	2.8	2.8
Dividend yield	None	None
Stock price at grant date	$ 20.19	$ 10.70

RSU activity for the three months ended March 31, 2026 was as follows:

	Number of units	Weighted-average grant price
Unvested balance at December 31, 2025	5,059,700	$ 8.94
Granted	1,371,407	21.58
Vested(1)	(1,390,404)	6.66
Forfeited	(15,704)	8.47
Unvested balance at March 31, 2026	**5,024,999**	**$ 13.02**

(1) Includes 56,728 RSUs that vested during the three months ended March 31, 2026 but the resulting shares of Class A Common Stock have not yet been issued. As of March 31, 2026, there were 479,582 RSUs that vested for which the resulting shares of Class A Common Stock were not issued.

The weighted-average grant-date fair value of RSUs granted during the three months ended March 31, 2026 and 2025 were $21.58 and $12.07, respectively. The aggregate grant date fair value of RSUs vested during the three months ended March 31, 2026 and 2025 was approximately $9.3 million and $18.1 million, respectively.

As of March 31, 2026, the Company had unrecognized share-based compensation expense related to RSUs of $57.9 million. The outstanding RSUs had a remaining weighted-average vesting period of 1.29 years as of March 31, 2026.

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Stock Options

The Company granted nil and 344,391 stock options during the three months ended March 31, 2026 and 2025, respectively. The estimated grant date fair value of stock options for the three months ended March 31, 2025 was determined using a Black-Scholes valuation model using the following weighted-average assumptions:

	Three Months Ended March 31, 2025
Volatility rate	65.00 %
Risk-free interest rate	4.10 %
Expected term[(1)] (in years)	6.0
Dividend yield	None
Stock price at grant date	$ 10.70
Exercise price	$ 10.70

(1) Calculated using the simplified method (the midpoint between the requisite service period and the contractual term of the option) due to the Company's insufficient historical exercise information to provide a basis for an estimate.

Stock option activity for the three months ended March 31, 2026 was as follows:

	Number of options	Weighted-average exercise price
Outstanding balance at December 31, 2025	2,804,841	$ 5.33
Granted	—	—
Exercised	(63,223)	6.43
Forfeited	—	—
Outstanding balance at March 31, 2026	**2,741,618**	**$ 5.30**
Exercisable balance at March 31, 2026	**2,322,485**	**$ 4.73**

The weighted-average grant-date fair value and aggregate fair value of stock options granted during the three months ended March 31, 2025 were $6.70 and $2.3 million, respectively. The aggregate grant date fair value of stock options vested during the three months ended March 31, 2026 and 2025 was approximately $2.2 million and $1.6 million, respectively. The outstanding stock options and exercisable stock options as of March 31, 2026 had an intrinsic value of $45.1 million and $39.5 million, respectively. During the three months ended March 31, 2026, the total intrinsic value of stock options exercised was $1.0 million. No stock options were exercised during the three months ended March 31, 2025.

As of March 31, 2026, the Company had unrecognized share-based compensation expense related to stock options of $2.2 million. The outstanding options had a remaining weighted-average vesting period of 0.86 years as of March 31, 2026.

Share-based Compensation Expense

Share-based compensation expense for the three months ended March 31, 2026 and 2025 was as follows:

	Three Months Ended March 31,	
($ in thousands)	**2026**	**2025**
Costs of revenue	$ 70	$ 63
Sales and marketing	1,161	3,324
General and administrative	5,460	5,426
Total share-based compensation expense	**$ 6,691**	**$ 8,813**

9. Income Taxes

Income tax expense for the three months ended March 31, 2026 and 2025 was as follows:

($ in thousands)	Three Months Ended March 31, 2026	2025
Income tax expense	$ 19,566	$ 5,065

The Company recognized a federal, state and foreign income tax expense of $19.6 million and $5.1 million during the three months ended March 31, 2026 and 2025, respectively. The effective tax rates for the three months ended March 31, 2026 and 2025 were 42.7% and 30.5%, respectively. The difference between the Company's year-to-date effective tax rate and the U.S. statutory tax rate of 21% was primarily due to non-taxable income / (loss) attributable to non-controlling interest, valuation allowance recorded on foreign tax credits, income tax rate differences related to the Company's foreign operations, and non-deductible expenses.

On a quarterly basis, management considers new evidence, both positive and negative, that could affect its view of the future realization of its deferred tax asset and adjusts the valuation allowance when it is more likely than not that all or a portion of the deferred tax asset may not be realized. For purposes of forecasting taxable income, the Company relied on historical pre-tax earnings trends and incorporated assumptions about future performance that are expected to impact pre-tax results. The Company did not recognize all U.S. deferred tax assets because the Company determined that a portion of excess income tax basis in RSILP will only reverse upon the occurrence of certain events, such as a sale of the Company's interest in RSILP, none of which are expected to occur in the foreseeable future. As of March 31, 2026, the valuation allowance on U.S. deferred tax assets per the annualized effective tax rate computation is $98.6 million.

On July 4, 2025, the U.S. Congress passed budget reconciliation bill H.R. 1, referred to as the One Big Beautiful Bill ("OBBB"). The OBBB contains several changes to corporate taxation including modifications to capitalization of research and development expenses, limitations on deductions for interest expense and accelerated fixed asset depreciation. The Company has evaluated OBBB and determined that it does not have a material impact on the financial statements.

In connection with the Business Combination, the Special Limited Partner entered into the TRA, which generally provides that it pay 85% of certain net tax benefits, if any, that the Company (including the Special Limited Partner) realizes (or in certain cases is deemed to realize) as a result of an increase in tax basis and tax benefits related to the transactions contemplated under the Business Combination Agreement and the exchange of Retained RSILP Units (as defined in the Business Combination Agreement) for Class A Common Stock (or cash at the Company's option) pursuant to RSILP's amended and restated limited partnership agreement and tax benefits related to entering into the TRA, including tax benefits attributable to payments under the TRA. These payments are the obligation of the Special Limited Partner and not of RSILP. The actual increase in the Special Limited Partner's allocable share of RSILP's tax basis in its assets, as well as the amount and timing of any payments under the TRA, will vary depending upon a number of factors, including the timing of exchanges, the market price of the Class A Common Stock at the time of the exchange and the amount and timing of the recognition of RSI and its consolidated subsidiaries' (including the Special Limited Partner's) income. While many of the factors that will determine the amount of payments that the Special Limited Partner will make under the Tax Receivable Agreement are outside of the Company's control, the Company expects that the payments the Special Limited Partner will make under the TRA will be substantial and could have a material adverse effect on the financial condition of the Company.

Based primarily on the three-year cumulative income analysis and anticipated future earnings, management has determined that it is more likely than not that the Company will be able to utilize its deferred tax assets subject to the TRA. As of March 31, 2026 and December 31, 2025, the Company recognized a TRA liability of $133.4 million and $130.1 million (including $1.2 million classified as current liability for both periods), respectively, based on tax benefits realized in the current and prior tax year. The recognition of the TRA liability resulted in change in tax receivable agreement liability of nil and $0.3 million during the three months ended March 31, 2026 and 2025, respectively. The increase in the liability is primarily due to the issuance of Class A Common Stock upon RSILP Unit exchanges.

