

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2024
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: 001-39590

fuboTV Inc.

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or Other Jurisdiction of
Incorporation or Organization)

26-4330545

(I.R.S. Employer
Identification No.)

1290 Avenue of the Americas, New York, NY

(Address of Principal Executive Offices)

10104

(Zip Code)

(212) 672-0055

(Registrant's Telephone Number, Including Area Code)

None

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	FUBO	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 30, 2024, there were 299,879,680 shares of the registrant's common stock, par value \$0.0001 per share, outstanding.

fuboTV Inc.
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BASIS OF PRESENTATION

As used in this Quarterly Report on Form 10-Q (“Quarterly Report”), unless expressly indicated or the context otherwise requires, references to “fuboTV Inc.,” “Fubo,” “we,” “us,” “our,” “the Company,” and similar references refer to fuboTV Inc., a Florida corporation and its consolidated subsidiaries.

FORWARD-LOOKING STATEMENTS

This Quarterly Report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements, which are subject to a number of risks, uncertainties, and assumptions, generally relate to future events or our future financial or operating performance. In some cases, you can identify these statements by forward-looking words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “design,” “intend,” “expect,” “could,” “plan,” “potential,” “predict,” “seek,” “should,” “would,” “target,” “project,” “contemplate,” or the negative version of these words and other comparable terminology that concern our expectations, strategy, plans, intentions, or projections. Forward-looking statements contained in this Quarterly Report include, but are not limited to, statements regarding our future results of operations and financial position, anticipated cash requirements, industry and business trends, stock-based compensation, revenue recognition, business strategy, plans and market growth, legal proceedings, including the potential impact of the launch of the Network JV (as defined herein), and our objectives for future operations, including related to investment in our technologies and data capabilities, subscriber acquisition strategies, impacts of the dissolution of our gaming business, and our international operations.

We have based the forward-looking statements contained in this Quarterly Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, prospects, business strategy and financial needs. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including those described in Part II, Item 1A, “Risk Factors” of this Quarterly Report. These risks are not exhaustive. Other sections of this Quarterly Report include additional factors that could adversely impact our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our 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 we may make. In light of these risks, uncertainties, and assumptions, the forward-looking events and circumstances discussed in this Quarterly Report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements and you should not place undue reliance on our forward-looking statements.

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

The forward-looking statements made in this Quarterly Report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report to reflect events or circumstances after the date of this Quarterly Report or to reflect new information or the occurrence of unanticipated events, except as required by law. You should read this Quarterly Report in conjunction with the audited consolidated financial statements and the related notes thereto as of and for the year ended December 31, 2023 included in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission (“SEC”) on March 4, 2024 (the “Annual Report”).

RISK FACTORS SUMMARY

Our business is subject to numerous risks and uncertainties, including those described in Part II, Item 1A. “Risk Factors” in this Quarterly Report. Material risks that may affect our business, operating results and financial condition include, but are not limited to, the following:

- We have incurred operating losses in the past, expect to incur operating losses in the future and may never achieve or maintain profitability.
- We may require additional capital to meet our financial obligations and support planned business growth, and this capital might not be available on acceptable terms or at all.
- Our revenue is subject to seasonality, and if subscriber behavior during certain seasons falls below our expectations, our business may be harmed.
- Our operating results may fluctuate, which makes our results difficult to predict.
- If we fail to effectively manage our growth, our business, operating results, and financial condition may suffer.
- The long-term nature of certain of our content commitments may limit our operating flexibility and could adversely affect our liquidity and results of operations.
- Our results may be adversely affected if long-term content contracts are not renewed on sufficiently favorable terms.
- If our efforts to attract and retain subscribers are not successful, our business will be adversely affected.
- Our agreements with certain distribution partners may contain parity obligations which limit our ability to pursue unique partnerships.
- If content providers refuse to license streaming content or other rights upon terms acceptable to us, our business could be adversely affected.
- Our content providers impose a number of restrictions on how we distribute and market our products and services, which can adversely affect our business.
- We rely upon Google Cloud Platform and Amazon Web Services to operate certain aspects of our service, and any disruption of or interference with our use of Google Cloud Platform and/or Amazon Web Services would impact our operations and our business would be adversely impacted.
- Our key metrics and other estimates are subject to inherent challenges in measurement, and real or perceived inaccuracies in those metrics may seriously harm and negatively affect our reputation and our business.
- Preparing and forecasting our financial results requires us to make judgments and estimates which may differ materially from actual results, and if our operating and financial performance does not meet the guidance that we provide to the public, the market price of our common stock may decline.
- TV streaming is highly competitive and many companies, including large technology and entertainment companies, TV brands, and service operators, are actively focusing on this industry. If we fail to differentiate ourselves and compete successfully with these companies, it will be difficult for us to attract or retain subscribers and our business will be harmed.
- If our antitrust lawsuit to prevent the launch of the Network JV is unsuccessful, the launch of the Network JV as envisioned would likely materially and adversely affect us, including by threatening the solvency of our business.

- If the technology we use in operating our business fails, is unavailable, or does not operate to expectations, our business and results of operation could be adversely impacted.
- If government regulations relating to the Internet or other areas of our business change, we may need to alter the manner in which we conduct our business and we may incur greater operating expenses.
- We are subject to taxation-related risks in multiple jurisdictions.
- We could be subject to claims or have liability based on defects with respect to certain historical corporate transactions that were not properly authorized or documented.
- Legal proceedings could cause us to incur unforeseen expenses and could occupy a significant amount of our management's time and attention.
- We may be unable to successfully expand our international operations and our international expansion plans, if implemented, will subject us to a variety of economic, political, regulatory and other risks.
- We are subject to a number of legal requirements and other obligations regarding privacy, security, consumer protection and data protection, and any actual or perceived failure to comply with these requirements or obligations could have an adverse effect on our reputation, business, financial condition and operating results.
- Any significant interruptions, delays or discontinuations in service or disruptions in or unauthorized access to our information technology systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyber-attacks, could result in a loss or degradation of service, unauthorized disclosure of data, including subscriber and corporate information, or theft of intellectual property, including digital content assets, which could adversely impact our business.
- The impact of worldwide economic conditions may adversely affect our business, operating results, and financial condition.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

fuboTV Inc. Condensed Consolidated Balance Sheets (in thousands, except for share and per share information)

	March 31, 2024 (Unaudited)	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 168,854	\$ 245,278
Accounts receivable, net	73,611	80,299
Prepaid sports rights	44,489	39,911
Prepaid and other current assets	20,836	20,804
Assets of discontinued operations	461	462
Total current assets	308,251	386,754
Non-current assets		
Property and equipment, net	4,549	4,835
Restricted cash	6,140	6,142
Intangible assets, net	153,046	158,448
Goodwill	619,911	622,818
Right-of-use assets	34,831	35,825
Other non-current assets	16,913	17,818
Total assets	\$ 1,143,641	\$ 1,232,640
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 52,588	\$ 74,311
Accrued expenses and other current liabilities	314,229	320,041
Notes payable	6,491	6,323
Deferred revenue	89,771	90,203
Long-term borrowings - current portion	1,469	1,612
Current portion of lease liabilities	5,341	5,247
Liabilities of discontinued operations	19,629	19,608
Total current liabilities	489,518	517,345
Non-current liabilities		
Convertible notes, net	379,722	391,748
Lease liabilities	36,665	38,087
Other long-term liabilities	1,635	1,635
Total liabilities	907,540	948,815
COMMITMENTS AND CONTINGENCIES (Note 13)		
Shareholders' equity:		
Common stock par value \$0.0001: 800,000,000 shares authorized; 299,724,400 and 299,215,160 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively	30	30
Additional paid-in capital	2,148,745	2,136,870
Accumulated deficit	(1,901,552)	(1,845,542)
Non-controlling interest	(12,325)	(11,751)
Accumulated other comprehensive income	1,203	4,218
Total shareholders' equity	\$ 236,101	\$ 283,825
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 1,143,641	\$ 1,232,640

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

fuboTV Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)
(in thousands, except share and per share amounts)

	For the Three Months Ended March 31,	
	2024	2023
Revenues		
Subscription	\$ 373,714	\$ 300,875
Advertising	27,469	22,721
Other	1,164	778
Total revenues	402,347	324,374
Operating expenses		
Subscriber related expenses	360,170	301,378
Broadcasting and transmission	14,500	19,764
Sales and marketing	43,180	42,946
Technology and development	20,040	18,227
General and administrative	18,509	14,677
Depreciation and amortization	9,261	8,842
Total operating expenses	465,660	405,834
Operating loss	(63,313)	(81,460)
Other income (expense)		
Interest expense	(5,256)	(3,373)
Interest income	2,527	2,118
Amortization of debt premium (discount), net	253	(623)
Gain on extinguishment of debt	9,637	—
Other expense	(64)	(144)
Total other income (expense)	7,097	(2,022)
Loss from continuing operations before income taxes	(56,216)	(83,482)
Income tax (provision) benefit	(113)	114
Net loss from continuing operations	(56,329)	(83,368)
Discontinued operations		
Net loss from discontinued operations before income taxes	(255)	(256)
Income tax benefit	—	—
Net loss from discontinued operations	(255)	(256)
Net loss	(56,584)	(83,624)
Less: Net loss attributable to non-controlling interest	574	11
Net loss attributable to common shareholders	\$ (56,010)	\$ (83,613)
Other comprehensive loss		
Foreign currency translation adjustment	(3,015)	(2,756)
Comprehensive loss attributable to common shareholders	\$ (59,025)	\$ (86,369)

	For the Three Months Ended March 31,	
	2024	2023
Net loss per share attributable to common shareholders		
Basic and diluted loss per share from continuing operations	\$ (0.19)	\$ (0.37)
Basic and diluted loss per share from discontinued operations	\$ —	\$ —
Basic and diluted loss per share	\$ (0.19)	\$ (0.37)
Weighted average shares outstanding:		
Basic and diluted	299,363,298	225,461,595

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

fuboTV Inc.
Condensed Consolidated Statements of Changes in Shareholders' Equity
Three Months Ended March 31, 2024 and 2023
(Unaudited)
(in thousands, except share and per share amounts)

	Common Stock		Additional	Accumulated	Non-	Accumulated	Total
	Shares	Amount	Paid-In	Deficit	controlling	Other	Shareholders'
			Capital		Interest	Comprehensive	Equity
						Income (Loss)	
Balance at December 31, 2023	299,215,160	30	2,136,870	(1,845,542)	(11,751)	4,218	\$ 283,825
Exercise of stock options	2,042	—	2	—	—	—	2
Delivery of common stock underlying restricted stock units	507,198	—	—	—	—	—	—
Stock-based compensation	—	—	11,873	—	—	—	11,873
Foreign currency translation adjustment	—	—	—	—	—	(3,015)	(3,015)
Net loss attributable to non-controlling interest	—	—	—	—	(574)	—	(574)
Net loss attributable to common shareholders	—	—	—	(56,010)	—	—	(56,010)
Balance at March 31, 2024 (Unaudited)	299,724,400	30	2,148,745	(1,901,552)	(12,325)	1,203	236,101

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

fuboTV Inc.
Condensed Consolidated Statements of Changes in Shareholders' Equity
Three Months Ended March 31, 2024 and 2023
(Unaudited)
(in thousands, except share and per share amounts)

	Common Stock		Additional	Accumulated	Non-	Accumulated	Total
	Shares	Amount	Paid-In	Deficit	controlling	Other	Shareholders'
			Capital		Interest	Comprehensive	Equity
						Income (Loss)	
Balance at December 31, 2022	209,684,548	\$ 21	\$ 1,972,006	\$ (1,558,088)	\$ (11,662)	\$ (595)	\$ 401,682
Issuance of common stock, net of offering costs	71,444,729	7	106,050	—	—	—	106,057
Exercise of stock options	28,663	—	46	—	—	—	46
Cancellation of escrow shares in connection with Edison acquisition	(12,595)	—	(344)	—	—	—	(344)
Delivery of common stock underlying restricted stock units	454,462	—	—	—	—	—	—
Stock-based compensation	—	—	11,738	—	—	—	11,738
Molotov non-controlling interest	—	—	(864)	—	374	(9)	(499)
Foreign currency translation adjustment	—	—	—	—	—	2,756	2,756
Net loss attributable to non-controlling interest	—	—	—	—	(11)	—	(11)
Net loss attributable to common shareholders	—	—	—	(83,613)	—	—	(83,613)
Balance at March 31, 2023 (Unaudited)	281,599,807	28	2,088,632	(1,641,701)	(11,299)	2,152	437,812

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

fuboTV Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands, except share and per share amounts)

	For the Three Months Ended March 31,	
	2024	2023
Cash flows from operating activities		
Net loss	\$ (56,584)	\$ (83,624)
Less: Net loss from discontinued operations, net of tax	(255)	(256)
Net loss from continuing operations	(56,329)	(83,368)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	9,261	8,842
Stock-based compensation	12,977	13,688
Amortization of debt (premium) discount, net	(253)	623
Gain on extinguishment of debt	(9,637)	—
Deferred income tax provision (benefit)	113	(114)
Amortization of right-of-use assets	994	667
Other adjustments	168	163
Changes in operating assets and liabilities of business:		
Accounts receivable, net	6,615	2,739
Prepaid expenses and other assets	419	1,877
Prepaid sports rights	(4,399)	(6,731)
Accounts payable	(22,102)	(4,974)
Accrued expenses and other liabilities	(3,227)	(11,569)
Deferred revenue	(381)	1,048
Lease liabilities	(1,265)	70
Net cash used in operating activities - continuing operations	(67,046)	(77,039)
Net cash used in operating activities - discontinued operations	(233)	(1,150)
Net cash used in operating activities	(67,279)	(78,189)
Cash flows from investing activities		
Purchases of property and equipment	(108)	(102)
Capitalization of internal use software	(3,609)	(3,816)
Purchase of intangible assets	(540)	—
Net cash used in investing activities - continuing operations	(4,257)	(3,918)
Net cash used in investing activities - discontinued operations	—	—
Net cash used in investing activities	(4,257)	(3,918)

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

fuboTV Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands, except share and per share amounts)

	For the Three Months Ended March 31,	
	2024	2023
Cash flows from financing activities		
Proceeds from the issuance of common stock, net of offering costs	(15)	106,130
Redemption of non-controlling interest	—	(2,147)
Vested restricted stock units settled for cash	(181)	(125)
Payments for financing costs	(4,589)	—
Proceeds from exercise of stock options	2	46
Repayments of notes payable and long-term borrowings	(107)	(217)
Net cash (used in) provided by financing activities - continuing operations	(4,890)	103,687
Net cash (used in) provided by financing activities - discontinued operations	—	—

Net cash (used in) provided by financing activities	(4,890)	103,687
Net (decrease) increase in cash, cash equivalents and restricted cash	(76,426)	21,580
Cash, cash equivalents and restricted cash at beginning of period	251,420	343,226
Cash, cash equivalents and restricted cash at end of period	\$ 174,994	\$ 364,806
Supplemental disclosure of cash flows information:		
Interest paid	\$ 4,745	\$ 6,550
Income taxes paid	\$ 27	\$ 6
Non-cash financing and investing activities:		
Accrued expenses - Issuance of common stock	\$ —	\$ 91
Accounts payable - financing costs	\$ 93	\$ —

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

fuboTV Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Note 1 - Organization and Nature of Business

Incorporation

fuboTV Inc. (“Fubo” or the “Company”) was incorporated under the laws of the State of Florida in February 2009 under the name York Entertainment, Inc. The Company changed its name to FaceBank Group, Inc. on September 30, 2019. On August 10, 2020, the Company changed its name to fuboTV Inc. and as of May 1, 2020, the Company’s trading symbol was changed from “FBNK” to “FUBO.” The Company’s common stock was approved for listing on the New York Stock Exchange (“NYSE”) in connection with a public offering in October 2020 and commenced trading on the NYSE on October 8, 2020.

