

Enphase Energy Reports Financial Results for the Third Quarter of 2022

FREMONT, Calif., Oct. 25, 2022 – Enphase Energy, Inc. (NASDAQ: ENPH), a global energy technology company and the world's leading supplier of microinverter-based solar and battery systems, announced today financial results for the third quarter of 2022, which included the summary below from its President and CEO, Badri Kothandaraman.

We reported record quarterly revenue of \$634.7 million in the third quarter of 2022, along with 42.9% for non-GAAP gross margin. We shipped 4,342,805 microinverters, or approximately 1,709 megawatts DC, and 133.6 megawatt hours of Enphase® IQTM Batteries.

Financial highlights for the third quarter of 2022 are listed below.

- Record quarterly revenue of \$634.7 million
- GAAP gross margin of 42.2%; non-GAAP gross margin of 42.9%
- GAAP operating income of \$135.4 million; non-GAAP operating income of \$194.0 million
- GAAP net income of \$114.8 million; non-GAAP net income of \$175.5 million
- GAAP diluted earnings per share of \$0.80; non-GAAP diluted earnings per share of \$1.25
- Free cash flow of \$179.1 million; ending cash, cash equivalents, and marketable securities of \$1.42 billion

Our revenue and earnings for the third quarter of 2022 are provided below, compared with the prior quarter and the year ago quarter:

(In thousands, except per share and percentage data)

		GAAP		Non-GAAP							
	Q3 2022	Q2 2022	Q3 2021	Q3 2022	Q2 2022	Q3 2021					
Revenue	\$ 634,713	\$ 530,196	\$ 351,519	\$ 634,713	\$ 530,196	\$ 351,519					
Gross margin	42.2 %	41.3 %	39.9 %	42.9 %	42.2 %	40.8 %					
Operating expenses	\$ 132,475	\$124,969	\$ 103,007	\$ 78,587	\$ 71,169	\$ 57,341					
Operating income	\$ 135,441	\$ 94,036	\$ 37,351	\$ 193,962	\$ 152,412	\$ 85,932					
Net income	\$ 114,812	\$ 76,976	\$ 21,809	\$ 175,513	\$ 149,852	\$ 84,157					
Basic EPS	\$ 0.85	\$ 0.57	\$ 0.16	\$ 1.29	\$ 1.11	\$ 0.62					
Diluted EPS	\$ 0.80	\$ 0.54	\$ 0.15	\$ 1.25	\$ 1.07	\$ 0.60					

Our total revenue increased 20%, compared to the second quarter of 2022. Demand was strong in our markets worldwide, particularly in North America and Europe. Our revenue in Europe for the third quarter of 2022 increased approximately 70%, compared to the second quarter of 2022, as countries in the region are accelerating their efforts to address rising energy prices and reliance on fossil fuels. Our IQ Battery shipments increased 1%, compared to the second quarter of 2022. Our non-GAAP gross margin was 42.9% in the third quarter of 2022, compared to 42.2% in the second quarter of 2022, driven by IQ8TM Microinverter product mix.

Our non-GAAP operating expenses were \$78.6 million in the third quarter of 2022, compared to \$71.2 million in the second quarter of 2022, primarily due to increased investment in R&D, customer service, and sales. Our non-GAAP operating income was \$194.0 million in the third quarter of 2022, compared to \$152.4 million in the second quarter of 2022.

We exited the third quarter of 2022 with \$1.42 billion in cash, cash equivalents, and marketable securities and generated \$188.0 million in cash flow from operations in the third quarter of 2022. Our capital expenditures were \$8.9 million in the third quarter of 2022, compared to \$8.7 million in the second quarter of 2022.

IQ8 Microinverters constituted approximately 47% of all our microinverter shipments during the third quarter of 2022. IQ8 Microinverters can form a microgrid and provide Sunlight BackupTM during an outage, even without a battery. With our Sunlight Jump StartTM feature, IQ8 Microinverters can restart a home energy system using sunlight only after prolonged grid outages that may result in a fully depleted battery. This eliminates the need for a manual restart of the system and gives homeowners greater resilience.

Our IQ Battery shipments were 133.6 megawatt hours in the third quarter of 2022, compared to 132.4 megawatt hours in the second quarter of 2022. We shipped batteries to the United States, Germany, and Belgium during the third quarter. We now have approximately 2,100 installers worldwide that are certified to install our IQ Batteries.