10. Earnings Per Share

The basic and diluted earnings per share for the three months ended March 31, 2026 and 2025 were as follows (amounts in thousands, except for share and per share amounts):

	Three Months Ended March 31,	
	2026	2025
Numerator:		
Net income	$ 26,211	$ 11,211
Less: Net income attributable to non-controlling interests	17,141	5,892
Net income attributable to Rush Street Interactive, Inc. – basic	**$ 9,070**	**$ 5,319**
Effect of dilutive securities:		
Increase to net income attributable to non-controlling interests	—	5,892
Net income attributable to Rush Street Interactive, Inc. – diluted	**$ 9,070**	**$ 11,211**
Denominator:		
Weighted-average common shares outstanding – basic	**102,185,221**	**93,850,707**
Adjustments:		
Incremental shares from assumed conversion of stock options and restricted stock units	4,668,331	6,376,325
Conversion of Weighted Average RSILP units to Class A Common Shares	—	134,065,127
Weighted-average common shares outstanding – diluted	**106,853,552**	**234,292,159**
Earnings per Class A Common Share - basic	$ 0.09	$ 0.06
Earnings per Class A Common Share - diluted	$ 0.08	$ 0.05

The Class V Common Stock does not participate in the Company's earnings or losses and is therefore not a participating security. As such, separate presentation of basic and diluted earnings per share of Class V Common Stock under the two-class method has not been presented.

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The Company excluded the following securities from its computation of diluted shares outstanding for the three months ended March 31, 2026 and 2025 as their effect would have been anti-dilutive:

	Three Months Ended March 31,	
	2026	2025
RSILP Units[(1)]	129,179,570	—
Unvested RSUs	1,364,041	712,121
Outstanding Stock Options	—	441,218

(1) RSILP Units that are held by non-controlling interest holders and may be exchanged, subject to certain restrictions, for Class A Common Stock. Upon exchange of an RSILP Unit, a share of Class V Common Stock is canceled.

11. Segment Reporting

An operating segment is a component of an entity that: (i) engages in business activities from which it may earn revenues and incur expenses; (ii) has discrete financial information available; and (iii) is regularly reviewed by the entity's chief operating decision maker ("CODM") for purposes of performance assessment and resource allocation.

The Company's CODM is its chief executive officer. The Company manages its operations as a single operating segment that engages in online gaming and retail sports betting business activities. The Company derives its revenues from its gaming offerings such as real-money online casino, online sports betting and retail sports betting (i.e., sports betting services provided at bricks-and-mortar locations), as well as social gaming, which involves free-to-play games using virtual credits that users can earn or purchase. The accounting policies for this segment are consistent with those described in the summary of significant accounting policies. The measure of segment assets is reported on the condensed consolidated balance sheets as total consolidated assets.

The Company's revenue, significant expenses and net income for its consolidated segment are as follows:

	Three Months Ended March 31,	
($ in thousands)	2026	2025
Revenue	$ 370,361	$ 262,407
Less:		
Costs of revenue[(1)]	238,126	170,820
Sales and marketing[(1)]	46,231	38,815
General and administrative[(1)]	25,808	19,546
Interest income	(3,212)	(1,935)
Interest expense	213	236
Depreciation and amortization	10,727	9,491
Income tax expense	19,566	5,065
Other segment items[(2)]	6,691	9,158
Consolidated net income	$ 26,211	$ 11,211

(1) Excludes share-based compensation expense.

(2) Other segment items include share-based compensation expense and change in tax receivable agreement liability.

RUSH STREET INTERACTIVE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

12. Related Parties

The Company's related party transactions are described in more detail in the Company's 2025 Annual Report on Form 10-K. Any significant changes to those related party relationships during the three months ended March 31, 2026 are described below.

Affiliated Land-Based Casinos

Neil Bluhm and his adult children (including Mr. Andrew Bluhm and Ms. Leslie Bluhm, both members of the Board), through their individual capacities, entities or trusts that they have created for the benefit of themselves or their family members, and Greg Carlin, through his individual capacity, entities or trusts that he has created for the benefit of himself or his family members, are direct or indirect owners, directors and/or officers of certain land-based casinos. The Company has entered into certain agreements with these affiliated land-based casinos that create strategic partnerships aimed to capture the online gaming, online sports betting and retail sports services markets in the various states and municipalities where the land-based casinos operate.

Royalties related to arrangements with affiliated casinos were $18.8 million and $17.4 million for the three months ended March 31, 2026 and 2025, respectively, which were net of any consideration received from the affiliated casino for reimbursable costs, as well as costs that are paid directly by the affiliate casino on the Company's behalf. Receivables due from affiliated land-based casinos were $19.2 million and $19.9 million at March 31, 2026 and December 31, 2025, respectively. Revenue recognized relating to retail sports services provided to affiliated land-based casinos for the three months ended March 31, 2026 and 2025 was not material to the condensed consolidated financial statements. Any payables due to the affiliated land-based casinos are netted against affiliate receivables to the extent a right of offset exists.

13. Commitments and Contingencies

Legal Matters

The Company is not a party to any material legal proceedings and is not aware of any material pending or threatened claims. From time to time, however, the Company may be subject to various legal proceedings and claims that arise in the ordinary course of its business activities.

Other Contractual Obligations

The Company is a party to several non-cancelable contracts with vendors and licensors for marketing, other strategic partnership-related agreements and leases where the Company is obligated to make future minimum payments under the non-cancelable terms of these contracts as follows ($ in thousands):

From April 1, 2026 to December 31, 2026	$	11,850
Year ending December 31, 2027		16,537
Year ending December 31, 2028		10,885
Year ending December 31, 2029		9,700
Year ending December 31, 2030		7,520
Thereafter		10,915
Total[(1)]	**$**	**67,407**

(1) Includes obligations under license and market access commitments totaling $30.7 million, obligations under non-cancelable contracts with marketing vendors totaling $30.6 million and non-cancelable lease contracts totaling $6.1 million. Certain market access arrangements require the Company to make additional payments at a contractual milestone date if the market access fees paid through that milestone date do not meet a minimum contractual threshold. In these instances, the Company calculates the future minimum payment as the total milestone payment less any amounts already paid to the partner and includes such payments in the period in which the milestone date occurs.

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, and is qualified in its entirety by, our Annual Report on Form 10-K for the year ended December 31, 2024 (our "Annual Report"), and our unaudited condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q (this "Report"). In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under the sections of this Report captioned "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors." For a discussion of limitations in measuring certain of our key metrics, see the section of this Report captioned "Limitations of Key Metrics and Other Data."

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains certain financial measures, in particular the presentation of Adjusted EBITDA, which are not presented in accordance with generally accepted accounting principles of the United States ("GAAP"). We present these non-GAAP financial measures because they provide us and readers of this Report with additional insight into our operational performance relative to earlier periods and relative to our competitors. These non-GAAP financial measures are not a substitute for any GAAP financial information. Readers of this Report should use these non-GAAP financial measures only in conjunction with the comparable GAAP financial measures. Reconciliations of Adjusted EBITDA to Net Income, the most comparable GAAP measure, are provided in this Report.