Unless the context otherwise requires, “Fubo,” “we,” “us,” “our,” and the “Company” refers to the Company and its subsidiaries on a consolidated basis.

Nature of Business

The Company is principally focused on offering consumers a leading live TV streaming platform for sports, news, and entertainment through its streaming platform. The Company’s revenues are almost entirely derived from the sale of subscription services and the sale of advertisements in the United States, though the Company has expanded into several international markets, with operations in Canada, Spain and France.

The Company’s subscription-based streaming services are offered to consumers who can sign-up for accounts through which the Company provides basic plans with the flexibility for consumers to purchase incremental features that include additional content or enhanced functionality (“Attachments”) best suited for them. Besides the website, consumers can also sign-up via some TV-connected devices. The Fubo platform provides a broad suite of unique features and personalization tools such as multi-channel viewing capabilities, favorites lists and a dynamic recommendation engine, as well as 4K streaming and Cloud DVR offerings.

Note 2 - Liquidity, Going Concern and Management Plans

The accompanying unaudited condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

The Company had cash and cash equivalents and restricted cash of \$175.0 million (excluding discontinued operations), a working capital deficit (excluding discontinued operations) of \$162.1 million and an accumulated deficit of \$1,901.6 million as of March 31, 2024. The Company incurred a net loss from continuing operations of \$56.3 million for the three months ended March 31, 2024. Since inception, the Company’s operations have been financed primarily through the sale of equity and debt securities. The Company has incurred losses from operations and negative cash flows from operating activities since inception and expects to incur substantial losses.

The Company believes that its current cash and cash equivalents provide it with the necessary liquidity to continue as a going concern for at least one year from the date of issuance of these financial statements.

In addition to the foregoing, the Company cannot predict the potential impact on its development timelines, revenue levels and its liquidity due to macroeconomic factors, including inflationary cost pressures and potential recession indicators, which depend on factors beyond the Company’s knowledge or control. Based upon the Company’s current assessment, it does not expect the impact of macroeconomic factors to materially impact the Company’s operations. However, the Company is continuing to assess the impact that the macroeconomic factors may have on its operations, financial condition and liquidity.

fuboTV Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Note 3 - Summary of Significant Accounting Policies

Principles of Consolidation and Basis of Presentation

The Company's consolidated financial statements include the accounts of the Company and the accounts of the Company's wholly-owned subsidiaries, its non-wholly owned subsidiaries where the Company has a controlling interest and variable interest entities ("VIE") formed in connection with the Company's collaboration with Maximum Effort on the launch and distribution of the Maximum Effort Channel, and production and development of original programming (the "MEC Entities"). Generally accepted accounting principles require that if an entity is the primary beneficiary of a VIE, the entity should consolidate the assets, liabilities and results of operations of the VIE in its consolidated financial statements. The primary beneficiary is the party that has both of the following: (i) the power to direct the activities that most significantly impact the economic performance of the VIE, and (ii) the obligation to absorb the losses or rights to receive the benefits of the entity that could potentially be significant to the VIE. The Company considers itself to be the primary beneficiary of the MEC Entities and accordingly, has consolidated these entities since their formation in 2023, with the equity interests of the unaffiliated investors presented as non-controlling interests in the accompanying condensed consolidated financial statements. All intercompany balances and transactions have been eliminated in consolidation.

At March 31, 2024, \$13.4 million of the VIE's assets and \$2.4 million of its liabilities are reflected in the Company's consolidated balance sheet.

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP" or "U.S. GAAP") for interim financial information and pursuant to the instructions to Form 10-Q. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments considered necessary for a fair presentation of such interim results. Unless otherwise indicated, amounts provided in these notes pertain to continuing operations only (see Note 4 for information on discontinued operations).

The results for the unaudited condensed consolidated statement of operations and comprehensive loss are not necessarily indicative of results to be expected for the year ending December 31, 2024 or for any future interim period. The condensed consolidated balance sheet as of December 31, 2023 has been derived from the audited financial statements; however, it does not include all of the information and notes required by U.S. GAAP for complete financial statements. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2023 and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission ("SEC") on March 4, 2024.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience and on various other assumptions it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates. Those estimates and assumptions include allocating the fair value of purchase consideration to assets acquired and liabilities assumed in business acquisitions, useful lives of property and equipment and intangible assets, recoverability of goodwill and intangible assets, accruals for contingent liabilities, equity instruments issued in share-based payment arrangements, and accounting for income taxes, including the valuation allowance on deferred tax assets.

fuboTV Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Cash, Cash Equivalents and Restricted Cash

The Company considers all highly liquid investments with remaining maturities at the date of purchase of three months or less to be cash equivalents, including balances held in the Company's money market accounts. Restricted cash primarily represents cash on deposit with financial institutions in support of a letter of credit outstanding in favor of the Company's landlord for office space. The restricted cash balance has been excluded from the cash balance and is classified as restricted cash on the condensed consolidated balance sheets.

The following table provides a reconciliation of cash, cash equivalents and restricted cash within the condensed consolidated balance sheets that sum to the total of the same on the condensed consolidated statement of cash flows (in thousands):

	March 31, 2024	December 31, 2023
Cash and cash equivalents	\$ 168,854	\$ 245,278
Restricted cash	6,140	6,142
Total cash, cash equivalents and restricted cash	<u>\$ 174,994</u>	<u>\$ 251,420</u>

Certain Risks and Concentrations

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of demand deposits and accounts receivable. The Company maintains cash deposits with financial institutions that at times exceed applicable insurance limits.

The majority of the Company's software and computer systems utilize data processing, storage capabilities and other services provided by Google Cloud Platform and Amazon Web Services, which cannot be easily switched to another cloud service provider. As such, any disruption of the Company's interference with Google Cloud Platform and Amazon Web Services could adversely impact the Company's operations and business.

Segment and Reporting Unit Information

Operating segments are defined as components of an entity for which discrete financial information is available that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's Chief Executive Officer is determined to be the CODM. The CODM reviews financial information and makes resource allocation decisions at the consolidated group level. The Company has one operating segment as of March 31, 2024, the streaming business.

Significant Accounting Policies

For a detailed discussion of the Company's significant accounting policies, see Note 3 to the consolidated financial statements for the year ended December 31, 2023, included in the Company's Annual Report.

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Net Loss Per Share

Basic net loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the period.

The following table presents the calculation of basic and diluted net loss per share (in thousands, except shares and per share data):

	Three Months Ended March 31,	
	2024	2023
Basic loss per share:		
Net loss from continuing operations	\$ (56,329)	\$ (83,368)
Less: net loss attributable to non-controlling interest	574	11
Net loss from continuing operations available to common shareholders	(55,755)	(83,357)
Net income (loss) from discontinued operations, net of tax	(255)	(256)
Net loss attributable to common shareholders	\$ (56,010)	\$ (83,613)
Shares used in computation:		
Weighted-average common shares outstanding	299,363,298	225,461,595
Basic and diluted loss per share from continuing operations	\$ (0.19)	\$ (0.37)
Basic and diluted loss per share from discontinued operations	\$ —	\$ —
Basic and diluted loss per share	\$ (0.19)	\$ (0.37)

The following common share equivalents are excluded from the calculation of weighted average common shares outstanding because their inclusion would have been anti-dilutive:

	March 31,	
	2024	2023
Warrants to purchase common stock	166,670	166,670
Stock options	18,932,300	15,463,698
Unvested restricted stock units	21,971,649	13,704,304
Convertible notes variable settlement feature	49,583,637	6,966,078
Total	90,654,256	36,300,750

Recently Issued Accounting Standards

The Company continually assesses any new accounting pronouncements to determine their applicability. When it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequences of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financial statements properly reflect the change.

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In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The ASU requires disclosures to include significant segment expenses that are regularly provided to the chief operating decision maker, among other provisions. The ASU is effective for fiscal year periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and the ASU requires retrospective application to all prior periods presented in the financial statements. The Company is currently evaluating the standard to determine the impact of adoption to its consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvement to Income Tax Disclosures to enhance the transparency and decision usefulness of income tax disclosures. The ASU primarily enhances and expands both the income tax rate reconciliation disclosure and the income taxes paid disclosure. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. A public entity should apply the amendments in ASU 2023-09 prospectively to all annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of this standard on our consolidated financial statements and related disclosures.

Note 4 – Discontinued Operations

Dissolution of Fubo Gaming

On October 17, 2022, the Company dissolved its wholly owned subsidiary Fubo Gaming Inc. ("Fubo Gaming"). In connection with the dissolution of Fubo Gaming, the Company concurrently ceased operation of Fubo Sportsbook.

Net loss from Fubo Gaming's discontinued operations consists of the following for the three months ended March 31, 2024 and 2023:

	Three Months Ended March 31,	
	2024	2023
Revenues		
Wagering	\$ —	\$ —
Total revenues	—	—
Operating expenses		
Sales and marketing	—	(59)
Technology and development	—	17
General and administrative	255	265
Impairment of goodwill, intangible assets, and other long-lived assets, net	—	33
Total operating expenses	255	256
Operating loss	(255)	(256)
Loss from discontinued operations before income taxes	(255)	(256)
Income tax benefit	—	—
Loss from discontinued operations	(255)	(256)

As of March 31, 2024 and December 31, 2023, the balance sheet of discontinued operations consisted primarily of accounts payable, accrued expenses and other current liabilities of \$19.6 million and \$19.6 million, respectively, primarily related to contract termination costs.

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Note 5 - Revenue from Contracts with Customers

Disaggregated revenue

The following tables summarize subscription revenue and advertising revenue by region for the three months ended March 31, 2024 and 2023 (in thousands):

Subscription

	Three Months Ended March 31,	
	2024	2023
United States and Canada (North America)	\$ 365,571	\$ 293,257
Rest of world	8,143	7,618
Total subscription revenues	\$ 373,714	\$ 300,875

Advertising

	Three Months Ended March 31,	
	2024	2023
United States and Canada (North America)	\$ 27,225	\$ 22,515
Rest of world	244	206
Total advertising revenues	\$ 27,469	\$ 22,721

Contract balances

For the three months ended March 31, 2024 and 2023, the Company did not recognize material bad-debt expense and there were no material contract assets recorded on the accompanying condensed consolidated balance sheets as of March 31, 2024 and December 31, 2023.

The Company's contract liabilities primarily relate to upfront payments and consideration received from customers for subscription services. As of March 31, 2024, and December 31, 2023, the Company's contract liabilities totaled approximately \$89.8 million and \$90.2 million, respectively, and are recorded as deferred revenue on the accompanying condensed consolidated balance sheets.

Transaction price allocated to remaining performance obligations

The Company does not disclose the transaction price allocated to remaining performance obligations since subscription and advertising contracts have an original expected term of one year or less.

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Note 6 – Property and equipment, net

The table below summarizes the Company's property and equipment, net at March 31, 2024 and December 31, 2023 (in thousands):

	Useful Life (Years)	March 31, 2024	December 31, 2023
Furniture and fixtures	5	\$ 530	\$ 532
Computer equipment	3-5	4,008	3,949
Leasehold improvements	Term of lease	5,316	5,302
		9,854	9,783
Less: Accumulated depreciation		(5,305)	(4,948)
Total property and equipment, net		\$ 4,549	\$ 4,835

Depreciation expense totaled approximately \$0.4 million and \$0.4 million for the three months ended March 31, 2024 and 2023, respectively.

Note 7 – Intangible Assets and Goodwill

Intangible Assets

The tables below summarize the Company's intangible assets at March 31, 2024 and December 31, 2023 (in thousands):

	Useful Life (Years)	Weighted Average Remaining Life (Years)	March 31, 2024		
			Intangible Assets	Accumulated Amortization	Net Balance
Trade names	2 - 9	4.9	38,844	(17,624)	21,220
Capitalized internal use software	3	2.1	29,378	(8,040)	21,338
Software and technology	3 - 9	4.9	195,954	(85,466)	110,488
Total			\$ 264,176	\$ (111,130)	\$ 153,046

	Useful Lives (Years)	Weighted Average Remaining Life (Years)	December 31, 2023		
			Intangible Assets	Accumulated Amortization	Net Balance
Customer relationships	2	0.0	\$ 32,729	\$ (32,729)	\$ —
Trade names	2 - 9	5.2	38,859	(16,578)	22,281
Capitalized internal use software	3	2.3	25,770	(5,893)	19,877
Software and technology	3 - 9	5.1	196,136	(79,846)	116,290
Total			\$ 293,494	\$ (135,046)	\$ 158,448

The intangible assets are being amortized over their respective original useful lives, which range from two to nine years. The Company recorded amortization expense related to the above intangible assets of approximately \$8.9 million and \$8.4 million for the three months ended March 31, 2024 and 2023, respectively.