We recently acquired GreenCom Networks AG based in Munich, Germany. The company provides Internet of Things (IoT) software solutions for customers to connect and manage a wide range of distributed energy devices within the home, thereby enabling sector convergence. This acquisition allows us to add a local engineering team to service the accelerating clean energy transition in Europe, provide installers with a complete home energy management system integrating Enphase microinverters and batteries with third-party electric vehicle (EV) chargers and heat pumps, and enable homeowners to monitor and control their devices from the Enphase® App.

BUSINESS HIGHLIGHTS

On Aug. 1, 2022, Enphase Energy announced that Salcomp, a global high-precision manufacturer, shipped more than five million Enphase IQ[®] Microinverters.

On Aug. 11, 2022, Enphase Energy announced that ClipperCreekTM, a division of Enphase offering electric vehicle (EV) charging solutions, is expanding product deployments amidst rising consumer interest in EVs and electrification.

On Aug. 31, 2022, Enphase Energy announced a new agreement with Home Connect, an open digital platform that allows home appliances of various brands to be managed with a single app. Home Connect is available for nine well-known home appliance brands including Bosch, Siemens, Gaggenau, Neff, and Thermador.

In Aug. 2022, Enphase Energy announced that Complete Solar, a leading technology-enabled residential solar company in the United States, is seeing increased deployments of Enphase Energy SystemsTM powered by IQ8 Microinverters and IQ Batteries. Enphase Energy also announced that Meraki Solar, headquartered in Florida, is expanding the adoption of Enphase IQ Microinverters as homeowners across the United States are hit with extreme weather and rising energy prices.

On Sept. 6, 2022, Enphase Energy announced that it expanded its global relationship with renewable energy company BayWa r.e., a leading global developer and solar photovoltaic (PV) distributor, to distribute Enphase's IQ7™ family of microinverters and IQ Batteries in Germany and Benelux.

On Sept. 17, 2022 Enphase Energy announced that Gaslicht.com, a Netherlands-based leading energy platform and part of the Bencom Group, is seeing an increase in deployments of residential solar energy systems powered by the Enphase IQ7 family of microinverters.

In Oct. 2022, Enphase Energy announced that Energiekonzepte Deutschland GmbH (EKD), one of the leading residential solar and battery storage service providers in Germany, will now offer Enphase IQ Batteries to its customers. Enphase Energy also announced that CREATON GmbH, one of the leading residential roof manufacturers in Europe, is now exclusively offering Enphase IQ Batteries as CREATON is now able to integrate battery installations into solar roofing projects.

Enphase Energy recently announced that installers in Hawaii, Rhode Island, Massachusetts, and New Jersey have seen growing deployments of Enphase Energy Systems powered by IQ8 Microinverters and IQ Batteries.

FOURTH QUARTER 2022 FINANCIAL OUTLOOK

For the fourth quarter of 2022, Enphase Energy estimates both GAAP and non-GAAP financial results as follows:

- Revenue to be within a range of \$680 million to \$720 million, which includes shipments of 120 to 135 megawatt hours of Enphase IQ Batteries
- GAAP gross margin to be within a range of 39.0% to 42.0%; non-GAAP gross margin to be within a range of 40.0% to 43.0%, excluding stock-based compensation expenses and acquisition related amortization
- GAAP operating expenses to be within a range of \$152.0 million to \$156.0 million
- Non-GAAP operating expenses to be within a range of \$87.0 million to \$91.0 million, excluding \$65.0 million estimated for stock-based compensation expenses, restructuring charges for site consolidation, and acquisition related costs and amortization

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Use of Non-GAAP Financial Measures

Enphase Energy has presented certain non-GAAP financial measures in this press release. To view a description of non-GAAP financial measures used and the non-GAAP reconciliation schedule for the periods presented, click here.

Conference Call Information

Enphase Energy will host a conference call for analysts and investors to discuss its third quarter 2022 results and fourth quarter 2022 business outlook today at 4:30 p.m. Eastern Time (1:30 p.m. Pacific Time). The call is open to the public by dialing (833) 634-5018. A live webcast of the conference call will also be accessible from the "Investor Relations" section of Enphase Energy's website at <u>investor.enphase.com</u>. Following the webcast, an archived version will be available on the website for approximately one year. In addition, an audio replay of the conference call will be available by calling (877) 344-7529; replay access code 3730150, beginning approximately one hour after the call.