Unless the context requires otherwise, all references in this Report to the "Company," "we," "us," or "our" refer to Rush Street Interactive, Inc. and its subsidiaries.

Our Business

We are a leading online gaming and entertainment company that focuses primarily on online casino and online sports betting in the U.S., Canadian and Latin American markets. Our mission is to engage and delight players by delivering friendly, fun and fair betting experiences. In furtherance of this mission, we strive to create an online community for our customers where we are transparent and honest, treat our customers fairly, show them that we value their time and loyalty, and listen to feedback. We also endeavor to implement industry leading responsible gaming practices and provide our customers with a cutting-edge online gaming platform and exciting, personalized offerings that will enhance their user experience.

We provide our customers with an array of leading gaming offerings such as real-money online casino, online sports betting and retail sports betting (i.e., sports betting services provided at bricks-and-mortar locations), as well as social gaming, which involves free-to-play games using virtual credits that users can earn or purchase (where permitted). We launched our first social gaming website in 2015 and began accepting real-money bets in the United States in 2016. Currently, we offer real-money online casino, online sports betting and/or retail sports betting in 16 U.S. states and four international markets as outlined in the table below.

Jurisdictions	Online Casino	Online Sports Betting	Retail Sports Betting
Domestic:			
Arizona		✓	
Colorado		✓	
Delaware	✓	✓	
Illinois		✓	✓
Indiana		✓	✓
Iowa		✓	
Louisiana		✓	
Maryland		✓	✓
Michigan	✓	✓	✓
New Jersey	✓	✓	
New York		✓	✓
Ohio		✓	
Pennsylvania	✓	✓	✓
Virginia		✓	✓
Washington			✓
West Virginia	✓	✓	
International:			
Colombia	✓	✓	
Mexico	✓	✓	
Ontario (Canada)	✓	✓	
Peru	✓	✓	

Our real-money online casino and online sports betting offerings are generally provided under our BetRivers and PlaySugarHouse brands in the United States and Canada and under our RushBet brand in Latin America (which includes Mexico). We operate and/or support retail sports betting for our bricks-and-mortar partners under our brands or our partners' respective brands depending on the terms of our arrangement. Many of our social gaming offerings are marketed under our own brands, although we also offer social gaming under our partners' brands as well. Our decision about what brand or brands to use is market and/or partner specific, and is based on brand awareness, market research, marketing efficiency and applicable gaming rules and regulations.

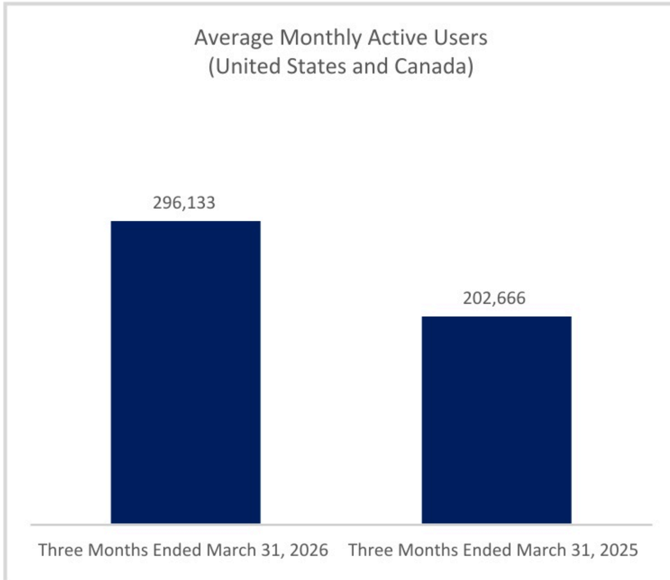
Trends in Key Metrics

Monthly Active Users

MAUs is the number of unique users per month who have placed at least one real-money bet across one or more of our online casino, poker or online sports betting offerings. For periods longer than one month, we average the MAUs for the months in the relevant period. We exclude users who have made a deposit but have not yet placed a real-money bet on at least one of our online offerings. We also exclude users who have placed a real-money bet but only with promotional incentives.

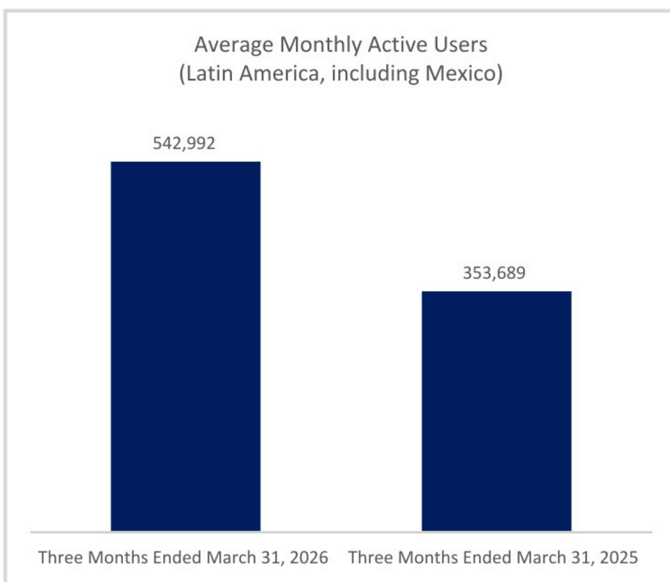
MAUs is a key indicator of the scale of our user base and awareness of our brands. We believe that year-over-year MAUs is also generally indicative of the long-term revenue growth potential of our business, although MAUs in individual periods may be less indicative of our longer-term expectations. We expect the number of MAUs to grow as we attract, retain and re-engage users in new and existing jurisdictions and expand our offerings to appeal to a wider audience.

The chart below presents our average MAUs in the United States and Canada for the three months ended March 31, 2026 and 2025:



The increase in MAUs in the United States and Canada was mainly due to our continued growth and strong customer retention rates in existing markets. Additionally, we continue to achieve a positive response from our strategic advertising and marketing efforts.

The chart below presents our average MAUs in Latin America (including Mexico) for the three months ended March 31, 2026 and 2025:

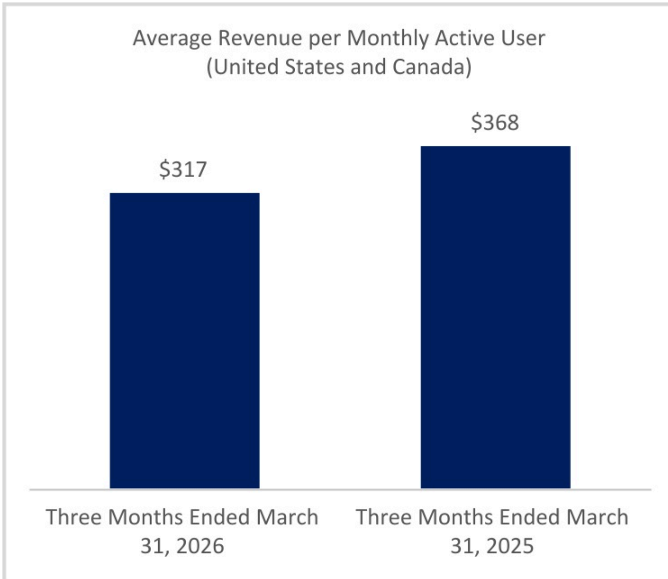


The increase in MAUs in Latin America was mainly due to our continued growth and strong customer retention rates in Colombia and Mexico. Additionally, we continue to achieve a positive response from our strategic advertising and marketing efforts.