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The estimated future amortization expense associated with intangible assets, net is as follows (in thousands):

Year ended December 31,	Future Amortization
2024	\$ 27,501
2025	34,876
2026	32,492
2027	26,993
2028	25,075
Thereafter	6,109
Total	\$ 153,046

Goodwill

The following table is a summary of the changes to goodwill for the three months ended March 31, 2024 (in thousands):

Balance - December 31, 2023	\$ 622,818
Foreign currency translation adjustment	(2,907)
Balance - March 31, 2024	\$ 619,911

Since December 31, 2023, the Company experienced sustained decreases in its stock price and market capitalization. As a result, the Company conducted an impairment test of its goodwill and long-lived assets as of March 31, 2024. The Company estimated the fair value by weighting results from a market approach and an income approach. Significant assumptions inherent in the valuation methodologies included, but are not limited to, prospective financial information (including revenue growth and subscriber related expenses), a long-term growth rate, discount rate, and comparable multiples from publicly-traded companies in the same industry. The results of the impairment test showed that the fair value was in excess of its carrying value. Therefore, it was determined that goodwill is not impaired.

As of March 31, 2024, goodwill includes an accumulated impairment charge of \$148.1 million.

Note 8 – Accounts Payable, Accrued Expenses, and Other Liabilities

Accounts payable, accrued expenses, and other liabilities are presented below (in thousands):

	March 31, 2024	December 31, 2023
Affiliate fees	\$ 261,647	\$ 266,089
Broadcasting and transmission	12,341	13,097
Selling and marketing	15,340	33,925
Accrued compensation	6,887	13,218
Legal and professional fees	5,178	3,672
Sales tax	45,163	42,590
Accrued interest	2,458	4,671
Subscriber related	1,500	1,624
Shares settled liability	6,054	5,131
Other	11,884	11,970
Total	\$ 368,452	\$ 395,987

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Note 9 – Income Taxes

	Three Months Ended March 31,	
	2024	2023
Income tax (provision) benefit	(113)	114
Effective tax rate	0.20 %	0.14 %

The Company's effective tax rates on continuing operations were lower than the U.S. statutory rate of 21% as no tax benefit was provided on current year operating losses primarily due to valuation allowances recorded against certain of the Company's deferred tax assets.

The Company regularly evaluates the realizability of its deferred tax assets and establishes a valuation allowance if it is more likely than not that some or all the deferred tax assets will not be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, loss carrybacks and tax-planning strategies. Generally, more weight is given to objectively verifiable evidence, such as the cumulative losses in recent years which is a significant piece of negative evidence to overcome. During the three months ended March 31, 2024, there have been no changes in the Company's valuation allowance assessment. The Company continues to maintain a full valuation allowance on all its U.S., French, and Spanish deferred tax assets as the Company concluded that such deferred tax assets are not realizable on a more-likely-than-not basis.

Note 10 – Notes Payable, Long-Term Borrowing, and Convertible Notes

Notes payable, long-term borrowing, and convertible notes as of March 31, 2024 and December 31, 2023 consist of the following (in thousands):

Note	Stated Interest Rate	Principal Balance	Capitalized Interest	Debt Premium (Discount)	March 31, 2024
2026 Convertible Notes	3.25%	\$ 191,665	\$ —	\$ (2,465)	\$ 189,200
2029 Convertible Notes	7.5%	177,506	—	13,016	\$ 190,522
Note payable	10.0%	2,700	3,752	—	6,452
Bpifrance	2.25%	1,469	—	—	1,469
Other	4.0%	30	9	—	39
		<u>\$ 373,370</u>	<u>\$ 3,761</u>	<u>\$ 10,551</u>	<u>\$ 387,682</u>

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Note	Stated Interest Rate	Principal Balance	Capitalized Interest	Debt Discount	December 31, 2023
2026 Convertible Notes	3.25%	\$ 397,500	\$ —	\$ (5,752)	\$ 391,748
Note payable	10.0%	2,700	3,585	—	\$ 6,285
Bpifrance	2.25%	1,612	—	—	\$ 1,612
Other	4.0%	30	8	—	38
		\$ 401,842	\$ 3,593	\$ (5,752)	\$ 399,683

2026 Convertible Notes

On February 2, 2021, the Company issued \$402.5 million of convertible notes (“2026 Convertible Notes”). The 2026 Convertible Notes bear interest from February 2, 2021, at a rate of 3.25% per annum, payable semi-annually in arrears on February 15 and August 15 of each year, beginning on August 15, 2021. The 2026 Convertible Notes will mature on February 15, 2026, unless earlier converted, redeemed, or repurchased. The net proceeds from this offering were approximately \$389.4 million, after deducting a discount and offering expenses of approximately \$13.1 million. As of March 31, 2024, following the Exchange (defined below), there is \$191.7 million aggregate principal amount of 2026 Convertible Notes outstanding.

The Company accounts for the 2026 Convertible Notes under ASU 2020-06 as single liability measured at amortized cost. The Company did not elect the fair value option. The Company will apply the if-converted methodology in computing diluted earnings per share if and when profitability is achieved.

The initial equivalent conversion price of the 2026 Convertible Notes was \$57.78 per share of the Company’s common stock. Holders may convert their 2026 Convertible Notes on or after November 15, 2025, until the close of business on the second business day preceding the maturity date or prior to November 15, 2025 under certain circumstances including:

- (i) during any calendar quarter (and only during such calendar quarter) commencing after the calendar quarter ended on March 31, 2021, if the last reported sale price of the Company’s common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- (ii) during the five-business day period after any five consecutive trading day period in which the trading price for each trading day of such five consecutive trading day period was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate on each such trading day;
- (iii) if the Company calls any or all of the 2026 Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or
- (iv) upon the occurrence of specified corporate events.

The Company may also redeem all or any portion of the 2026 Convertible Notes after February 20, 2024 if the last reported sale price of the Company’s common stock has been at least 130% of the conversion price then in effect for at least 20 trading days during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the 2026 Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. Upon conversion, the Company can elect to deliver cash or shares or a combination of cash or shares.

If the Company undergoes a fundamental change (as defined in the Indenture), subject to certain conditions, holders of the 2026 Convertible Notes may require the Company to repurchase for cash all or any portion of their 2026 Convertible Notes at a repurchase price equal to 100% of the principal amount of the 2026 Convertible Notes plus any accrued and unpaid interest. In addition, if a corporate event (as defined in the Indenture) occurs prior to the maturity date or if the Company issues a notice of redemption, the Company may be required increase the conversion rate by a pre-defined amount for any holder who elects to convert their 2026 Convertible Notes in connection with such a corporate event.

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During the three months ended March 31, 2024 and 2023, the Company paid approximately \$3.1 million and \$6.5 million of interest expense, respectively, in connection with the 2026 Convertible Notes and recorded amortization expense of \$0.3 million and \$0.6 million, respectively, included in amortization of debt premium (discount), net in the condensed consolidated statements of operations and comprehensive loss.

The fair value (Level 2) of the 2026 Convertible Notes was \$119.8 million and \$288.2 million as of March 31, 2024 and December 31, 2023, respectively.

2029 Convertible Notes

On December 29, 2023, the Company entered into a privately negotiated exchange agreement with certain affiliates and related funds of Mudrick Capital Management, L.P., which were holders of its existing 2026 Convertible Notes, to exchange \$205.8 million principal amount of the 2026 Convertible Notes for \$177.5 million in aggregate principal amount of the Company's new convertible senior secured notes due 2029 (the "2029 Notes"), subject to customary closing conditions (the "Exchange"). The Exchange closed on January 2, 2024, when the 2029 Notes were issued pursuant to, and are governed by, an indenture, dated as of January 2, 2024, among the Company, the guarantors identified therein and U.S. Bank Trust Company, National Association, as trustee and collateral agent.

At our election for any interest period, the 2029 Notes will bear interest at a rate of (i) 7.5% per annum on the principal amount thereof if interest is paid in cash and (ii) 10.0% per annum on the principal amount thereof if interest is paid in kind, in each case payable semi-annually in arrears on February 15 and August 15 of each year, beginning on February 15, 2024. The 2029 Notes will mature on February 15, 2029, unless earlier converted or repurchased.

The initial conversion rate of the 2029 Notes is 260.6474 shares of common stock per \$1,000 principal amount of 2029 Notes, which represents an initial conversion price of approximately \$3.84 per share of common stock. Holders may convert their 2029 Notes at their option in the following circumstances:

- (i) during any calendar quarter commencing after the calendar quarter ending on March 31, 2024 (and only during such calendar quarter), if the last reported sale price per share of common stock is greater than or equal to 130% of the conversion price for each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter;
- (ii) during the five consecutive business days immediately after any five consecutive trading day period (such five consecutive trading day period, the "measurement period") in which the trading price per \$1,000 principal amount of 2029 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price per share of common stock on such trading day and the conversion rate on such trading day;
- (iii) upon the occurrence of certain corporate events or distributions on the Company's common stock, as provided in the Indenture; and
- (iv) on or after November 15, 2028 until the close of business on the second scheduled trading day immediately before the Maturity Date.

The Company may cause all outstanding 2029 Notes to be automatically converted, subject to certain conditions, if, at any time on or after January 2, 2025, the last reported sale price of the Company's common stock has been at least 200% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period, the last of which 20 trading days is no more than 10 trading days before the date that the Company provides the notice of forced conversion.

Upon the occurrence of a fundamental change (as defined in the Indenture), holders of the 2029 Notes may require the Company to repurchase their 2029 Notes at a cash repurchase price equal to the principal amount of the 2029 Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. The definition of fundamental change includes certain business combination transactions involving the Company and certain de-listing events with respect to the Company's common stock.

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The 2029 Notes were recorded at fair value. The Company recognized the difference between the fair value of the 2029 Notes and the carrying value of the 2026 Notes as a gain on the extinguishment debt. The Company incurred \$4.2 million of financing costs that have been capitalized on the balance sheet and is being amortized over the life of the 2029 Notes.

During the three months ended March 31, 2024, the Company paid approximately \$1.6 million of interest expense in connection with the 2029 Convertible Notes and recorded amortization income of \$0.6 million included in amortization of debt premium (discount), net in the condensed consolidated statements of operations and comprehensive loss.

The fair value (Level 2) of the 2029 Convertible Notes was \$161.7 million as of March 31, 2024.

Note payable

The Company has recognized, through the consolidation of its subsidiary Evolution AI Corporation (“EAI”), a \$2.7 million note payable bearing interest at the rate of 10% per annum that was due on October 1, 2018 (“CAM Digital Note”). The cumulative accrued interest on the CAM Digital Note amounts to \$3.4 million. The CAM Digital Note is currently in a default condition due to non-payment of principal and interest. The outstanding balance as of March 31, 2024 and December 31, 2023, including interest and penalties, is \$6.5 million and \$6.3 million, respectively, and is included in notes payable on the accompanying condensed consolidated balance sheet.

Bpifrance

The Company assumed through the acquisition of Molotov, \$3.7 million in notes bearing interest rates of 2.25% per annum. As of March 31, 2024 and December 31, 2023, the Company made principal payments of \$0.1 million and \$0.4 million, respectively. As of March 31, 2024 and December 31, 2023, the principal balance totaled approximately \$1.5 million and \$1.6 million, respectively, and is included in long-term borrowings-current portion on the accompanying condensed consolidated balance sheet.

Other

The Company assumed, through the consolidation of its subsidiary EAI, a \$30,000 note payable due to a relative of the former Chief Executive Officer, John Textor bearing interest at the rate of 4.0% per annum. As of March 31, 2024 and December 31, 2023, the principal balance and accrued interest totaled approximately \$39,000 and \$38,000, respectively, and is included in notes payable on the accompanying condensed consolidated balance sheet.

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Note 11 – Fair Value Measurements

The Company's assets measured at fair value on a recurring basis consisted of the following as of March 31, 2024, and December 31, 2023 (in thousands):

Fair value measured at March 31, 2024				
	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<u>Financial assets at fair value:</u>				
Cash and cash equivalents				
Money market securities	\$ 140,959	\$ —	\$ —	\$ 140,959
Total financial assets at fair value	\$ 140,959	\$ —	\$ —	\$ 140,959

Fair value measured at December 31, 2023				
	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<u>Financial assets at fair value:</u>				
Cash and cash equivalents				
Money market securities	\$ 205,074	\$ —	\$ —	\$ 205,074
Total financial assets at fair value	\$ 205,074	\$ —	\$ —	\$ 205,074

There were no liabilities from continuing operations measured at fair value as of March 31, 2024 and December 31, 2023.

Note 12 – Shareholders' Equity

At-the-Market Sales Agreement

On August 4, 2022, the Company entered into an at-the-market sales agreement (the "Sales Agreement") with Evercore Group L.L.C., Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and Needham & Company, LLC, as sales agents (each, a "manager" and together, the "managers") pursuant to which the Company may, from time to time, sell shares of its common stock, having an aggregate offering price of up to \$350.0 million through the managers.

Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, the managers may sell the shares by methods deemed to be an "at-the-market" offering as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. Subject to the terms and conditions of the Sales Agreement, each manager will use commercially reasonable efforts consistent with its normal trading and sales practices to sell the shares from time to time, based upon the Company's instructions. The Company will pay the managers a commission for their services in acting as agents in the sale of common stock at a commission rate of up to 3% of the gross sales price of the shares of the Company's common stock sold through them pursuant to the Sales Agreement. The Company is not obligated to, and cannot provide any assurances that it will, make any sales of the shares under the Sales Agreement. The offering of shares of common stock pursuant to the Sales Agreement will terminate upon the earlier of (i) the sale of all common stock subject to the Sales Agreement or (ii) termination of the Sales Agreement in accordance with its terms.

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As of March 31, 2024, there was \$156.3 million common stock remaining available for sale under the Sales Agreement.