Forward-Looking Statements

This press release contains forward-looking statements, including statements related to Enphase Energy's expectations as to its fourth quarter of 2022 financial outlook and expense levels; the capabilities, advantages, features and performance of its technology and products; the anticipated benefits of its acquisition of GreenCom Networks; the anticipated demand for and availability of its products and services; and growth in deployments of Enphase Energy Systems. These forward-looking statements are based on Enphase Energy's current expectations and inherently involve significant risks and uncertainties. Enphase Energy's actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of certain risks and uncertainties including those risks described in more detail in its most recent Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, its most recent Annual Report on Form 10-K for the year ended December 31, 2021 and other documents on file with the SEC from time to time and available on the SEC's website at www.sec.gov. Enphase Energy undertakes no duty or obligation to update any forward-looking statements contained in this release as a result of new information, future events, or changes in its expectations, except as required by law.

A copy of this press release can be found on the investor relations page of Enphase Energy's website at investor.enphase.com.

About Enphase Energy, Inc.

Enphase Energy, a global energy technology company based in Fremont, CA, is the world's leading supplier of microinverter-based solar and battery systems that enable people to harness the sun to make, use, save, and sell their own power—and control it all with a smart mobile app. The company revolutionized the solar industry with its microinverter-based technology and builds all-in-one solar, battery, and software solutions. Enphase has shipped more than 52 million microinverters, and over 2.7 million Enphase-based systems have been deployed in more than 145 countries. For more information, visit www.enphase.com.

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ENPHASE ENERGY, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data) (Unaudited)

	Three Months Ended				Nine Months Ended					
	Sep	otember 30, 2022		June 30, 2022	Sej	September 30, 2021		ptember 30, 2022	S	September 30, 2021
Net revenues	\$	634,713	\$	530,196	\$	351,519	\$	1,606,201	\$	969,330
Cost of revenues		366,797		311,191		211,161		942,307		578,222
Gross profit		267,916		219,005		140,358		663,894		391,108
Operating expenses:										
Research and development		44,188		39,256		29,411		119,163		73,937
Sales and marketing		55,257		53,588		39,296		150,189		84,504
General and administrative		32,436		32,125		34,300		102,647		74,530
Restructuring charges		594						594		
Total operating expenses		132,475		124,969		103,007		372,593		232,971
Income from operations		135,441		94,036		37,351		291,301		158,137
Other income (expense), net										
Interest income		3,680		796		110		4,936		281
Interest expense		(2,255)		(2,168)		(12,628)		(7,159)		(32,463)
Other income (expense), net		(2,611)		(456)		874		(5,208)		814
Loss on partial settlement of convertible notes (1)										(56,382)
Total other expense, net		(1,186)		(1,828)		(11,644)		(7,431)		(87,750)
Income before income taxes		134,255		92,208		25,707		283,870		70,387
Income tax benefit (provision)		(19,443)		(15,232)		(3,898)		(40,261)		22,471
Net income	\$	114,812	\$	76,976	\$	21,809	\$	243,609	\$	92,858
Net income per share:										
Basic	\$	0.85	\$	0.57	\$	0.16	\$	1.80	\$	0.69
Diluted	\$	0.80	\$	0.54	\$	0.15	\$	1.70	\$	0.65
Shares used in per share calculation:										
Basic		135,633		135,196		134,721		135,056		133,719
Diluted		145,962		143,725		141,220		144,058		143,091

⁽¹⁾ Loss on partial settlement of convertible notes of \$56.4 million for the nine months ended September 30, 2021, primarily related to the \$9.5 million non-cash loss on partial settlement of \$87.1 million aggregate principal amount of the Notes due 2024, \$9.5 million non-cash loss on partial settlement of \$217.8 million aggregate principal amount of the Notes due 2025 and \$37.5 million non-cash inducement loss incurred on repurchase of Notes due 2025.