Average Revenue Per Monthly Active User

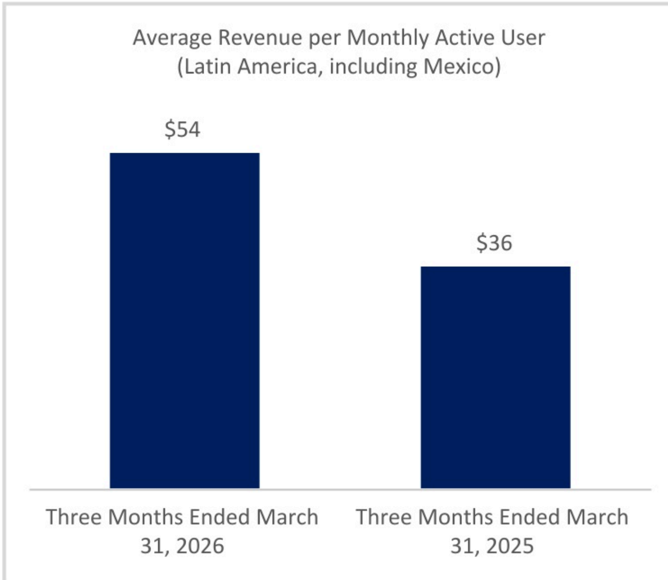
ARPMAU for an applicable period is monthly revenue divided by average MAUs. This key metric represents our ability to drive usage and monetization of our online offerings.

The chart below presents our ARPMAU in the United States and Canada for the three months ended March 31, 2026 and 2025:



The year-over-year decrease in ARPMAU was primarily attributable to the significant increase in MAUs during the same period. This trend reflects this influx of new players, who generally generate lower ARPMAU compared to more established players, thus reducing overall ARPMAU.

The chart below presents our ARPMAU in Latin America (including Mexico) for the three months ended March 31, 2026 and 2025:



The year-over-year increase in ARPMAU in Latin America was primarily driven by a reduction in player bonusing during the three months ended March 31, 2026. This decrease in player bonusing followed a ruling by the Colombian Constitutional Court that a presidential decree imposing a temporary value-added tax on online betting in Colombia, which became effective during the three months ended March 31, 2025, was unconstitutional.

Non-GAAP Information

This Report includes Adjusted EBITDA, which is a non-GAAP performance measure that we use to supplement our results presented in accordance with GAAP. We believe Adjusted EBITDA provides useful information to investors regarding our results of operations and operating performance, as it is similar to measures reported by our public competitors and is regularly used by securities analysts, institutional investors and other interested parties in analyzing operating performance and prospects. Non-GAAP financial measures are not intended to be considered in isolation or as a substitute for any GAAP financial measures and, as calculated, may not be comparable to other similarly titled measures of performance of other companies in other industries or within the same industry.

We define Adjusted EBITDA as net income before interest income or expense, income taxes, depreciation and amortization, share-based compensation, adjustments for certain one-time or non-recurring items and other adjustments. Adjusted EBITDA excludes certain expenses that are required in accordance with GAAP because certain expenses are either non-cash or are not related to our underlying business performance.

We include Adjusted EBITDA because management uses it to evaluate our core operating performance and trends and to make strategic decisions regarding the distribution of capital and new investments. Management believes that Adjusted EBITDA provides investors with useful information on our past financial and operating performance, enables comparison of financial results from period-to-period where certain items may vary independent of business performance, and allows for greater transparency with respect to metrics used by our management in operating our business. Management also believes that Adjusted EBITDA is useful in evaluating our operating performance compared to that of other companies in our industry, as this metric generally eliminates the effects of certain items that may vary from company to company for reasons unrelated to overall operating performance.

The table below presents our Adjusted EBITDA reconciled from our net income, the most directly comparable GAAP measure, for the periods indicated:

($ in thousands)	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025
Net income	**$ 26,211**	**$ 11,211**
Interest income, net	(2,999)	(1,699)
Income tax expense	19,566	5,065
Depreciation and amortization	10,727	9,491
Share-based compensation expense	6,691	8,813
Change in tax receivable agreement liability	—	345
Adjusted EBITDA	**$ 60,196**	**$ 33,226**

Key Components of Revenue and Expenses

Revenue

We currently offer real-money online casino, online sports betting and/or retail sports betting in 16 U.S. states, Colombia, Ontario, Canada, Mexico and Peru. We also provide social gaming, where users can earn or purchase (where permitted) virtual credits to enjoy free-to-play games.

Our revenue is predominantly generated from our U.S. and Canada operations, with the remaining revenue being generated from our Latin America (including Mexico) operations. We generate revenue primarily through the following offerings:

Online Casino

Online casino offerings typically include the full suite of games available in bricks-and-mortar casinos, such as table games (i.e., blackjack and roulette), slot machines and poker games. For these offerings (other than online poker), similar to bricks-and-mortar casinos, we generate revenue through hold, or gross winnings, as customers play against the house. For our poker game offerings, like land-based card rooms that are typically incorporated in land-based casinos, we are generally not exposed to the risks of game play or the outcome of the game as players are not playing against the house but are instead playing against each other on a peer-to-peer basis. We generate revenue through rake, or a small commission taken from the total wagers placed on the hand, which is generally subject to a cap, and through tournament entry fees. Like bricks-and-mortar casinos, there is volatility with online casino, but as the number of bets placed increases, the revenue retained from bets placed becomes easier to predict. Our experience has been that online casino revenue is less volatile than sports betting revenue.

Our online casino offering consists of a combination of licensed content from leading industry suppliers, customized third-party games, our proprietary online poker platform and a small number of proprietary games that were developed exclusively for us. Third-party content is usually subject to standard revenue-sharing agreements specific to each supplier, where the supplier generally receives a percentage of the net gaming revenue generated from its casino games played on our platform. In exchange, we receive a limited license to offer the games on our platform to customers in permitted jurisdictions. We generally pay much lower fees on revenue generated through our proprietary casino games such as our multi-bet blackjack (with side bets: 21+3, Lucky Ladies, Lucky Lucky), and single-deck blackjack, which primarily relate to hosting/remote gaming server fees and certain intellectual property license fees.

With respect to online poker, player liquidity, or the number or volume of players with an operator, is critical to the success of the game, with a greater number of players supporting a wider range and greater volume of games and larger tournaments, thereby increasing the quality of the offering to the consumer. Our online poker offerings include a comprehensive suite of game formats, including cash games, sit & go tournaments, and multi-table tournaments, catering to players of all skill levels. Players play against each other in either ring games (i.e., games for cash on a hand-by-hand basis) or in tournaments (i.e., players play against each other for tournament chips with prize money distributed to the last remaining competitors) or variations thereof.