Framework Agreement with MEP FTV

On August 2, 2022 (the "MEP Effective Date"), Fubo Studios Inc. (formerly known as Fubo Entertainment Inc.), a subsidiary of the Company, entered into a binding framework agreement (the "MEP Framework Agreement") with MEP FTV Holdings, LLC ("MEP FTV") and Maximum Effort Productions, LLC. ("MEP" and, together with MEP FTV, "Maximum Effort"), memorializing the parties' collaboration on a forthcoming Maximum Effort linear channel and original programming for launch on Fubo. Maximum Effort is a premiere entertainment production company led by Ryan Reynolds and George Dewey. Pursuant to the MEP Framework Agreement, the Company and Maximum Effort desire to work together to (1) develop scripted and unscripted television programs intended for initial distribution on Fubo's platform (the "MEP Projects") and (2) create a new television channel with unique content, features and functionality (the "MEP Network").

In connection with the MEP Framework Agreement, as consideration for Maximum Effort's participation in the collaboration, the Company entered into a Restricted Stock Award Agreement dated August 12, 2022 (the "MEP RSA Agreement") pursuant to which it has agreed to issue to MEP FTV (i) 2,000,000 shares of restricted common stock of the Company within 10 business days after the MEP Effective Date; (ii) a number of shares of common stock determined by dividing \$10.0 million by the 30-day volume weighted average closing price of common stock for the 30 trading days preceding the first anniversary of the MEP Effective Date, within 10 business days after the first anniversary of the MEP Effective Date; and (iii) a number of shares of common stock determined by dividing \$10.0 million by the 30-day volume weighted average closing price of common stock for the 30 trading days preceding the second anniversary of the MEP Effective Date, within 10 business days after the second anniversary of the MEP Effective Date (collectively, the "MEP Shares"). The MEP Shares will be subject to transfer restrictions until various time- and performance-based milestones are met, and, during this restricted period, will be subject to potential forfeiture if the MEP Framework Agreement is terminated under certain conditions. The parties agreed that 80% of the equity grant shall be allocated as consideration for the MEP Projects and 20% of the equity grant shall be allocated as consideration for the MEP Network.

Because shares of the Company's common stock will be issued as consideration for the MEP Framework Agreement, the Company accounted for the MEP RSA Agreement pursuant to the non-employee guidance in ASC 718, *Compensation – Stock Compensation*.

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Warrants

Pursuant to the MEP Framework Agreement, on August 12, 2022, the Company issued MEP FTV a warrant to acquire 166,667 shares of the Company's common stock with an exercise price of \$15.00 per share. The warrant is exercisable on or prior to August 2, 2032, provided that the price per share of the Company's common stock equals or exceeds a 30-trading day volume weighted average closing price of \$30.00 at any time prior to third anniversary of the grant date. The fair value of the warrant was measured on August 12, 2022, using the Monte Carlo valuation model, and the fair value totaled approximately \$0.4 million. The derived service period was determined to be 1.7 years.

A summary of the Company's outstanding warrants as of March 31, 2024, are presented below (in thousands, except number of shares and exercise price):

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (Years)
Outstanding as of December 31, 2023	166,670	\$ 17.40	\$ —	8.6
Outstanding as of March 31, 2024	166,670	\$ 17.40	\$ —	8.3

During the three months ended March 31, 2024 and 2023 the Company recognized \$0.1 million and \$0.1 million of stock-based compensation, respectively, and as of March 31, 2024, the unrecognized stock-based compensation was not material.

Stock-based compensation

During the three months ended March 31, 2024 and 2023, the Company recognized stock-based compensation expense as follows (in thousands):

	Three Months Ended March 31,	
	2024	2023
Subscriber related	\$ 79	\$ 52
Sales and marketing	4,707	6,673
Technology and development	3,878	3,042
General and administrative	4,313	3,921
	\$ 12,977	\$ 13,688

During the three months ended March 31, 2024 and 2023, in connection with the MEP Framework Agreement, the Company recorded approximately \$0.9 million and \$1.8 million, respectively, of stock-based compensation expense as a shares settled liability. As of March 31, 2024 and December 31, 2023, \$6.1 million and \$5.1 million, respectively, of such shares settled liability is included in accrued expenses and other current liabilities and other long-term liabilities on the consolidated balance sheet.

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Equity Incentive Plans

On April 1, 2020, the Company approved the establishment of the Company's 2020 Equity Incentive Plan, as amended (the "2020 Plan"). On November 20, 2022 and April 20, 2023, the Company amended the 2020 Plan to increase the maximum aggregate number of shares of common stock available for issuance under the 2020 Plan by 2,500,000 shares and 17,500,000 shares, respectively. On June 15, 2023, the Company's shareholders approved the amended 2020 Plan. The 2020 Plan provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares to its employees, directors and consultants. As of March 31, 2024, there are 7,640,192 shares available for future issuance under the 2020 Plan.

The Company assumed the fuboTV Inc. 2015 Equity Incentive Plan (the "2015 Plan") on April 1, 2020. No shares are available for future issuance under the 2015 Plan.

On August 3, 2022, the Company's board of directors (the "Board") approved the adoption of the 2022 Employment Inducement Equity Incentive Plan (the "2022 Inducement Plan"), which was adopted without shareholder approval pursuant to Rule 303A.08 of the New York Stock Exchange Listed Company Manual. The 2022 Inducement Plan provided for the grant of equity-based awards, including non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares, and its terms are substantially similar to the 2020 Plan, with the exception that awards can only be made to new employees in connection with their commencement of employment. No shares are available for future issuance under the 2022 Inducement Plan.

On August 7, 2023, the Board approved the adoption of the 2023 Employment Inducement Equity Incentive Plan (the "2023 Inducement Plan"), which was adopted without shareholder approval pursuant to Rule 303A.08 of the New York Stock Exchange Listed Company Manual. The aggregate number of shares of common stock reserved for issuance under the 2023 Inducement Plan is 3,000,000. The 2023 Inducement Plan provides for the grant of equity-based awards, including non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance units and performance shares, and its terms are substantially similar to the 2020 Plan, with the exception that awards can only be made to new employees in connection with their commencement of employment. As of March 31, 2024, there are 2,685,160 shares available for future issuance under the 2023 Inducement Plan.

Options

The Company provides option grants to employees, directors, and consultants under the 2020 Plan. The fair value of each stock option grant is estimated on the date of grant using the Black-Scholes option pricing model. The Company historically has lacked sufficient company-specific historical and implied volatility information. Therefore, it estimates its expected stock volatility based primarily on the historical volatility of a publicly-traded set of peer companies with consideration of the volatility of its own traded stock price. The risk-free interest rate is determined by referencing the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is based on the fact that the Company has never paid cash dividends and does not expect to pay any cash dividends in the foreseeable future. The expected term of options represents the period that the Company's stock-based awards are expected to be outstanding based on the simplified method, which is the half-life from vesting to the end of its contractual term. The simplified method was used because the Company does not have sufficient historical exercise data to provide a reasonable basis for an estimate of expected term.

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Stock Options

A summary of stock option activity for the three months ended March 31, 2024 is as follows (in thousands, except share and per share amounts):

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (Years)
Outstanding as of December 31, 2023	10,475,607	\$ 6.31	\$ 6,534	5.3
Exercised	(2,042)	\$ 1.24		
Forfeited or expired	(94,562)	\$ 9.98		
Outstanding as of March 31, 2024	10,379,003	\$ 6.28	\$ 1,476	5.1
Options vested and exercisable as of March 31, 2024	9,593,284	\$ 6.45	\$ 1,476	5.5

There were no options granted during the three months ended March 31, 2024 and 2023.

As of March 31, 2024, the estimated value of unrecognized stock-based compensation expense related to unvested options was approximately \$1.1 million to be recognized over a weighted average period of 1.7 years.

Market and Service Condition Based Stock Options

A summary of activity under the 2020 Plan for market and service-based stock options for the three months ended March 31, 2024 is as follows (in thousands, except share and per share amounts):

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (Years)
Outstanding as of December 31, 2023	4,453,297	\$ 12.75	\$ —	3.7
Outstanding as of March 31, 2024	4,453,297	\$ 12.75	\$ —	3.4
Options vested and exercisable as of March 31, 2024	3,994,964	\$ 11.96	\$ —	3.3

There were no market and service-based options granted during the three months ended March 31, 2024 and 2023.

As of March 31, 2024, there was \$0.3 million of unrecognized stock-based compensation expense for market and service-based stock options.

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Performance-Based Stock Options

On October 8, 2020, the Company awarded the CEO an option to purchase 4,100,000 shares of common stock which was eligible to vest based upon the achievement of certain predetermined goals for each of the five years in the performance period related to stock price, revenue, gross margin, an increase in the number of subscribers, the launch of new markets and, commencing in 2023, creation of new revenue streams. The terms of the option provided that the Company's Board would review and certify attainment of such goals annually from 2021 through 2026 on a given certification date subsequent to the Company's calendar year end (the "Determination Date") to determine if any vesting was warranted. The Board had the discretion to determine vesting at, above, or below 20% of the shares subject to the performance option on a given Certification Date. All shares were eligible for vesting until the Determination Date following the 2025 calendar year. Any such vesting was subject to the CEO's continuation in service with the Company through the applicable Determination Date. Because the number of shares to be earned on each Certification Date was subject to the discretion of the Board, the compensation expense was adjusted each reporting period for changes in fair value prorated for the portion of the requisite service period rendered and based on the number of shares expected to be earned.

On April 20, 2023, the Company entered into the first amendment to the performance-based stock options described above that were awarded to its CEO. The amendment did not adjust the total number of options granted (4,100,000 options), the exercise price of \$10.00 per share or the expiration date of October 7, 2030. Under the terms of the amendment, the original vesting conditions were modified with respect to the 3,280,000 performance-based stock options that remained unvested. The modified vesting of the stock options is based upon the achievement of certain performance metrics (the "Performance Criteria") during the period from January 1, 2025 through December 31, 2025, including 50% vesting based on the Company's adjusted EBITDA, 25% vesting based on revenue criteria, and 25% vesting based on the number of subscribers achieved. The Company's Board will certify the Company's performance relative to the Performance Criteria on or prior to February 20, 2026 (the "Certification Date"). If a change in control event occurs on or prior to December 31, 2025, all of the unvested options (measured at target performance) will vest on February 20, 2026 (or the date of an earlier termination of employment without cause or for good reason (a "Qualifying Termination") following the change in control), provided the CEO continues to provide services through such date. In the event of the CEO's Qualifying Termination prior to a change in control, if the termination occurs on or prior to December 31, 2025, then all unvested options (measured at target performance) will vest as of the date of termination, and if the termination occurs on or after January 1, 2026, a number of unvested options, determined based on actual performance during the performance period, will vest on date performance is certified. Compensation cost related to the modification of the 3,280,000 unvested options will be recognized over the requisite service period for the new award beginning on the amendment date and ending on the Certification Date based on the probability of achievement of the Performance Criteria. There is no accounting impact on the fully vested 820,000 shares as a result of the amendment. The fair value of the options as of the amendment date totaled \$1.2 million, and during the three months ended March 31, 2024, the Company recognized stock-based compensation expense of \$0.1 million.

Modification of Restricted Stock Units

During the three months ended March 31, 2024, the Board approved the acceleration of vesting of certain employee restricted stock units. The Company reported \$0.1 million of expense during the three months ended March 31, 2024 as a result of the accelerated vesting of restricted stock units. There were no modifications during the three months ended March 31, 2023.

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Service-based Restricted Stock Awards

MEP Framework Agreement - MEP Project Restricted Stock Awards

In connection with the MEP Framework Agreement, stock-based compensation cost for MEP Project restricted stock awards (the "MEP Project RSAs") totaling approximately \$23.0 million measured as the fair value of the 1,600,000 shares issued for the first tranche issued on August 12, 2022, at \$7.0 million, plus the fixed monetary amount of \$8.0 million settleable in shares on August 2, 2023, and the fixed monetary amount of \$8.0 million, settleable in shares on August 2, 2024. Compensation cost will be recognized on a straight-line basis over the term of the three-year service period as if the Company paid cash for the services. The second two tranches are liability classified because they are a fixed monetary amount, settleable in shares. As compensation cost is recognized for these tranches, a corresponding credit to shares settled liabilities will be recorded and reclassified to equity upon issuance of the related shares.

In connection with the MEP Project RSAs, during the three months ended March 31, 2024 and 2023, the Company recognized stock-based compensation of \$1.9 million. As of March 31, 2024, the unrecognized stock-based compensation totaled \$10.3 million and \$4.4 million of shares liability was included in accrued expenses and other current liabilities and other long-term liabilities was recorded on the condensed consolidated balance sheet.

Performance-based Restricted Stock Awards

MEP Framework Agreement - MEP Network Restricted Stock Awards

The restricted stock awards allocated as consideration for the MEP Network ("MEP Network RSAs") are performance-based RSAs. The performance condition consists of creating a new television channel with unique content, features and functionality. Compensation cost is measured on the grant date for shares that vest based upon the achievement of the performance condition are recognized when probable over the requisite service period, that is the implicit service period over which the performance conditions are probable of achievement.

Stock-based compensation cost for the MEP Network RSAs totaling approximately \$5.7 million is measured as the fair value of the 400,000 shares issued for the first tranche issued on August 12, 2022, at \$1.7 million, plus the fixed monetary amount of \$2.0 million, settleable in shares on August 2, 2023, plus the fixed monetary amount of \$2.0 million, settleable in shares on August 2, 2024. The Network RSAs were subject to forfeiture until launch of the Network which occurred in June 2023. The Company will recognize the total fair value of \$5.7 million ratably over the two-year period.

In connection with the MEP Network RSAs, during the three months ended March 31, 2024 and 2023, the Company recognized stock-based compensation of \$0.7 million. As of March 31, 2024, the unrecognized stock-based compensation totaled \$1.0 million and \$1.7 million of shares liability was included in accrued expenses and other current liabilities and other long-term liabilities was recorded on the condensed consolidated balance sheet.