ENPHASE ENERGY, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands) (Unaudited)

	Se	ptember 30, 2022	De	cember 31, 2021
ASSETS				_
Current assets:				
Cash and cash equivalents	\$	337,583	\$	119,316
Marketable securities		1,079,713		897,335
Accounts receivable, net		367,647		333,626
Inventory		146,451		74,400
Prepaid expenses and other assets		51,270		37,784
Total current assets		1,982,664		1,462,461
Property and equipment, net		91,801		82,167
Operating lease, right of use asset, net		18,128		14,420
Intangible assets, net		90,924		97,758
Goodwill		195,508		181,254
Other assets		140,439		118,726
Deferred tax assets, net		178,371		122,470
Total assets	\$	2,697,835	\$	2,079,256
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$	92,823	\$	113,767
Accrued liabilities		255,800		157,912
Deferred revenues, current		79,609		62,670
Warranty obligations, current		32,350		19,395
Debt, current		89,654		86,052
Total current liabilities		550,236		439,796
Long-term liabilities:				
Deferred revenues, noncurrent		239,971		187,186
Warranty obligations, noncurrent		73,530		53,982
Other liabilities		25,418		16,530
Debt, noncurrent		1,198,627		951,594
Total liabilities		2,087,782		1,649,088
Total stockholders' equity		610,053		430,168
Total liabilities and stockholders' equity	\$	2,697,835	\$	2,079,256

ENPHASE ENERGY, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)

		(0		uuiteu)					
	September 30, 2022			June 30, 2022	September 30, 2021		Nine Mon ptember 30, 2022	September 30, 2021	
Cash flows from operating activities:		2022		2022	 2021		2022		2021
Net income	\$	114,812	\$	76,976	\$ 21,809	\$	243,609	\$	92,858
Adjustments to reconcile net income to net cash provided by operating activities:									
Depreciation and amortization		14,664		13,999	8,255		42,766		21,409
Amortization of marketable securities premiums, net of accretion of purchase discounts		(612)		1,248	58		2,091		58
Provision for doubtful accounts		(79)		(16)	179		52		450
Asset impairment		_		1,200	_		1,200		_
Loss on partial settlement of convertibles notes		_		_	_		_		56,382
Deemed repayment of convertible notes attributable to accreted debt discount		_		_	_		_		(15,585)
Non-cash interest expense		2,065		2,046	12,430		6,090		31,893
Change in fair value of debt securities		(519)		(987)	(784)		(390)		(3,153)
Stock-based compensation		52,296		53,064	46,954		153,157		77,110
Deferred income taxes		115		12,452	1,337		15,732		(28,790)
Changes in operating assets and liabilities:									
Accounts receivable		(46,226)		51,770	5,462		(18,680)		(93,069)
Inventory		(16,185)		(33,830)	(27,648)		(72,051)		(23,640)
Prepaid expenses and other assets		526		(18,310)	(3,568)		(20,826)		(18,762)
Accounts payable, accrued and other liabilities		32,060		12,033	24,897		42,288		71,787
Warranty obligations		9,329		12,972	7,574		32,207		21,599
Deferred revenues		25,764	_	16,033	 16,399		63,858		64,308
Net cash provided by operating activities		188,010		200,650	113,354		491,103	_	254,855
Cash flows from investing activities:									
Purchases of property and equipment		(8,948)		(8,691)	(12,682)		(30,014)		(39,050)
Purchases of marketable securities		(512,176)		(60,061)	(545,490)		(572,237)		(545,490)
Maturities of marketable securities		184,123		116,298	35,000		377,156		35,000
Investments in private companies		(1,000)		_	(13,000)		(1,000)		(58,000)
Business acquisitions, net of cash acquired		_		(3,055)	_		(27,680)		(55,239)
Purchase of intangible asset			_		 (250)				(250)
Net cash provided by (used in) investing activities		(338,001)		44,491	(536,422)		(253,775)		(663,029)
Cash flows from financing activities:									
Issuance of convertible notes, net of issuance costs		_		_	_		_		1,188,439
Purchase of convertible note hedges		_			_		_		(286,235)
Sale of warrants		_			_		_		220,800
Principal payments and financing fees on debt		_		_	_		_		(1,422)
Partial repurchase of convertible notes		_		_	_		_		(289,312)