Online casino revenue (other than from online poker) is generated based on total customer bets less amounts paid to customers for winning bets, less incentives awarded to customers, plus or minus the change in the progressive jackpot reserve. Online casino revenue from online poker is recognized as rake (i.e., percentage of a game's wagers earned by the Company for satisfying the performance obligation) less any value given back to players, which could be in the form of cash, tournament tickets or other form of bonuses.

Online Sports Betting

Online sports betting involves a user placing a bet on the outcome of a sporting event, a sports-related activity or a series of the same, with the chance to win a pre-determined amount, often referred to as fixed odds. Online sports betting revenue is generated by setting odds such that there is a built-in theoretical margin in each sports bet offered to customers. While sporting event outcomes may result in revenue volatility, we believe that we can achieve a positive long-term betting win margin. In addition to traditional fixed-odds betting, we also offer other fixed-odd sports betting products including in-game betting and multi-sport and same-game parlay betting. We have also incorporated live streaming of certain sporting events into our online sports betting offering. Integrated into our online sports betting platform is a third-party risk and trading platform currently provided by certain subsidiaries of Kambi Group plc.

Online sports revenue is generated based on total customer bets less amounts paid to customers for winning bets, less incentives awarded to customers, plus or minus the change in unsettled sports bets.

Retail Sports Betting

We provide retail sports betting services to certain land-based partners in exchange for a monthly commission that is calculated based on the land-based retail sportsbook revenue. Services generally include ongoing management and oversight of the retail sportsbook (i.e., within a bricks-and-mortar location), technical support for such partner's customers, risk management, advertising and promotion, and support for third-party sports betting equipment.

In addition, certain relationships with our partners provide us the ability to operate the retail sportsbook at the land-based partner's facility. In this scenario, revenue is generated based on total customer bets less amounts paid to customers for winning bets, less other incentives awarded to customers, plus or minus the change in unsettled retail sports bets and unclaimed retail tickets for settled retail bets.

Social Gaming

We provide social gaming where users can earn or purchase (where permitted) virtual credits to enjoy free-to-play games. Users who exhaust their credits can either purchase additional virtual credits from the virtual cashier, if permitted, or wait until their virtual credits are replenished for free. Virtual credits have no monetary value and can only be used within our social gaming platform.

Our social gaming business has three main goals: build online databases in key markets ahead of and post-legalization and regulation; generate revenues; and increase engagement and visitation to our bricks-and-mortar partner properties. Our social gaming products are a marketing tool that keeps the applicable brands present in the minds of our users and engages with users through another channel while providing the entertainment value that users seek. We also leverage our social gaming products to cross-sell to our real-money offerings in jurisdictions where real-money gaming is authorized.

We recognize deferred revenue when users purchase virtual credits and revenue when those credits are redeemed. We pay a percentage of the social gaming revenue derived from the sale and redemption of the virtual credits to content suppliers as well as to our land-based partners.

Costs and Expenses

Costs of Revenue. Costs of revenue consist primarily of (i) revenue share and market access fees, which is reduced by any consideration from the vendor, (ii) third-party platform and content fees, (iii) gaming taxes, (iv) payment processing fees and chargebacks and (v) salaries, bonuses, benefits and share-based compensation for dedicated personnel. These costs are primarily variable in nature and should, in large part, correlate with the change in revenue. Revenue share and market access fees consist primarily of variable amounts paid to local partners that hold the applicable gaming license, providing us the ability to offer our real-money online offerings in the respective jurisdictions. Our third-party platform and content fees are primarily driven by costs associated with third-party casino content, data and streaming, sports betting trading services, geolocation, know-your-customer and platform hosting. Gaming taxes include jurisdictional taxes that are determined based on a percentage of revenue (or similar metrics) or excise taxes that are determined based on bets placed.

We incur payment processing costs on player deposits, withdrawals and occasionally chargebacks (i.e., when a payment processor contractually disallows customer deposits in the normal course of business).

Sales and Marketing Costs. Sales and marketing costs consist primarily of costs associated with marketing our products and services via different channels, promotional activities and the related customer costs incurred to acquire new customers. These costs also include salaries, bonuses, benefits and share-based compensation for dedicated personnel and are expensed as incurred.

Our ability to effectively market is critical to our success. Using experience, dynamic learnings and analytics, we leverage marketing to acquire, convert, retain and re-engage customers. We use a variety of earned media and paid marketing channels, in combination with compelling offers, brand ambassadors, proprietary content, and unique game and site features, to attract and engage customers. Further, we continuously optimize our marketing spend using data collected from our operations. Our marketing spend is based on a return-on-investment model that considers a variety of factors, including the product offerings in the jurisdiction, local advertising rules, the performance of different marketing channels, predicted lifetime value, marginal costs and expenses and behavior of customers across various product offerings.

With respect to paid marketing, we use a broad array of advertising channels, including television, radio, social media platforms, sponsorships, affiliates and paid search, and other digital channels. We also use other forms of marketing and outreach, such as our social media channels, first-party websites, media interviews and other media spots and organic searches. These efforts are primarily concentrated within the specific jurisdictions where we operate or intend to operate. We believe there is significant benefit to having a flexible approach to advertising spending as we can quickly redirect our advertising spending based on dynamic testing of our advertising methods and channels.

General and Administrative. General and administrative costs consist primarily of administrative personnel costs (including salaries, bonuses, benefits and share-based compensation), professional fees related to legal, compliance, accounting and consulting, indirect technology costs, rent expense, insurance costs, and foreign exchange gains or losses.

Depreciation and Amortization. Depreciation and amortization expense consists of depreciation on our property and equipment and amortization of intangible assets (including market access licenses, gaming jurisdictional licenses, internally developed software, developed technology, and other intangibles) and finance lease right-of-use assets over their useful lives.

Change in Tax Receivable Agreement Liability. The costs or adjustment to costs associated with the recognition of the TRA liability is recorded in Change in tax receivable agreement liability on the consolidated statements of operations. This cost or adjustment reflects changes in the estimated future payments under the TRA attributable to RSILP Unit exchanges completed prior to June 30, 2025. These prior exchanges increased our tax basis in our share of RSILP's underlying assets, giving rise to expected tax savings and corresponding TRA liability. RSILP Unit exchanges occurring after June 30, 2025 will not result in change in tax receivable agreement liability, as the associated increase in tax basis and the resulting TRA liability will be accounted for as equity transactions.

Results of Operations

The following tables set forth a summary of our consolidated results of operations for the interim periods indicated and the changes between periods. We have derived this data from our unaudited condensed consolidated financial statements included elsewhere in this Report. The results of historical periods are not necessarily indicative of the results of operations for any future period.