Time-Based Restricted Stock Units

A summary of the Company's time-based restricted stock unit activity during the three months ended March 31, 2024 is as follows:

	Number of Shares	Weighted Average Grant- Date Fair Value
Unvested at December 31, 2023	20,313,775	\$ 3.85
Granted	258,865	\$ 2.03
Vested	(507,198)	\$ 6.77
Forfeited or expired	(465,551)	\$ 3.98
Unvested at March 31, 2024	19,599,891	\$ 3.75

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During the three months ended March 31, 2024, the Company granted 258,865 time-based restricted stock units which generally vest annually over a four-year period, subject to the recipient's continuation in service through each applicable vesting date. The fair value of restricted stock units is measured based on their fair value at grant date which totaled approximately \$0.5 million. As of March 31, 2024, the unrecognized stock-based compensation related to restricted stock units totaled \$64.0 million, had an aggregate intrinsic value of approximately \$31.0 million, and a weighted average remaining contractual term of 2.9 years.

Performance-Based Restricted Stock Units ("PRSU")

A summary of the Company's performance-based restricted stock unit activity during the three months ended March 31, 2024 is as follows:

	Number of Shares	Weighted Average Grant- Date Fair Value
Unvested at December 31, 2023	2,035,834	\$ 20.23
Granted	335,924	\$ 1.54
Unvested at March 31, 2024	2,371,758	\$ 17.58

On November 3, 2021, the Company granted 1.9 million performance-based restricted stock units ("PRSUs") to the Chief Operating Officer ("COO") of the Company. The PRSUs were eligible to vest over a period of five calendar years through 2025, subject to the achievement of certain established performance metrics including revenue targets, subscriber targets, and the launching of new markets (and, with respect to 2023, the creation of one or more new revenue streams). The determination of the actual number of PRSUs that would vest each year during the five-year performance period will be determined upon the achievement of the predetermined performance targets. Any such vesting would be subject to the COO's continuation in service with the Company through the applicable vesting date. At each reporting period, the Company made a determination of the most likely outcome for achievement of each performance metric which could have resulted in a cumulative catch-up as the Company assessments were evaluated. The fair value of the PRSUs was measured based on their grant date fair value which totaled \$64.4 million.

On November 20, 2023, the Company entered into the first amendment to the PRSUs described above that were awarded to its COO. The amendment did not adjust the total number of PRSUs granted (1.9 million PRSUs). Under the terms of the amendment, the original vesting conditions were modified with respect to the 1,140,000 PRSUs that remained unvested as of the amendment date. The modified vesting of the PRSUs is based upon the achievement of the Performance Criteria during the period from January 1, 2025 through December 31, 2025, including 50% vesting based on the Company's adjusted EBITDA, 25% vesting based on revenue criteria, and 25% vesting based on the number of subscribers achieved. The Company's Board will certify the Company's performance relative to the Performance Criteria on or prior to the February 20, 2026 (the "Certification Date"). If a change in control event occurs on or prior to December 31, 2025, all of the unvested PRSUs (measured at target performance) will vest on or prior to February 20, 2026 (or the date of an earlier "Qualifying Termination" following the change in control), provided the COO continues to provide services through such date. In the event of the COO's Qualifying Termination prior to a change in control, if the termination occurs on or prior to December 31, 2025, then all unvested PRSUs (measured at target performance) will vest as of the date of termination, and if the termination occurs on or after January 1, 2026, a number of unvested PRSUs, determined based on actual performance during the performance period, will vest on the date performance is certified. Compensation cost related to the modification of the 1,140,000 unvested PRSUs will be recognized over the requisite service period for the new award beginning on the amendment date and ending on the Certification Date based on the probability of achievement of the Performance Criteria. The fair value of the unvested PRSUs as of the amendment date totaled \$7.2 million and will be expensed pro-rata over the requisite service period. During the three months ended March 31, 2024, the Company recognized stock-based compensation expense of \$0.8 million related to the PRSUs. As of March 31, 2024, unrecognized stock-based compensation totaled \$6.0 million.

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On May 9, 2023, the Company entered into a PRSU agreement with the Company's CEO. The PRSU agreement provides the right to earn shares of the Company's common stock upon achievement of certain performance criteria, with 730,338 shares being earned at target performance and up to 1,095,507 shares being earned at maximum performance. The number of PRSUs eligible to vest will be determined based upon the achievement of annual performance-based vesting conditions for the 2023, 2024, and 2025 calendar years. The Company accounts for the PRSUs as three separate awards each with a requisite service period beginning on January 1st of the applicable year. For the first and second performance period, the Company has defined the performance targets as adjusted EBITDA, revenue, and the number of subscribers, and determined the grant date was June 15, 2023 and March 25, 2024, respectively. The Company's Board will define the performance criteria for the third performance period no later than March 15, 2025 (the grant date of the third tranche). Any PRSUs that are eligible to vest based on performance relative to the pre-determined annual performance objectives will vest on the date on which the Company's performance for the 2025 performance year is certified, which will occur on or before February 20, 2026. Any such vesting is subject to the employee's continuation in service with the Company through the applicable vesting date. The Company's Board will review attainment of such performance conditions annually from 2024 through 2026 on a given certification date (subsequent to the Company's calendar year end) to determine if any PRSUs should be eligible to vest. The PRSUs contain both service and performance vesting conditions. Compensation cost related to the target PRSUs will be recognized over the requisite service period based on the probability of achievement of certain performance thresholds. The fair value of the PRSUs is measured based on their grant date fair value which totaled \$0.7 million and \$0.4 million for the first and second performance period, respectively.

On November 20, 2023, the Company entered into PRSU agreements with various executive employees (the "Executives") covering a total of 569,475 shares in the aggregate. Under the terms of the agreements, the PRSUs will be eligible to vest based upon the achievement of the Performance Criteria during the period January 1, 2025 through December 31, 2025, including 50% vesting based on the Company's adjusted EBITDA, 25% vesting based on revenue criteria, and 25% based on the number of subscribers achieved. The Company's Board will certify the Company's performance relative to the Performance Criteria on or prior to the February 20, 2026 Certification Date. If a change in control event occurs on or prior to December 31, 2025, all of the unvested PRSUs (measured at target performance) will vest on February 20, 2026 (or the date of a "Qualifying Termination" following the change in control), provided the Executives continues to provide services through such date. In the event of an Executive's Qualifying Termination prior to a change in control, if the termination occurs on or prior to December 31, 2025, then all unvested PRSUs (measured at target performance) will vest as of the date of termination, and if the termination occurs on or after January 1, 2026, a number of unvested PRSUs, determined based on actual performance during the performance period, will vest on date performance is certified. Compensation cost related to the unvested PRSUs will be recognized over the requisite service period for the new award beginning on the grant date and ending on the Certification Date based on the probability of achievement of the Performance Criteria. The fair value of the PRSUs totaled \$1.9 million. As of March 31, 2024, unrecognized stock-based compensation totaled \$1.0 million.

Note 13 – Commitments and Contingencies

Leases

The components of lease expense were as follows:

	Three Months Ended March 31,	
	2024	2023
Operating leases		
Operating lease cost	\$ 1,757	\$ 1,432
Other lease cost	224	55
Operating lease expense	1,981	1,487
Short-term lease rent expense	—	66
Total rent expense	\$ 1,981	\$ 1,553

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Supplemental cash flow information related to leases were as follows (in thousands, except term and discount rate):

	Three Months Ended March 31,	
	2024	2023
Operating cash flows from operating leases	\$ 2,091	\$ 747
Right of use assets exchanged for operating lease liabilities	\$ —	\$ —
Weighted average remaining lease term - operating leases	9.8	11.1
Weighted average remaining discount rate - operating leases	7.8 %	7.4 %

As of March 31, 2024, future minimum payments for the operating leases are as follows (in thousands):

Year Ended December 31, 2024	\$ 6,280
Year Ended December 31, 2025	7,763
Year Ended December 31, 2026	5,991
Year Ended December 31, 2027	4,831
Year Ended December 31, 2028	4,403
Thereafter	31,737
Total	61,005
Less present value discount	(18,999)
Operating lease liabilities	\$ 42,006

Other Contractual Obligations

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

Annual Sponsorship Agreements

2024	\$ 2,425
2025	3,275
2026	3,325
2027	3,425
2028	3,525
Thereafter	12,725
Total	\$ 28,700

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Sports Rights Agreements

The Company entered into various sports right agreements to obtain programming rights to certain live sporting events.

Future payments under these agreements are as follows:

2024	\$	12,317
2025		13,748
2026		13,748
2027		13,748
2028		4,583
Total	\$	58,142

During the three months ended March 31, 2024, the Company made upfront payments totaling approximately \$24.9 million, which are recorded in prepaid sports rights on the condensed consolidated balance sheet.

Contingencies

The Company is subject to certain legal proceedings and claims that arise from time to time in the ordinary course of its business, including relating to business practices and patent infringement. Litigation can be expensive and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict and the Company's view of these matters may change in the future as the litigation and events related thereto unfold. When the Company determines that a loss is both probable and reasonably estimable, a liability is recorded and disclosed if the amount is material to the financial statements taken as a whole. When a material loss contingency is only reasonably possible, the Company does not record a liability, but instead discloses the nature and the amount of the claim, and an estimate of the loss or range of loss, if such an estimate can reasonably be made. Legal expenses associated with any contingency are expensed as incurred.

The Company is engaged in discussions with certain third parties regarding patent licensing matters. The Company is not able to reasonably estimate whether it will be able to reach an agreement with these parties or the amount of potential licensing fees, if any, it may agree to pay in connection with these discussions, but it is possible that any such amount could be material.

Legal Proceedings

The Company is and may in the future be involved in various legal proceedings arising from the normal course of business activities. Although the results of litigation and claims cannot be predicted with certainty, currently, the Company believes that the likelihood of any material adverse impact on the Company's consolidated results of operations, cash flows or our financial position for any such litigation or claims is remote. Regardless of the outcome, litigation can have an adverse impact on the Company because of the costs to defend lawsuits, diversion of management resources and other factors.

Said-Ibrahim v. fuboTV Inc., David Gandler, Edgar M. Bronfman Jr., & Simone Nardi, Case No. 21-cv-01412 (S.D.N.Y.) & Lee v. fuboTV, Inc., David Gandler, Edgar M. Bronfman Jr., & Simone Nardi, Case No. 21-cv-01641 (S.D.N.Y.) (consolidated as In re fuboTV Inc. Securities Litigation, No. 21-cv-01412 (S.D.N.Y.))

On February 17, 2021, putative shareholders Wafa Said-Ibrahim and Adhid Ibrahim filed a class action lawsuit against the Company, co-founder and CEO David Gandler, Executive Chairman Edgar M. Bronfman Jr., and CFO Simone Nardi (collectively, the "Class Action Defendants"). Plaintiffs allege that Class Action Defendants violated federal securities laws by disseminating false and misleading statements regarding the Company's financial health and operating condition, including the Company's ability to grow subscription levels, prospects, future profitability, seasonality factors, cost escalations, ability to generate advertising revenue, valuation, and entering the online sports wagering market. The Plaintiffs allege that Class Action Defendants violated Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 thereunder, as well as Section 20(a) of the Exchange Act, and seek damages and other relief.

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On February 24, 2021, putative shareholder Steven Lee filed a nearly identical class action lawsuit against the same Defendants.

On April 29, 2021, the court consolidated *Said-Ibrahim v. fuboTV Inc., David Gandler, Edgar M. Bronfman Jr., & Simone Nardi*, Case No. 21-cv-01412 (S.D.N.Y.) and *Lee v. fuboTV, Inc., David Gandler, Edgar M. Bronfman Jr., & Simone Nardi*, Case No. 21-cv-01641 (S.D.N.Y.) under *In re FuboTV Inc. Securities Litigation*, No. 1:21-cv-01412 (S.D.N.Y.). The court also appointed putative shareholder Nordine Aamchoune as lead plaintiff.

On July 12, 2021, Lead Plaintiff filed an Amended Class Action Complaint. Lead Plaintiff seeks to pursue this claim on behalf of himself as well as all other persons who purchased or otherwise acquired Company securities publicly traded on the NYSE between March 23, 2020 and January 4, 2021, inclusive, and who were allegedly damaged thereby.

The Class Action Defendants filed a motion to dismiss the Amended Class Action Complaint on September 10, 2021. Lead Plaintiff filed an opposition on November 9, 2021. Class Action Defendants filed their reply in support of the motion to dismiss on December 9, 2021. On March 30, 2023, the Court granted the Class Action Defendants' motion to dismiss without prejudice.

On May 22, 2023, Lead Plaintiff filed a Second Amended Class Action Complaint, which amended the class period to purchases or acquisitions between May 20, 2020 and January 4, 2021, inclusive. The Class Action Defendants filed their motion to dismiss the Second Amended Class Action Complaint on August 1, 2023. Lead Plaintiff filed his opposition on September 14, 2023. The Class Action Defendants filed their reply on October 5, 2023.

On March 28, 2024, the Court dismissed the Second Amended Complaint without prejudice and ordered that Lead Plaintiff's motion for leave to amend be filed by April 11, 2024. Lead Plaintiff did not move for leave to amend, and on April 19, 2024 the case was dismissed with prejudice.

DISH Technologies, LLC, et al. v. fuboTV Media Inc., No. 1:23-cv-00986 (D. Del)

On September 6, 2023, DISH Technologies L.L.C. and Sling TV L.L.C. (collectively, "DISH") filed a complaint in the District of Delaware alleging that fuboTV Media Inc. ("fuboTV Media") infringes certain of DISH's patents by streaming video through a fuboTV Media application and seeking damages and injunctive relief.

On December 14, 2023, following a series of stipulated extensions, fuboTV Media filed a motion to dismiss the complaint asserting that DISH's patents are invalid. Briefing on the motion is complete and a hearing was held on March 25, 2024.

At this time, the Company cannot predict the outcome, or provide a reasonable estimate or range of estimates of the possible outcome or loss, if any, with respect to this matter. The Company believes it has meritorious defenses and intends to defend itself vigorously in this matter.

Fubo Gaming Dissolution

Following the dissolution of Fubo Gaming in October 2022, the Company has received communications from several commercial partners of Fubo Gaming, alleging breach by Fubo Gaming of applicable agreements. Certain of these parties have also asserted that the Company is a guarantor of Fubo Gaming's obligations under the applicable agreements. On May 2, 2023, one such party (comprising two related plaintiff entities, Dynamo Stadium, LLC and Dynamo Soccer, LLC (together, "Dynamo")) filed Demands for Arbitration with the American Arbitration Association ("AAA") against Fubo Gaming, alleging breaches by Fubo Gaming of a sports betting agreement and a sponsorship agreement, as well as against the Company for alleged guaranty obligations under the sports betting agreement. On February 5, 2024, the AAA dismissed the arbitration relating to the sponsorship agreement, and, on February 27, 2024, the AAA dismissed without prejudice the arbitration relating to the sports betting agreement.