		Three Months Ended		Nine Mon	ths Ended		
	September 30, 2022	June 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021		
Repurchase of common stock	_	_	_	_	(200,000)		
Proceeds from exercise of equity awards and employee stock purchase plan	693	4,183	42	5,280	3,684		
Payment of withholding taxes related to net share settlement of equity awards	(4,589)	(5,463)	(3,313)	(19,396)	(20,311)		
Net cash provided by (used in) financing activities	(3,896)	(1,280)	(3,271)	(14,116)	615,643		
Effect of exchange rate changes on cash and cash equivalents	(4,003)	(238)	(376)	(4,945)	(1,302)		
Net increase (decrease) in cash and cash equivalents	(157,890)	243,623	(426,715)	218,267	206,167		
Cash and cash equivalents—Beginning of period	495,473	251,850	1,312,261	119,316	679,379		
Cash and cash equivalents —End of period	\$ 337,583	\$ 495,473	\$ 885,546	\$ 337,583	\$ 885,546		

ENPHASE ENERGY, INC. RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(In thousands, except per share data and percentages) (Unaudited)

	(Unautheu) Three Months Ended						Nine Months Ended				
	Se	ptember 30,	nre	June 30,		eptember 30,	Se	eptember 30,	September 30,		
Gross profit (GAAP)	\$	2022 267,916	\$	2022 219,005	\$	2021 140,358	\$	2022 663,894	\$	2021 391,108	
Stock-based compensation	Ф	3,188	Ф	3,131	Ф	2,915	Ф	8,826	Ф	4,957	
Acquisition related amortization		1,445		1,445		2,713		4,189		 ,,,,,,	
Gross profit (Non-GAAP)	\$	272,549	\$	223,581	\$	143,273	\$	676,909	\$	396,065	
Gross profit (Non-GAAL)	Ψ	212,347	Ψ	223,381	Ψ	173,273	Ψ	070,707	Ψ	370,003	
Gross margin (GAAP)		42.2 %		41.3 %		39.9 %		41.3 %		40.3 %	
Stock-based compensation		0.5 %		0.6 %		0.9 %		0.5 %		0.6 %	
Acquisition related amortization		0.2 %		0.3 %		<u> </u>		0.3 %		<u> </u>	
Gross margin (Non-GAAP)	_	42.9 %	_	42.2 %	_	40.8 %	_	42.1 %	_	40.9 %	
Operating expenses (GAAP)	\$	132,475	\$	124,969	\$	103,007	\$	372,593	\$	232,971	
Stock-based compensation (1)		(49,108)		(49,933)		(44,039)		(144,331)		(72,153)	
Acquisition related expenses and amortization		(4,186)		(3,867)		(1,627)		(11,662)		(8,082)	
Restructuring and asset impairment charges		(594)						(594)			
Operating expenses (Non-GAAP)	\$	78,587	\$	71,169	\$	57,341	\$	216,006	\$	152,736	
(1) Includes stock-based compensation as follows:											
Research and development	\$	17,400	\$	16,266	\$	10,999	\$	47,395	\$	22,215	
Sales and marketing		20,069		22,176		15,472		55,302		24,344	
General and administrative		11,639		11,491		17,568		41,634		25,594	
Total	\$	49,108	\$	49,933	\$	44,039	\$	144,331	\$	72,153	
Income from operations (GAAP)	\$	135,441	\$	94,036	\$	37,351	\$	291,301	\$	158,137	
Stock-based compensation		52,296		53,064		46,954		153,157		77,110	
Acquisition related expenses and amortization		5,631		5,312		1,627		15,851		8,082	
Restructuring and asset impairment charges		594						594			
Income from operations (Non-GAAP)	\$	193,962	\$	152,412	\$	85,932	\$	460,903	\$	243,329	
Net income (GAAP)	\$	114,812	\$	76,976	\$	21,809	\$	243,609	\$	92,858	
Stock-based compensation		52,296		53,064		46,954		153,157		77,110	
Acquisition related expenses and amortization		5,631		5,312		1,627		15,851		8,082	
Restructuring and asset impairment charges		594		_		_		594		_	
Non-cash interest expense		2,065		2,048		12,430		6,092		31,893	
Loss on partial settlement of convertible notes		_		_		_		_		56,382	
Non-GAAP income tax adjustment		115		12,452		1,337		15,732		(28,790)	
Net income (Non-GAAP)	\$	175,513	\$	149,852	\$	84,157	\$	435,035	\$	237,535	
Net income per share, basic (GAAP)	\$	0.85	\$	0.57	\$	0.16	\$	1.80	\$	0.69	
Stock-based compensation		0.39		0.39		0.35		1.13		0.58	
Acquisition related expenses and amortization		0.04		0.04		0.01		0.12		0.06	