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

	Three Months Ended March 31,		Change	
($ in thousands)	**2026**	**2025**	**$**	**%**
Revenue	$ 370,361	$ 262,407	$ 107,954	41 %
Costs of revenue	238,196	170,883	67,313	39 %
Sales and marketing	47,392	42,139	5,253	12 %
General and administrative	31,268	24,972	6,296	25 %
Depreciation and amortization	10,727	9,491	1,236	13 %
Income from operations	**42,778**	**14,922**	**27,856**	**187 %**
Interest income, net	2,999	1,699	1,300	77 %
Change in tax receivable agreement liability	—	(345)	345	(100) %
Income before income taxes	**45,777**	**16,276**	**29,501**	**181 %**
Income tax expense	19,566	5,065	14,501	286 %
Net income	**$ 26,211**	**$ 11,211**	**$ 15,000**	**134 %**

Revenue. Revenue increased by $108.0 million, or 41%, to $370.4 million for the three months ended March 31, 2026 as compared to $262.4 million for the same period in 2025. The increase was mainly due to and directly correlated with our continued growth across existing markets. The increase reflects higher period-over-period online casino and sports betting revenue of $108.0 million.

Costs of Revenue. Costs of revenue increased by $67.3 million, or 39%, to $238.2 million for the three months ended March 31, 2026 as compared to $170.9 million for the same period in 2025. The increase was mainly due to and directly correlated with our continued growth as noted above. Gaming taxes, market access costs, payment processing costs and operating expenses contributed $32.6 million, $14.0 million, $12.1 million and $8.3 million, respectively, to the period-over-period increase in costs of revenue, with personnel costs contributing to the remaining $0.3 million. Costs of revenue as a percentage of revenue decreased to 64% for the three months ended March 31, 2026 as compared to 65% for the same period in 2025.

Sales and Marketing. Sales and marketing expense increased by $5.3 million, or 12%, to $47.4 million for the three months ended March 31, 2026 as compared to $42.1 million for the same period in 2025. The increase was primarily driven by higher marketing spend associated with the 2026 Olympic Winter Games as well as other strategic investments. Sales and marketing expense as a percentage of revenue decreased to 13% for the three months ended March 31, 2026 as compared to 16% for the same period in 2025.

General and Administrative. General and administrative expense increased by $6.3 million, or 25%, to $31.3 million for the three months ended March 31, 2026 as compared to $25.0 million for the same period in 2025. The increase was primarily due to higher personnel and other administrative costs, which is consistent with the ongoing growth of our business. General and administrative expense as a percentage of revenue decreased to 8% for the three months ended March 31, 2026 as compared to 10% for the same period in 2025.

Depreciation and Amortization. Depreciation and amortization expense increased by $1.2 million, or 13%, to $10.7 million for the three months ended March 31, 2026 as compared to $9.5 million for the same period in 2025. The increase was mainly due to additional costs to acquire internally developed software and other definite-lived intangible assets. Depreciation and amortization expense as a percentage of revenue decreased to 3% for the three months ended March 31, 2026 as compared to 4% for the same period in 2025.

Interest Income, Net. Interest income, net, increased by $1.3 million, or 77%, to $3.0 million for the three months ended March 31, 2026 as compared to $1.7 million for the same period in 2025. The increase in interest income was mainly attributed to higher amounts of cash held in interest-bearing accounts and money market funds as compared to the same period in 2025.

Change in Tax Receivable Agreement Liability. Change in tax receivable agreement liability decreased by $0.3 million to nil for the three months ended March 31, 2026. The decrease was associated with our initial recognition of a TRA liability upon realization of future tax benefits associated with the TRA during the three months ended March 31, 2025.

Income Tax Expense. Income tax expense increased by $14.5 million, or 286%, to $19.6 million for the three months ended March 31, 2026 as compared to $5.1 million for the same period in 2025. Income tax expense is primarily attributable to the profitability of our foreign operations for which both current and deferred taxes are recorded. Income tax expense as a percentage of revenue increased to 5% for the three months ended March 31, 2026 as compared to 2% for the same period in 2025.

Seasonality and Other Trends Impacting Our Business

Our results of operations may, and generally do, fluctuate due to seasonal trends and other factors such as level of customer engagement, online casino and sports betting results and other factors that are outside of our control or that we cannot reasonably predict. Our quarterly financial performance depends on our ability to attract and retain customers. Customer engagement in our online offerings may vary due to, among other things, customer satisfaction with our platform, the number, timing and type of sporting events, the length of professional sports seasons, our offerings and marketing efforts and those of our competitors (including those not just in the online gaming industry but also in prediction markets or in the entertainment industry broadly), other forms of entertainment available to our customers, weather conditions, public sentiment, an economic downturn or other economic factors such as inflation, economic uncertainty or macroeconomic conditions. As customer engagement varies, so may our quarterly financial performance.

Our quarterly financial results may also be impacted by the number and amount of betting losses and jackpot payouts we experience. Although our losses are limited per wager to a maximum payout, when looking at bets across a period of time, these losses can be significant. We offer progressive jackpot games in our online casino offerings. Each time a customer plays a progressive jackpot game, we contribute a portion of the amount bet to the jackpot for that game or group of games. When a progressive jackpot is won, it is paid out and reset to a predetermined base amount. Winning the jackpot is determined by a random mechanism; we cannot foresee when a jackpot will be won, and we do not insure against jackpot payouts. Paying the progressive jackpot decreases our cash position.

Our online sports betting and retail sports betting operations experience seasonality based on the relative popularity and frequency of certain sporting events. Although sporting events occur throughout the year, our online sports betting customers are most active during the NFL, NBA, college football and basketball seasons. With respect to our online sports betting and retail sports betting operations, customer activity tends to increase, and we may experience increased volatility, in connection with major sporting events such as the NFL super bowl, the NBA finals and NCAA basketball March Madness. In addition, sports betting activity is impacted by the occurrence of periodic events (e.g., World Cup, Copa América, UEFA, Olympics).

From a legislative perspective, we continue to see strong momentum to legalize and regulate online sports betting in new jurisdictions in the Americas. As expected, many of these new jurisdictions are first trying to legalize and regulate online sports betting before considering whether to legalize and regulate online casino. However, given the tax generation success of online casino in markets where it has been legalized, we also continue to see strong momentum for online casino in several jurisdictions in the Americas that are looking for additional revenue sources to fund expanding budgets. Additionally, we have seen governmental officials or legislative or regulatory bodies in certain jurisdictions in which we operate consider, and in limited cases to date, approve, increases in gaming-related taxes or other types of taxes on companies operating in the gaming industry. While it is unclear at this time if this will continue, any proposed legislation or other similar actions to increase existing taxes on online sportsbook and/or casino could negatively impact our business, profitability and cash flows.

We operate within the global gaming and entertainment industry, which is comprised of diverse products and offerings that compete for consumers' time and disposable income. We face and expect to continue to face significant competition from other industry players both within existing and new markets including from competitors with access to more resources, existing assets such as brands or databases, or experience. Customer demands for new and innovative offerings and features require us to continue to invest in new technologies, features and content to improve the customer experience. Many jurisdictions in which we operate or intend to operate in the future have unique regulatory and/or technological requirements, which require us to have robust, scalable networks and infrastructure, and agile engineering and software development capabilities. The global gaming and entertainment industry has seen significant consolidation, regulatory change and technological development over the last few years, and we expect this trend to continue into the foreseeable future, which may create opportunities for us but may also create competitive and margin pressures. We are starting to see some other online gaming operators rationalize their marketing spend in North American jurisdictions, although their marketing spend may vary by quarter depending on, among other things, sports calendars, new market launches and prior commitments.