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Additional allegations or litigation may arise against Fubo Gaming or the Company in the future related to the dissolution of Fubo Gaming, including potential breach of contract claims by other commercial partners of Fubo Gaming or claims seeking to hold the Company responsible for Fubo Gaming's contractual obligations (on contractual guaranty and other bases). At this time, the Company cannot predict the outcome, or provide a reasonable estimate or range of estimates of the possible outcome or loss, if any, with respect to any such matters, including the Dynamo matter. The Company believes it has meritorious defenses and intends to defend itself vigorously in any such matters.

FuboTV Inc. and FuboTV Media Inc. vs. The Walt Disney Company, ESPN, Inc., ESPN Enterprises, Inc., Hulu, LLC, Fox Corporation, and Warner Brothers Discovery, Inc.

On February 20, 2024, the Company filed a lawsuit in the U.S. District Court for the Southern District of New York asserting federal and state antitrust claims against The Walt Disney Company ("Disney"), ESPN, Inc. and ESPN Enterprises, Inc. (collectively, "ESPN"), Hulu, LLC ("Hulu"), Fox Corporation ("Fox"), and Warner Brothers Discovery, Inc. ("WBD"). The Company's complaint asserts four major categories of claims. First, the complaint alleges that the announced joint venture between Disney, WBD, and Fox is unlawful under Section 7 of the Clayton Act and Section 1 of the Sherman Act. Second, the complaint alleges that "bundling" requirements imposed by Disney, ESPN and Fox constitute unlawful tying and block-booking arrangements under Section 1 of the Sherman Act. Third, the complaint alleges that the Defendants' use of "most-favored-nation" clauses in their carriage agreements, in combination with other anticompetitive terms, violates Section 1 of the Sherman Act. Fourth, the complaint alleges that all of this conduct violates New York's Donnelly Act, N.Y. Gen. Bus. Law § 340, for the same reasons it violates federal antitrust law. The Company's complaint seeks injunctive relief to stop the proposed joint venture and other practices described above, damages for harm already suffered because of those practices, and other relief.

On April 8, 2024, the Company filed a motion for preliminary injunction seeking to enjoin the launch of the joint venture pending the outcome of the lawsuit. A hearing on that motion is set to begin on August 7, 2024. On April 9 and 10, 2024, the defendants moved to dismiss Fubo's claims. Briefing on those motions is stayed until after the hearing on Fubo's motion for preliminary injunction.

At this time, the Company cannot predict the outcome, or provide a reasonable estimate or range of estimates of the possible outcome, if any. However, the Company believes it has meritorious claims and will continue to pursue its rights vigorously in this matter.

Video Privacy Protection Act ("VPPA") Matters

The Company has been named as defendant in putative class action complaints bringing claims under the VPPA, alleging the Company shared subscribers' personally identifiable information to third party advertisers and through the Meta Pixel and Google Analytics without consent. The complaints are captioned *Burdette v fuboTV, Inc.*, No. 1:23-cv-10351 (N.D. Ill.); *Perez, et al., v. fuboTV, Inc.*, No. 0:23-cv-61961 (S.D. Fla.); *Beasley v. fuboTV, Inc.*, No. 1:24-cv-00711 (S.D.N.Y.). Additional allegations or litigation may arise against the Company in the future related to the VPPA and other privacy and consumer protection laws.

At this time, the Company cannot predict the outcome, or provide a reasonable estimate or range of estimates of the possible outcome or loss, if any, with respect to any such matters, including the Burdette, Perez, or Beasley matters. The Company believes it has meritorious defenses and intends to defend itself vigorously in any such matters.

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

The following discussion and analysis by our management of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the accompanying related notes included in this Quarterly Report and our audited consolidated financial statements and related notes and Management’s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report. Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should review the sections titled “Forward-Looking Statements” and “Risk Factors” for a discussion of forward-looking statements and important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. Our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Overview

We are a sports-first, cable TV replacement product, offering subscribers access to tens of thousands of live sporting events annually, as well as leading news and entertainment content, both live and on demand. Fubo allows customers to access content through streaming devices and on Smart TVs, mobile phones, tablets, and computers.

Our business motto is “come for the sports, stay for the entertainment.”

First, we leverage sporting events to acquire subscribers at efficient acquisition costs, given the built-in demand for sports. We then leverage our technology and data to drive higher engagement and induce retentive behaviors such as watching content, favoriting channels, recording shows, and increasing discovery through our proprietary machine learning recommendations engine. We monetize our growing base of highly engaged subscribers by driving higher average revenue per user.

We drive our business model with three core strategies:

- Grow our paid subscriber base
- Optimize our content portfolio, engagement and retention
- Increase monetization through subscription and advertising

Nature of Business

We are a leading live TV streaming platform for sports, news, and entertainment. Our revenues are almost entirely derived from the sale of subscription services and the sale of advertisements in the United States, though we have expanded into several international markets, with operations in Canada, Spain and France.

Our subscription-based services are offered to consumers who can sign-up for accounts at <https://fubo.tv>, through which we provide basic plans with the flexibility for consumers to purchase the add-ons and features best suited for them. Besides the website, consumers can also sign-up via some TV-connected devices. Our platform provides, what we believe to be, a superior viewer experience, with a broad suite of unique features and personalization capabilities such as multi-channel viewing capabilities, favorites lists and a dynamic recommendation engine as well as 4K streaming and Cloud DVR offerings.

On October 17, 2022, we ceased operation of our business-to-consumer online mobile sportsbook (“Fubo Sportsbook”) in connection with the dissolution of our wholly-owned subsidiary, Fubo Gaming Inc (“Fubo Gaming”). The results of operations of Fubo Sportsbook are presented as discontinued operations in the accompanying unaudited condensed consolidated financial statements.

Segments

In connection with the dissolution of Fubo Gaming and the termination of Fubo Sportsbook, assets and liabilities and the operations of our former wagering reportable segment have been reported in discontinued operations for all periods presented. With respect to our continuing operations, we operate as a single reportable segment.

Key Factors and Trends Impacting Performance

Our financial condition and results of operations have been, and may in the future be, affected by a number of factors and trends, such as those described in Part II, Item 1A, “Risk Factors” and the following:

Brand Awareness

Building and maintaining a strong brand is important to our ability to attract and retain subscribers, as potential subscribers have a number of pay TV choices. We and our competitors attract new subscribers from each other’s existing subscriber bases as well as from first-time purchasers of Pay TV services. We continue to experience increased competition, including from larger companies with greater resources to promote their brands through traditional forms of advertising, such as print media and TV commercials, as well as Internet advertising and website product placement. We primarily rely on paid marketing channels (such as social media, search advertising, display advertising, radio, out of home and television) to grow our brand and reach new subscribers. If these channels become less efficient our growth could be adversely affected.

Subscriber Acquisition, Retention and Engagement

Our long-term growth will depend in part on our ability to grow and retain our subscriber base, as well as increased engagement by our subscribers. The relative service levels, content offerings, pricing and user experience of our platform will impact our ability to attract and retain subscribers versus our competitors. Any perceived decline in platform value, whether through new features, pricing adjustments, or content changes, could hurt our ability to attract and retain customers. Aggressive promotions by competitors could further impact our value proposition.

Competitive Environment

The actions of our competitors could also have a negative impact on our growth and business. For example, on February 6, 2020, Disney, Fox and WBD announced the proposed formation of a forthcoming sports streaming service (the "Network JV"). In response, we promptly filed a lawsuit against these companies challenging the formation of the Network JV and their past business practices on antitrust grounds, and seeking injunctive relief to stop the proposed Network JV and other practices, as well as damages. There can be no assurance, however, that we will be successful in this lawsuit. The launch of the Network JV as envisioned would impact our subscriber base, including causing a loss of subscribers and making it difficult to attract new subscribers, negatively impact our revenues and make it difficult for us to achieve our profitability targets.

Acceleration or Deceleration of Cord-Cutting

In recent years, including as a result of the COVID-19 pandemic, we and other streaming services experienced rapid growth in adoption as consumers engage with streaming video and audio through a variety of devices, including connected TVs, mobile phones, and tablets. Although traditional Pay TV still accounts for a meaningful share of TV viewing hours for U.S. households; the proportion has declined in recent years as customers cut the cord. While we believe consumers are increasingly favoring the streaming services based on, among other factors, customer experience and pricing considerations, these positive trends for our business may not continue during future periods.

Shift of Advertising Dollar Spend from Traditional Pay TV to Connected TV

Our business model depends on our ability to grow ad inventory on our platform and sell it to advertisers. We operate in a highly competitive advertising industry and we compete for revenue from advertising with other streaming platforms and services, as well as traditional media, such as radio, broadcast, cable and satellite TV, and satellite and internet radio. Many advertisers devote a substantial portion of their advertising budgets to traditional media, and we expect advertisers may do so in the future. Although traditional TV advertisers have shown a growing interest in over-the-top (“OTT”) advertising, we cannot be certain that their interest will increase in the future. If advertisers do not perceive meaningful benefits of OTT advertising, the market may develop more slowly than we expect, which could adversely impact our operating results and our ability to grow our business. In addition, advertising spend is affected by broader macroeconomic conditions, and therefore economic downturns and recessionary fears may also negatively impact our ability to capture advertising dollars.

Content Acquisition and Renewal

Our ability to compete successfully will depend, among other things, on our ability to obtain desirable content and deliver it to our subscribers at competitive prices. The addition or loss of popular content or channels, including our ability to enter into new content deals or negotiate renewals with our content providers on terms that are favorable to us, or at all, could affect our results and our ability to grow our business. Content costs represent the majority of our “Subscriber related expenses” and the largest component of our total operating expenses. We have seen an increase in these costs in recent periods, and we expect further increases in the future. Moreover, the renewal of long-term content contracts may be on less favorable pricing terms in the future. As a result, our margins may face pressure if we are unable to renew our long-term content contracts on acceptable pricing and other economic terms or if we are unable to pass these increased programming costs on to our subscribers. In addition, as content providers bring to market their own direct-to-consumer streaming services, including the simulcasting and/or exclusive distribution of sporting events, the differentiated value proposition offered by our aggregated content mix may diminish. Moreover, if current or future content partners refuse to grant our subscribers access to stream certain channels, or make their content available on their own DTC platform or our competitors’ platforms, whether exclusively or at more attractive pricing, this could adversely affect our ability to acquire and retain subscribers, which could materially and adversely affect our business, financial condition and results of operations.

Seasonality

We generate significantly higher levels of revenue and subscriber additions in the third and fourth quarters of the year. This seasonality is driven primarily by an influx of new subscribers at the start of the National Football League and college football seasons. Our operating results may also be affected by the scheduling of major sporting events that do not occur annually, such as the World Cup or Olympic Games, or the cancellation or postponement of sporting events. In addition, we typically see subscribers on our platform decline from the fourth quarter of the previous year through the first and second quarter of the following year.

Macroeconomic Factors

Macroeconomic factors, including mounting inflationary cost pressures and potential recession indicators, have created significant volatility, uncertainty, and economic disruption. We continue to monitor the effects of the macroeconomic environment and take appropriate steps designed to mitigate the impact on our business; however, the nature and extent of this impact in future periods remains difficult to predict due to numerous uncertainties outside our control.

Components of Results of Operations

Revenues

Subscription

Subscription revenue consists of subscription plans sold through the Company’s website and third-party app stores.

Advertising

Advertising revenue consists of fees charged to advertisers who want to display ads (“impressions”) within the streamed content.

Other

Other revenue consists of distribution fees and commissions earned on sales through a channel distribution platform.

Subscriber related expenses

Subscriber related expenses consist primarily of affiliate distribution rights and other distribution costs related to content streaming.

Broadcasting and transmission

Broadcasting and transmission expenses consist primarily of the cost to acquire a signal, and transcode, store, and retransmit it to the subscribers.

Sales and marketing

Sales and marketing expenses consist primarily of payroll and related costs, benefits, rent and utilities, stock-based compensation, agency costs, advertising campaigns and branding initiatives.

Technology and development

Technology and development expenses consist primarily of payroll and related costs, benefits, rent and utilities, stock-based compensation, technical services, software expenses, and hosting expenses.

General and administrative

General and administrative expenses consist primarily of payroll and related costs, benefits, rent and utilities, stock-based compensation, corporate insurance, office expenses, professional fees, as well as travel, meals, and entertainment costs.

Depreciation and amortization

Depreciation and amortization expense includes depreciation of fixed assets and amortization of finite-lived intangible assets.

Other income (expense)

Other income (expense) primarily consists of gains and losses in extinguishment of debt, interest income, interest expense and financing costs on our outstanding borrowings, and amortization of debt premium and discount.

Income tax provision (benefit)

The income tax benefit (expense) is driven by the change in deferred tax assets and liabilities and resulting change in valuation allowance.

Loss from discontinued operations

The loss from discontinued operations primarily consists of operating expenses related to the launch and wind down of the wagering business, impairment expense associated with the write-off of goodwill, intangible assets, and other assets, and revaluation of certain contract termination costs.

Results of Operations for the Three Months Ended March 31, 2024 and 2023 (in thousands):

	For the Three Months Ended March 31,	
	2024	2023
Revenues		
Subscription	\$ 373,714	\$ 300,875
Advertising	27,469	22,721
Other	1,164	778
Total revenues	402,347	324,374
Operating expenses		
Subscriber related expenses	360,170	301,378
Broadcasting and transmission	14,500	19,764
Sales and marketing	43,180	42,946
Technology and development	20,040	18,227
General and administrative	18,509	14,677
Depreciation and amortization	9,261	8,842
Total operating expenses	465,660	405,834
Operating loss	(63,313)	(81,460)
Other income (expense)		
Interest expense	(5,256)	(3,373)
Interest income	2,527	2,118
Amortization of debt premium (discount), net	253	(623)
Gain on extinguishment of debt	9,637	—
Other expense	(64)	(144)
Total other income (expense)	7,097	(2,022)
Loss from continuing operations before income taxes	(56,216)	(83,482)
Income tax (provision) benefit	(113)	114
Net loss from continuing operations	\$ (56,329)	\$ (83,368)
Discontinued operations		
Net loss from discontinued operations before income taxes	(255)	(256)
Income tax benefit	—	—
Net loss from discontinued operations	(255)	(256)
Net loss	(56,584)	(83,624)

Revenue*Three Months Ended March 31, 2024 and 2023*

During the three months ended March 31, 2024, we recognized revenues of \$402.3 million compared to \$324.4 million during the three months ended March 31, 2023. The increase of \$78.0 million is primarily due to an increase in subscription revenue of \$72.8 million, comprising \$41.4 million from increases in our subscriber base and \$31.4 million from increases in subscription package prices and attachments sold. Advertising revenue increased \$4.7 million primarily due to an increase in CPMs and number of impressions sold.