	Three Months Ended Nine Months E					Ended				
	Se	ptember 30, 2022		June 30, 2022	Se	ptember 30, 2021	Se	ptember 30, 2022	Se	ptember 30, 2021
Restructuring and asset impairment charges		_		_		_		_		_
Non-cash interest expense		0.01		0.02		0.09		0.05		0.24
Loss on partial settlement of convertible notes		_		_		_		_		0.42
Non-GAAP income tax adjustment				0.09		0.01		0.12		(0.21)
Net income per share, basic (Non-GAAP)	\$	1.29	\$	1.11	\$	0.62	\$	3.22	\$	1.78
Shares used in basic per share calculation GAAP and Non-GAAP		135,633		135,196		134,721		135,056		133,719
Net income per share, diluted (GAAP)	\$	0.80	\$	0.54	\$	0.15	\$	1.70	\$	0.65
Stock-based compensation		0.37		0.38		0.34		1.11		0.55
Acquisition related expenses and amortization		0.05		0.04		0.01		0.12		0.06
Restructuring and asset impairment charges		0.01		_		_		0.01		_
Non-cash interest expense		0.02		0.02		0.09		0.05		0.23
Loss on partial settlement of convertible notes		_		_		_		_		0.40
Non-GAAP income tax adjustment				0.09		0.01		0.12		(0.21)
Net income per share, diluted (Non-GAAP) (2)	\$	1.25	\$	1.07	\$	0.60	\$	3.11	\$	1.68
Shares used in diluted per share calculation GAAP		145,962		143,725		141,220		144,058		143,091
Shares used in diluted per share calculation Non-GAAP (3)		140,634		139,650		140,516		139,983		141,101
Net cash provided by operating activities (GAAP)	\$	188,010	\$	200,650	\$	113,354	\$	491,103	\$	254,855
Purchases of property and equipment		(8,948)		(8,691)		(12,682)		(30,014)		(39,050)
Deemed repayment of convertible notes due 2024 and notes due 2025 attributable to accreted debt discount		_		_		_		_		15,585
Free cash flow (Non-GAAP)	\$	179,062	\$	191,959	\$	100,672	\$	461,089	\$	231,390
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- (2) Calculation of non-GAAP diluted net income per share for the three months ended September 30, 2022, June 30, 2022 and September 30, 2021, excludes convertible notes due 2023 interest expense, net of tax of less than \$0.1 million in each period from non-GAAP net income. Calculation of non-GAAP diluted net income per share for the nine months ended September 30, 2022 and 2021 excludes convertible notes due 2023 interest expense, net of tax of approximately \$0.1 million in each period from non-GAAP net income.
- (3) Effect of dilutive in-the-money portion of convertible senior notes and warrants are included in the GAAP weighted-average diluted shares in periods where we have GAAP net income. We excluded the in-the-money portion of convertible notes due 2024 totaling 46 thousand shares and 1,014 thousand shares in the three months and nine months ended September 30, 2021 from non-GAAP weighted-average diluted shares as we entered into convertible note hedge transactions that reduce potential dilution to our common stock upon any conversion of the notes due 2024. We excluded the in-the-money portion of convertible notes due 2025 totaling 1,253 thousand shares and 658 thousand shares in the three months ended September 30, 2022 and 2021, respectively, and 976 thousand shares in the nine months ended September 30, 2021 from non-GAAP weighted-average diluted shares. We excluded in-the-money portion of convertible notes due 2026 and notes due 2028 totaling 2,057 thousand shares and 2,018 thousand shares, respectively, each in the three months and nine months ended September 30, 2022 from non-GAAP weighted-average diluted shares as we entered into convertible note hedge transactions that reduce potential dilution to our common stock upon any conversion of the notes due 2026 and notes due 2028.