Liquidity and Capital Resources

Our principal sources of liquidity are cash on hand and cash flows from operations. We regularly monitor our liquidity position, working capital needs and capital allocation strategy to ensure we maintain adequate resources to support our business operations, fund strategic initiatives and fulfill other corporate and contractual obligations, including those under our TRA and the amended and restated partnership agreement of RSILP (the "A&R Partnership Agreement").

As of March 31, 2026, we had $330.6 million in cash and cash equivalents, excluding legally restricted customer cash deposits that we segregate from our operating cash balances. We intend to continue to finance our operations without third-party debt and entirely from operating cash flows and cash on our balance sheet.

Our current working capital needs relate mainly to supporting our existing businesses, the growth of these businesses in their existing markets and their expansion into other geographic regions, as well as our personnel's compensation and benefits. We expect our material cash requirements during the upcoming 12-month period to include $12.4 million of non-cancellable purchase obligations with marketing vendors, $4.3 million of minimum license and market access fees, and $2.8 million of lease payments. We also have $47.9 million of additional non-cancellable purchase obligations that will be due subsequent to the upcoming 12-month period. In addition, we will continue to pursue expansion into new markets, such as our anticipated expansion into Alberta, Canada, which is expected to require significant capital investments.

We are required to make payments equal to 85% of the tax benefits we realize in connection with the TRA. These obligations under the TRA, while mainly non-current in nature, reduce future operating cash flows as the associated tax benefits are realized. Although the actual timing and amount of any payments made under the TRA will vary, such payments may be significant. Any payments made under the TRA will generally reduce the amount of overall cash flow that might have otherwise been available to us and, to the extent that payments required under the TRA are unable to be made for any reason, the unpaid amounts generally will be deferred and will accrue interest until paid. To date, no material payments under the TRA have been made. Payments associated with the TRA liability are expected to include $1.2 million in the next 12 months and additional obligations of $132.1 million are expected subsequent to the upcoming 12-month period.

RSILP is a partnership for U.S. federal income tax purposes and, as such, taxable income will be allocated for U.S. federal income tax purposes to the holders of RSILP Units. The A&R Partnership Agreement requires RSILP to make tax distributions to holders of RSILP Units (including the Special Limited Partner) calculated at certain assumed rates. In some cases, these assumed rates may be significantly higher than the holders' actual tax rates. The amount of these tax distributions can be significant, in particular as RSILP's profitability increases, which will generally reduce the amount of overall cash flow that might have otherwise been available to us. To date, no material tax distribution payments have been made, and no material payments thereunder are expected in the next 12 months.

We expect our existing cash and cash equivalent and cash flows from operations to be sufficient to fund our operating activities and capital expenditure requirements for at least the next 12 months and thereafter for the foreseeable future. It is possible that we may need additional cash resources due to changed business conditions or other developments, including unanticipated regulatory developments, significant acquisitions, partnerships or marketing initiatives, deteriorating macroeconomic conditions and competitive pressures. We expect our capital expenditures and working capital requirements to continue to increase in the immediate future to support our growth as we seek to expand our offerings across more of North America, Latin America and worldwide, which will require significant investment in our online gaming platform and our personnel, in particular in product development, engineering and operations roles. We also expect certain costs such as marketing, market access and license fees to increase to the extent we pursue expansion opportunities in new and existing jurisdictions. In particular, we are party to several non-cancelable contracts with vendors and licensors for marketing, other strategic partnerships and leases, pursuant to which we are obligated to make future minimum payments under the non-cancelable terms of these contracts. Additionally, our continued profitability will trigger future quarterly tax distribution obligations payable to the limited partners of RSILP under the A&R Partnership Agreement. To the extent that our current resources are insufficient to satisfy our cash requirements, we may need to seek additional equity or debt financing. If the needed financing is not available, or if the terms of financing are less desirable than we expect, we may be forced to decrease our level of investment in new product, service or market launches and related marketing initiatives or to scale back our existing operations, which could have an adverse impact on our business and financial prospects.

Surety Bonds

We had been issued $31.3 million in surety bonds as of March 31, 2026 and December 31, 2025 that are used to satisfy regulatory requirements related to securing cash held for the benefit of customers.

We had been issued $6.4 million in surety bonds as of March 31, 2026 and December 31, 2025 to satisfy regulatory requirements necessary to operate in certain jurisdictions.

There have been no claims against any of our surety bonds and the likelihood of future claims is expected to be remote.

Debt and Letters of Credit

As of March 31, 2026 and December 31, 2025, we had no outstanding debt.

As of March 31, 2026 and December 31, 2025, we had an outstanding letter of credit for $6.3 million and $6.2 million, respectively, in connection with our operations in Colombia, for which no amounts had been drawn.

Stock Repurchase Program

On October 24, 2024, our Board of Directors authorized the repurchase of an aggregate of up to $50 million of our Class A Common Stock through open market purchases, privately negotiated transactions or other transactions in accordance with applicable securities laws.

During the three months ended March 31, 2026 and 2025, the Company repurchased nil and 498,622 shares, respectively, of Class A Common Stock pursuant to the Stock Repurchase Program. The aggregate purchase price was approximately $5.2 million during the three months ended March 31, 2025 at an average price of $10.35. The repurchased shares were re-issued under the Company's Equity Incentive Plan during the three months ended March 31, 2026.

Cash Flows

The following table shows our cash flows from operating activities, investing activities and financing activities for the three months ended March 31, 2026 and 2025:

	Three Months Ended March 31,	
($ in thousands)	**2026**	**2025**
Net cash provided by operating activities	$ 20,114	$ 28,712
Net cash used in investing activities	(9,211)	(7,554)
Net cash used in financing activities	(22,696)	(27,178)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	2,897	5,274
Net change in cash, cash equivalents and restricted cash	**$ (8,896)**	**$ (746)**

Operating activities. Net cash provided by operating activities for the three months ended March 31, 2026 decreased by $8.6 million to $20.1 million, as compared to $28.7 million during the same period in 2025. The decrease was primarily brought by changes in operating assets and liabilities of $25.6 million, which was partially offset by higher period-over-period net income totaling $15.0 million and increase in non-cash expenses of $2.0 million. The increase in non-cash expenses was driven primarily by deferred income tax benefit and additional depreciation and amortization totaling $3.2 million and $1.2 million, respectively, which was partially offset by decrease in share-based compensation expense and change in tax receivable agreement liability totaling $2.1 million and $0.3 million, respectively.

Investing activities. Net cash used in investing activities for the three months ended March 31, 2026 increased by $1.6 million to $9.2 million, as compared to $7.6 million during the same period in 2025. The increase reflects increased costs for internally developed software totaling $1.1 million and additional acquisitions of gaming licenses and property and equipment totaling $0.6 million and $0.1 million, respectively. This was partially offset by lower period-over-period acquisition of developed technology totaling $0.2 million.