Subscriber related expenses*Three Months Ended March 31, 2024 and 2023*

During the three months ended March 31, 2024, we recognized subscriber related expenses of \$360.2 million compared to \$301.4 million during the three months ended March 31, 2023. The increase of \$58.8 million was primarily due to an increase in affiliate distribution rights and other distribution costs primarily resulting from an increase in subscribers and contractual rates.

Broadcasting and transmission*Three Months Ended March 31, 2024 and 2023*

During the three months ended March 31, 2024, we recognized broadcasting and transmission expenses of \$14.5 million compared to \$19.8 million during the three months ended March 31, 2023. The decrease of \$5.3 million was primarily due to a reduction in expenses resulting from initiatives implemented by the Company to optimize our cloud infrastructure.

Sales and marketing*Three Months Ended March 31, 2024 and 2023*

During the three months ended March 31, 2024, we recognized sales and marketing expenses of \$43.2 million which was flat compared to \$42.9 million during the three months ended March 31, 2023.

Technology and development*Three Months Ended March 31, 2024 and 2023*

During the three months ended March 31, 2024, we recognized technology and development expenses of \$20.0 million compared to \$18.2 million during the three months ended March 31, 2023. The increase of \$1.8 million was primarily due to a \$0.9 million increase in payroll expense and \$0.9 million increase in stock-based compensation.

General and Administrative*Three Months Ended March 31, 2024 and 2023*

During the three months ended March 31, 2024, general and administrative expenses totaled \$18.5 million compared to \$14.7 million during the three months ended March 31, 2023. The increase of \$3.8 million was primarily due to a \$2.1 million increase in professional fees, \$0.7 million increase in payroll expense, and \$0.4 million increase in stock-based compensation.

Depreciation and amortization

Three Months Ended March 31, 2024 and 2023

During the three months ended March 31, 2024, we recognized depreciation and amortization expenses of \$9.3 million compared to \$8.8 million during the three months ended March 31, 2023. The increase of \$0.4 million was primarily due to an increase in the amortization of capitalized internal use software.

Other Income (Expense)

Three Months Ended March 31, 2024 and 2023

During the three months ended March 31, 2024, we recognized \$7.1 million of other income, net compared to \$2.0 million of other expense, net during the three months ended March 31, 2023. The change of \$9.1 million was primarily due to a \$9.7 million gain on extinguishment of debt related to the exchange of a portion of the 2026 Notes with the 2029 Notes.

Income tax (provision) benefit

Three Months Ended March 31, 2024 and 2023

During the three months ended March 31, 2024, we recognized income tax expense of \$0.1 million compared to an income tax benefit of \$0.1 million during the three months ended March 31, 2023. The increase of \$0.2 million was primarily driven by foreign taxes related to our Indian operations. The Company has not provided any income tax benefit relating to its current operating losses in the U.S., France, and Spain as the Company concluded that its deferred tax assets in those countries are not realizable on a more-likely-than-not basis.

Loss from discontinued operations, net of tax

Three Months Ended March 31, 2024 and 2023

During the three months ended March 31, 2024, we recognized loss from discontinued operations of \$0.3 million which was flat compared to a loss of \$0.3 million during the three months ended March 31, 2023.

Key Performance Metrics

We use certain key performance metrics to monitor and manage our business, including to measure our operating performance, identify trends affecting our business and make strategic decisions. We believe these key performance metrics provide useful information to investors in evaluating our operating results in the same manner management does.

Paid Subscribers

We believe the number of paid subscribers is a relevant measure to gauge the size of our user base. Paid subscribers are total subscribers that have completed registration with Fubo, have activated a payment method (only reflects one paying user per plan), from which Fubo has collected payment in the month ending the relevant period. Users who are on a free (trial) period are not included in this metric.

We had 1.5 million and 1.3 million paid subscribers in the United States and Canada ("North America" or "NA") as of March 31, 2024 and 2023, respectively, and 0.4 million and 0.4 million paid subscribers in the remaining territories in which the Company operates ("Rest of World" or "ROW") as of March 31, 2024 and 2023, respectively.

Average Revenue Per User

We believe ARPU provides useful information for investors to gauge the revenue generated per subscriber on a monthly basis. ARPU, with respect to a given period, is defined as total Subscription revenue and Advertising revenue recognized in such period, divided by the average daily paid subscribers in such period, divided by the number of months in such period. Advertising revenue, like Subscription revenue, is primarily driven by the number of subscribers to our platform and per-subscriber viewership such as the type of, and duration of, content watched on platform. We believe ARPU is an important metric for both management and investors to evaluate the Company's core operating performance and measure our subscriber monetization, as well as evaluate unit economics, payback on subscriber acquisition cost and lifetime value per subscriber. In addition, we believe that presenting a geographic breakdown for North America ARPU and ROW ARPU allows for a more meaningful assessment of the business because of the significant differences in both Subscription revenue and Advertising revenue generated on a per subscriber basis in North America when compared to ROW due to our current subscription pricing models and advertising monetization in the two geographic regions.

Our NA ARPU was \$84.54 and \$76.79 for the three months ended March 31, 2024 and 2023, respectively, and our ROW ARPU was \$7.00 and \$6.57 for the three months ended March 31, 2024 and 2023, respectively.

Gross Profit and Gross Margin (GAAP)

Gross Profit is defined as Revenue less Subscriber related expenses and Broadcasting and transmission. Gross Margin is defined as Gross Profit divided by Revenue. We believe these measures are useful because they represent key profitability metrics for our business and are used by management to evaluate the performance of our business, including measuring the cost to deliver our product to subscribers against revenue.

Our Gross Profit was \$27.7 million and \$3.2 million for the three months ended March 31, 2024 and 2023, respectively. Our Gross Margin was 6.9% and 1.0% for the same periods, respectively.

The tables below provide a reconciliation of NA ARPU and ROW ARPU to GAAP Subscription and Advertising Revenue (in thousands, except average subscribers and average per user amounts):

Reconciliation of GAAP Subscription and Advertising Revenue to North America ARPU

	Three Months Ended March 31,	
	2024	2023
	<i>As-Reported</i>	<i>As-Reported</i>
Subscription Revenue (GAAP)	\$ 373,714	\$ 300,875
Advertising Revenue (GAAP)	27,469	22,721
(Subtract):		
ROW Subscription Revenue	(8,143)	(7,618)
ROW Advertising Revenue	(244)	(206)
Total	392,796	315,772
Divide:		
Average Subscribers (North America)	1,548,782	1,370,783
Months in Period	3	3
North America Monthly Average Revenue per User (NA ARPU)	\$ 84.54	\$ 76.79

Reconciliation of GAAP Subscription and Advertising Revenue to ROW ARPU

	Three Months Ended March 31,	
	2024	2023
	<i>As-Reported</i>	<i>As-Reported</i>
Subscription Revenue (GAAP)	\$ 373,714	\$ 300,875
Advertising Revenue (GAAP)	27,469	22,721
(Subtract):		
North America Subscription Revenue	(365,571)	(293,257)
North America Advertising Revenue	(27,225)	(22,515)
Total	8,387	7,824
Divide:		
Average Subscribers (ROW)	399,528	396,956
Months in Period	3	3
ROW Monthly Average Revenue per User (ROW ARPU)	\$ 7.00	\$ 6.57

Liquidity and Capital Resources

The accompanying consolidated financial statements have been prepared assuming that we will continue as a going concern, which contemplates the continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business. See Note 13 in the accompanying unaudited condensed consolidated financial statements for a further discussion of our cash commitments and contractual obligations as of March 31, 2024, including lease obligations and sponsorship agreements, in addition to our discussion below regarding the dissolution of Fubo Gaming in October 2022.

Our primary sources of cash are receipts from subscribers and advertising revenue as well as proceeds from equity and debt financings. Our primary uses of cash are content and programming license fees and operating expenses, including payroll-related, marketing, technology and professional fees. In addition, prior to the dissolution of our subsidiary, Fubo Gaming, on October 17, 2022 and the concurrent termination of operations of Fubo Sportsbook, our primary uses of cash included expenses related to the launch and operations of our wagering business. As a result of the dissolution of Fubo Gaming and termination of Fubo Sportsbook operations, we have incurred immaterial cash charges to date and may incur further cash charges, the amount and timing of which cannot be estimated at this time.

In February 2021, we raised \$389.4 million, net of offering expenses, through the sale of \$402.5 million aggregate principal amount of 3.25% senior convertible notes due 2026 (the "2026 Notes"). The 2026 Notes bear interest at a rate of 3.25% per annum, payable semi-annually each year. In October 2023, the Company repurchased \$5.0 million principal amount of the 2026 Notes for \$3.3 million. In January 2024, we exchanged (the "Exchange") \$205.8 million principal amount of the 2026 Notes for \$177.5 million in aggregate principal amount of the Company's new convertible senior secured notes due 2029 (the "2029 Notes"). Upon completion of the Exchange, the aggregate principal amount of the 2026 Notes outstanding is \$191.7 million, and the aggregate principal amount of the 2029 Notes outstanding is \$177.5 million. At our election for any interest period, the 2029 Notes will bear interest at a rate of (i) 7.50% per annum on the principal amount thereof if interest is paid in cash and (ii) 10.00% per annum on the principal amount thereof if interest is paid in kind, in each case payable semi-annually each year.

We currently have an effective shelf registration statement on Form S-3 (No. 333-258428) initially filed with the SEC on August 4, 2021, as amended (the "2021 Form S-3"), pursuant to which we may offer, from time to time, in one or more offerings any combination of common stock, preferred stock, debt securities, warrants, purchase contracts and units of up to \$750.0 million in the aggregate. We also have an additional effective shelf registration statement on Form S-3 (No. 333-266557) filed with the SEC on August 5, 2022 under which we may offer, from time to time, in one or more offerings any combination of common stock, preferred stock, debt securities, warrants, purchase contracts and units of up to \$750.0 million in the aggregate. In addition, we have an effective shelf registration statement on Form S-3 (No. 333-277677) under which we may offer, from time to time, in one or more offerings any combination of common stock, preferred stock, debt securities, warrants, purchase contracts and units (the "2024 Form S-3"). On August 4, 2022, we entered into an at-the-market sales agreement with Evercore Group L.L.C., Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and Needham & Company, LLC, as sales agents, under which we may, from time to time, sell shares of our common stock having an aggregate offering price of up to \$350.0 million through the sales agents (the "ATM Program") under our 2021 Form S-3.

As of March 31, 2024, we had cash, cash equivalents, and restricted cash of \$175.0 million. Based on our current outlook, we expect to primarily use our cash and cash equivalents, and cash flows from operations, to fund our operations. However, our future capital requirements will depend on many factors, including, but not limited to, those detailed in Part II, Item 1A, Risk Factors in this Quarterly Report. We therefore may from time to time seek to raise additional capital, including selling shares of our common stock under our ATM program to, among other things, fund repurchases of our debt or equity securities or, if a change in market conditions or other circumstances impacts our current outlook and/or liquidity needs, to fund our operating plan. We also may raise capital from time to time to strengthen our balance sheet and enhance our liquidity. In addition, we may seek to repurchase, refinance or restructure our outstanding debt securities prior to their maturity in one or more transactions, which may involve the payment of cash or the issuance of additional debt or equity securities.

No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to us. Issuing additional shares of our capital stock, other equity securities, or additional securities convertible into equity may dilute the economic and voting rights of our existing shareholders, reduce the market price of our common stock, or both. Debt securities convertible into equity could be subject to adjustments in the conversion ratio pursuant to which certain events may increase the number of equity securities issuable upon conversion. Preferred stock, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit our ability to pay dividends to the holders of our common stock. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, which may adversely affect the amount, timing, or nature of our future offerings. As a result, holders of our common stock bear the risk that our future offerings may reduce the market price of our common stock and dilute their percentage ownership. If we are unable to raise additional capital due to unfavorable market conditions, including rising interest rates, or otherwise, or generate cash flows necessary to expand our operations and invest in continued innovation, we may not be able to compete successfully, which would harm our business, operations, and financial condition.

Our future capital requirements and the adequacy of our available funds will depend on many factors, including our ability to successfully attract and retain subscribers, develop new technologies that can compete in a rapidly changing market with many competitors and the need to enter into collaborations with other companies or acquire other companies or technologies to enhance or complement our product and service offerings. We believe our existing cash and cash equivalents will provide us with the necessary liquidity to continue as a going concern for at least the next twelve months.

In addition to the foregoing, based on our current assessment, we do not expect any material impact on our long-term development timeline, revenue levels and our liquidity due to macroeconomic factors, including inflationary cost pressures and potential recession indicators. However, we are continuing to assess the impact that macroeconomic factors may have on our operations, financial condition and liquidity, which depends on factors beyond our knowledge and control. See Note 10 in the accompanying unaudited condensed consolidated financial statements for further discussion regarding our outstanding indebtedness.

Cash Flows (in thousands):

	Three Months Ended March 31,	
	2024	2023
Continuing operations:		
Net cash used in operating activities	\$ (67,046)	\$ (77,039)
Net cash used in investing activities	(4,257)	(3,918)
Net cash (used in) provided by financing activities	(4,890)	103,687
Discontinued operations:		
Net cash used in operating activities	(233)	(1,150)
Net cash used in investing activities	—	—
Net (decrease) increase in cash, cash equivalents and restricted cash	\$ (76,426)	\$ 21,580

Continuing operations:
Operating Activities

Net cash used in operating activities was \$67.0 million during the three months ended March 31, 2024 compared to \$77.0 million during the three months ended March 31, 2023. The decrease was primarily driven by a decrease in net loss and an increase in cash receipts from accounts receivables partially offset by an increase in payments for content and programming license fees.