Financing activities. Net cash used in financing activities for the three months ended March 31, 2026 decreased by $4.5 million to $22.7 million, as compared to $27.2 million during the same period in 2025. The period-over-period decrease primarily reflects decrease in repurchases of Class A Common Stock and principal payments of finance liabilities totaling to $5.2 million and $1.2 million, respectively, and increase in proceeds from exercise of stock options of $0.4 million. This was partially offset by increase in payments for employee taxes related to shares withheld of $2.3 million.

Effect of exchange rate changes on cash, cash equivalents and restricted cash. The effect of exchange rate changes increased cash, cash equivalents and restricted cash by $2.9 million for the three months ended March 31, 2026 as compared to an increase of $5.3 million for the same period in 2025. These changes were due to fluctuations in foreign currency exchange rates (primarily the Colombian Peso) from period to period.

Critical Accounting Policies and Estimates

We have prepared our unaudited condensed consolidated financial statements in accordance with GAAP. In doing so, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses during the reporting period. Management bases estimates on historical experience and other assumptions it believes to be reasonable under the circumstances and evaluates these estimates on an ongoing basis. Actual results may differ from these estimates. Management has discussed the development, selection and disclosure of these estimates and assumptions with the Audit Committee of the Board.

There were no material changes during the quarter ended March 31, 2026, to the critical accounting policies and estimates discussed in our Annual Report. For a more complete discussion of our critical accounting policies and estimates, refer to our Annual Report.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We operate primarily in the United States, Canada and Latin America. As such, we have been exposed in the past and may in the future be exposed to certain market risks, including interest rate, foreign currency exchange and inflation risks, in the ordinary course of our business. Currently, these risks are not material to our financial condition or results of operations, but they may be in the future.

Interest Rate Risk

As of March 31, 2026, we had cash, cash equivalents and restricted cash of $331.6 million, which consisted primarily of bank deposits, certificates of deposits and money market funds. Such interest-earning instruments carry a degree of interest rate risk; however, due to the relatively short-term nature of these instruments, historical fluctuations of interest income have not been significant. The primary objective of our investment activities is to preserve principal and provide liquidity without significantly increasing risk. A 10% increase or decrease in the interest rates of these interest-earning instruments would not have a material effect on our unaudited condensed consolidated financial statements for the three months ended March 31, 2026.

Foreign Currency Exchange Rate Risk

We are exposed to foreign currency exchange risk related to our transactions in currencies other than the U.S. Dollar, which is our reporting and functional currency for a majority of our operations. We seek to naturally hedge our foreign exchange transaction exposure by matching the transaction currencies for our cash inflows and outflows. Currently, we do not otherwise hedge our foreign exchange exposure but may consider doing so in the future. Our foreign currency exposure is primarily with respect to the Colombian Peso, the Canadian Dollar and the Mexican Peso. Markets with a functional currency other than the U.S. Dollar accounted for less than 30% and 20% of our revenue for the three months ended March 31, 2026 and 2025, respectively. A 10% increase or decrease in the value of these currencies compared to the U.S. Dollar would not have a material effect on our unaudited condensed consolidated financial statements for the three months ended March 31, 2026.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations as of and for the three months ended March 31, 2026. If our costs become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and operating results. In addition, our customers may experience inflationary pressures and rising costs. This could result in our customers having less disposable income, and thus they may reduce their spending on discretionary entertainment activities such as our products and services. Such a reduction in spending by our customers could harm our business, financial condition, revenues and operating results.

Item 4. Controls and Procedures.

Management's Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), under the supervision and with the participation of management, including our Chief Executive Officer and our President and Chief Financial Officer, we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this Report. Our disclosure controls and procedures are designed to provide reasonable assurance that information we are required to disclose in reports that are filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and our President and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified by the SEC. Our Chief Executive Officer and President and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2026.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the quarter ended March 31, 2026 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives, as specified above. Our management recognizes that any control system, no matter how well designed and operated, is based upon certain judgments and assumptions and cannot provide absolute assurance that its objectives will be met.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time we become involved in legal proceedings concerning matters arising in connection with the conduct of our business activities. These proceedings may be at varying stages, and many of these proceedings may seek an indeterminate amount of damages. We regularly evaluate the status of the legal proceedings in which we are involved to assess whether a loss is probable or there is a reasonable possibility that a loss or an additional loss may have been incurred and to determine if accruals are appropriate. If accruals are not appropriate, we further evaluate each legal proceeding to assess whether an estimate of the possible loss or range of possible loss can be made.

In our opinion, the amount of ultimate liability with respect to any of these actions is unlikely to materially affect our financial condition, results of operations or liquidity, though the outcomes could be material to our operating results for any particular period, depending, in part, upon the operating results for such period.

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed under the heading “Risk Factors” in our Annual Report.

Item 5. Other Information.

Securities Trading Plans of Directors and Executive Officers

During the three months ended March 31, 2026, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of the Company’s securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement.”

Item 6. Exhibits.

The following exhibits are being filed or furnished, as applicable, herewith:

Exhibit Number	Description
2.1	Amended and Restated Business Combination Agreement, dated as of October 9, 2020, by and among the Company, RSILP, the Sellers party thereto, dMY Sponsor, LLC and Rush Street Interactive GP, LLC (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed with the SEC on October 13, 2020).
2.2	Amendment to Amended and Restated Business Combination Agreement, dated as of December 4, 2020, by and among the Company, RSILP, the Sellers party thereto, dMY Sponsor, LLC and Rush Street Interactive GP, LLC (incorporated by reference to Annex A-2 to Company's Preliminary Proxy Statement filed with the SEC on December 4, 2020).
31.1*	Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certifications of President and Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certifications of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certifications of President and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document–the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase.
104	Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit).

* Filed herewith.

** This exhibit is furnished herewith and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

SIGNATURE

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.

	RUSH STREET INTERACTIVE, INC.	
April 29, 2026	By:	/s/ Kyle Sauers
		Kyle Sauers
		President and Chief Financial Officer
		(Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

Certification of Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Richard Schwartz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rush Street Interactive, 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(s) 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: April 29, 2026

/s/ Richard Schwartz

Richard Schwartz
Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 31.2

Certification of Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kyle Sauers, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rush Street Interactive, 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(s) 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: April 29, 2026

/s/ Kyle Sauers

Kyle Sauers
President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Richard Schwartz, Chief Executive Officer and Director of Rush Street Interactive, Inc. (the "Company"), hereby certify, that, to my knowledge:

1. The Quarterly Report on Form 10-Q for the period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: April 29, 2026

/s/ Richard Schwartz

Richard Schwartz
Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 32.2

Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Kyle Sauers, President and Chief Financial Officer of Rush Street Interactive, Inc. (the "Company"), hereby certify, that, to my knowledge:

1. The Quarterly Report on Form 10-Q for the period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: April 29, 2026

/s/ Kyle Sauers

Kyle Sauers
President and Chief Financial Officer
(Principal Financial Officer)