Investing Activities

Net cash used in investing activities was \$4.3 million during the three months ended March 31, 2024 compared to \$3.9 million during the three months ended March 31, 2023. The increase was primarily driven by purchase of intangible assets.

Financing Activities

Net cash used in financing activities was \$4.9 million during the three months ended March 31, 2024 compared to net cash provided by financing activities of \$103.7 million during the three months ended March 31, 2023. The decrease was primarily driven by the lack of proceeds from the ATM Program and payments for financing costs primarily associated with the 2029 Notes during the three months ended March 31, 2024.

Discontinued operations:

Operating and Investing Activities

Net cash used in operating and investing activities was \$0.2 million during the three months ended March 31, 2024 compared to \$1.2 million during the three months ended March 31, 2023. The decrease was primarily driven by minimal activity during the current year since the wind down of Fubo Sportsbook which was terminated in October 2022.

Off-Balance Sheet Arrangements

As of March 31, 2024, there were no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Our discussion and analysis of financial condition and results of operations is based upon our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP” or “U.S. GAAP”). The preparation of these consolidated financial statements and related disclosures requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Those estimates and assumptions include, but are not limited to, allocating the fair value of purchase consideration issued in business acquisitions, recoverability of goodwill and intangible assets, valuation of warrants, and equity instruments and accounting for income taxes, including the valuation allowance on deferred tax assets.

Goodwill

We test goodwill for impairment on an annual basis during the fourth quarter of each calendar year or earlier when circumstances dictate. We measure recoverability of goodwill at the reporting unit level. The process of determining the fair value of a reporting unit is highly subjective and involves the use of significant estimates and assumptions. In performing our annual assessment, we can opt to perform a qualitative assessment to test a reporting unit’s goodwill for impairment or we can directly perform a quantitative assessment. Based on our qualitative assessment, if we determine that the fair value of our reporting unit is, more likely than not, less than its carrying amount, then the quantitative assessment is performed. Any excess of the reporting unit’s carrying amount over its fair value will be recorded as an impairment loss.

Since December 31, 2023, the Company experienced sustained decreases in its stock price and market capitalization. As a result, the Company conducted an impairment test of its goodwill and long-lived assets as of March 31, 2024. The Company estimated the fair value by weighting results from a market approach and an income approach. Significant assumptions inherent in the valuation methodologies included, but are not limited to, prospective financial information (including revenue growth and subscriber related expenses), a long-term growth rate, discount rate, and comparable multiples from publicly-traded companies in the same industry. The results of the impairment test showed that the fair value was in excess of its carrying value. Therefore, it was determined that goodwill is not impaired.

The process of determining the fair value of a reporting unit is highly subjective and involves the use of significant estimates and assumptions. The Company’s March 31, 2024 goodwill impairment test reflects an allocation of 50% and 50% between income and market-based approaches, respectively. The income-based approach also takes into account the future growth and profitability expectations. Significant inputs into the valuation models included the control premium, discount rate, and revenue market multiples as follows:

	March 31, 2024
Control premium	20.0 %
Discount rate	31.5 %
Revenue multiples	0.4x to 0.5x

There have been no material changes to our critical accounting policies and estimates from those disclosed in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of the Annual Report.

Recently Issued Accounting Pronouncements

See Note 3 to our unaudited condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report for a discussion of recent accounting policies.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks in the ordinary course of our business, including risks relating to changes in interest rates and foreign currency. The following discussion provides additional information regarding these risks.

Interest Rate Risk

As of March 31, 2024, we had cash, cash equivalents, and restricted cash of \$175.0 million. Our cash equivalents are generally invested in money market funds. Interest paid on such funds fluctuates with the prevailing interest rate. In addition, as of March 31, 2024, we had \$377.1 million of outstanding indebtedness on a consolidated basis which included \$191.7 million of 2026 Convertible Notes, \$177.5 million of 2029 Convertible Notes and other notes outstanding with an aggregate principal of approximately \$8.0 million. Our indebtedness bears interest at a fixed rate. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. As of March 31, 2024, a hypothetical 10% change in interest rates would not have resulted in a material impact on our consolidated financial statements.

Foreign Currency Risk

Revenues denominated in currencies other than the U.S. dollar account for approximately 2.1% of the consolidated amount for the three months ended March 31, 2024. Our financial statements are reported in U.S. dollars and, accordingly, fluctuations in exchange rates will affect the translation of our revenues and expenses denominated in foreign currencies into U.S. dollars for purposes of reporting our consolidated financial results. Our most significant currency exchange rate exposures are euro and Canadian dollar. As of March 31, 2024, a hypothetical 10% weakening of the euro relative to the U.S. dollar would not have resulted in a material impact on our consolidated financial statements.

Item 4. Controls and Procedures

Limitations on effectiveness of controls and procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of March 31, 2024, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are, and may in the future, be involved in various legal proceedings arising from the normal course of business activities. Although the results of litigation and claims cannot be predicted with certainty, currently, the Company believes that the likelihood of any material adverse impact on the Company's consolidated results of operations, cash flows or our financial position for any such litigation or claims is remote. Regardless of the outcome, litigation can have an adverse impact on the Company because of the costs to defend lawsuits, diversion of management resources and other factors.

Said-Ibrahim v. fuboTV Inc., David Gandler, Edgar M. Bronfman Jr., & Simone Nardi, Case No. 21-cv-01412 (S.D.N.Y.) & Lee v. fuboTV, Inc., David Gandler, Edgar M. Bronfman Jr., & Simone Nardi, Case No. 21-cv-01641 (S.D.N.Y.) (consolidated as In re fuboTV Inc. Securities Litigation, No. 21-cv-01412 (S.D.N.Y.))

On February 17, 2021, putative shareholders Wafa Said-Ibrahim and Adhid Ibrahim filed a class action lawsuit against the Company, co-founder and CEO David Gandler, Executive Chairman Edgar M. Bronfman Jr., and former CFO Simone Nardi (collectively, the "Class Action Defendants"). Plaintiffs allege that Class Action Defendants violated federal securities laws by disseminating false and misleading statements regarding the Company's financial health and operating condition, including the Company's ability to grow subscription levels, prospects, future profitability, seasonality factors, cost escalations, ability to generate advertising revenue, valuation, and entering the online sports wagering market. The Plaintiffs allege that Class Action Defendants violated Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 thereunder, as well as Section 20(a) of the Exchange Act, and seek damages and other relief.

On February 24, 2021, putative shareholder Steven Lee filed a nearly identical class action lawsuit against the same Defendants.

On April 29, 2021, the court consolidated *Said-Ibrahim v. fuboTV Inc., David Gandler, Edgar M. Bronfman Jr., & Simone Nardi, Case No. 21-cv-01412 (S.D.N.Y.)* and *Lee v. fuboTV, Inc., David Gandler, Edgar M. Bronfman Jr., & Simone Nardi, Case No. 21-cv-01641 (S.D.N.Y.)* under *In re FuboTV Inc. Securities Litigation, No. 1:21-cv-01412 (S.D.N.Y.)*. The court also appointed putative shareholder Nordine Aamchoune as lead plaintiff.

On July 12, 2021, Lead Plaintiff filed an Amended Class Action Complaint. Lead Plaintiff seeks to pursue this claim on behalf of himself as well as all other persons who purchased or otherwise acquired Company securities publicly traded on the New York Stock Exchange ("NYSE") between March 23, 2020 and January 4, 2021, inclusive, and who were allegedly damaged thereby.

The Class Action Defendants filed a motion to dismiss the Amended Class Action Complaint on September 10, 2021. Lead Plaintiff filed an opposition on November 9, 2021. Class Action Defendants filed their reply in support of the motion to dismiss on December 9, 2021. On March 30, 2023, the Court granted the Class Action Defendants' motion to dismiss without prejudice.

On May 22, 2023, Lead Plaintiff filed a Second Amended Class Action Complaint, which amended the class period to purchases or acquisitions between May 20, 2020 and January 4, 2021, inclusive. The Class Action Defendants filed their motion to dismiss the Second Amended Class Action Complaint on August 1, 2023. Lead Plaintiff filed his opposition on September 14, 2023. The Class Action Defendants filed their reply on October 5, 2023.

On March 28, 2024, the Court dismissed the Second Amended Complaint without prejudice and ordered that Lead Plaintiff's motion for leave to amend be filed by April 11, 2024. Lead Plaintiff did not move for leave to amend, and, on April 19, 2024 the case was dismissed with prejudice.

DISH Technologies, LLC, et al. v. fuboTV Media Inc., No. 1:23-cv-00986 (D. Del)

On September 6, 2023, DISH Technologies L.L.C. and Sling TV L.L.C. (collectively, "DISH") filed a complaint in the District of Delaware alleging that fuboTV Media Inc. ("fuboTV Media") infringes certain of DISH's patents by streaming video through a fuboTV Media application and seeking damages and injunctive relief.

On December 14, 2023, following a series of stipulated extensions, fuboTV Media filed a motion to dismiss the complaint asserting that DISH's patents are invalid. Briefing on the motion is complete and a hearing was held on March 25, 2024.

The Company believes it has meritorious defenses and intends to defend itself vigorously in this matter.

Fubo Gaming Dissolution

Following the dissolution of Fubo Gaming in October 2022, the Company has received communications from several commercial partners of Fubo Gaming, alleging breach by Fubo Gaming of applicable agreements. Certain of these parties have also asserted that the Company is a guarantor of Fubo Gaming's obligations under the applicable agreements. On May 2, 2023, one such party (comprising two related plaintiff entities, Dynamo Stadium, LLC and Dynamo Soccer, LLC (together, "Dynamo")) filed Demands for Arbitration with the American Arbitration Association ("AAA") against Fubo Gaming, alleging breaches by Fubo Gaming of a sports betting agreement and a sponsorship agreement, as well as against the Company for alleged guaranty obligations under the sports betting agreement. Dynamo sought monetary damages and attorneys' fees and costs. On February 5, 2024, the AAA dismissed the arbitration relating to the sponsorship agreement, and, on February 27, 2024, the AAA dismissed without prejudice the arbitration relating to the sports betting agreement.

Additional allegations or litigation may arise against Fubo Gaming or the Company in the future related to the dissolution of Fubo Gaming, including potential breach of contract claims by other commercial partners of Fubo Gaming or claims seeking to hold the Company responsible for Fubo Gaming's contractual obligations (on contractual guaranty and other bases). The Company believes it has meritorious defenses and intends to defend itself vigorously in any such matters.

FuboTV Inc. and FuboTV Media Inc. vs. The Walt Disney Company, ESPN, Inc., ESPN Enterprises, Inc., Hulu, LLC, Fox Corporation, and Warner Brothers Discovery, Inc.

On February 20, 2024, the Company filed a lawsuit in the U.S. District Court for the Southern District of New York asserting federal and state antitrust claims against Disney, ESPN, Inc. and ESPN Enterprises, Inc. (collectively, "ESPN"), Hulu, LLC ("Hulu"), Fox, and WBD. The Company's complaint asserts four major categories of claims. First, the complaint alleges that the announced joint venture between Disney, WBD, and Fox is unlawful under Section 7 of the Clayton Act and Section 1 of the Sherman Act. Second, the complaint alleges that "bundling" requirements imposed by Disney, ESPN and Fox constitute unlawful tying and block-booking arrangements under Section 1 of the Sherman Act. Third, the complaint alleges that the Defendants' use of "most-favored-nation" clauses in their carriage agreements, in combination with other anticompetitive terms, violates Section 1 of the Sherman Act. Fourth, the complaint alleges that all of this conduct violates New York's Donnelly Act, N.Y. Gen. Bus. Law § 340, for the same reasons it violates federal antitrust law. The Company's complaint seeks injunctive relief to stop the proposed joint venture and other practices described above, damages for harm already suffered because of those practices, and other relief.

On April 8, 2024, the Company filed a motion for preliminary injunction seeking to enjoin the launch of the joint venture pending the outcome of the lawsuit. A hearing on that motion is set to begin on August 7, 2024. On April 9 and 10, 2024, the defendants moved to dismiss Fubo's claims. Briefing on those motions is stayed until after the hearing on Fubo's motion for preliminary injunction.

The Company believes it has meritorious claims and will continue to pursue its rights vigorously in this matter.

Video Privacy Protection Act ("VPPA") Matters

The Company has been named as defendant in putative class action complaints bringing claims under the VPPA, alleging the Company shared subscribers' personally identifiable information to third party advertisers and through the Meta Pixel and Google Analytics without consent. The complaints are captioned *Burdette v fuboTV, Inc.*, No. 1:23-cv-10351 (N.D. Ill.); *Perez, et al., v. fuboTV, Inc.*, No. 0:23-cv-61961 (S.D. Fla.); *Beasley v. fuboTV, Inc.*, No. 1:24-cv-00711 (S.D.N.Y.). Additional allegations or litigation may arise against the Company in the future related to the VPPA and other privacy and consumer protection laws.

The Company believes it has meritorious defenses and intends to defend itself vigorously in any such matters.

Item 1A. Risk Factors

You should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report, including our condensed consolidated financial statements and related notes and the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Our business, financial condition, results of operations, or prospects could also be harmed by risks and uncertainties not currently known to us or that we currently do not believe are material. If any of the risks actually occur, our business, financial condition, results of operations, and prospects could be adversely affected. In that event, the market price of our common stock could decline, and you could lose part or all of your investment.

This Quarterly Report also contains forward-looking statements that involve risks and uncertainties. See “Forward-Looking Statements.” Our actual results could differ materially and adversely from those anticipated in these forward-looking statements as a result of certain factors, including those set forth below.

Risks Related to Our Financial Position and Capital Needs

We have incurred operating losses in the past, expect to incur operating losses in the future and may never achieve or maintain profitability.

We have incurred losses since inception. Our net loss on continuing operations for the three months ended March 31, 2024 was \$56.3 million. We expect that expanding our operations will cause our future operating expenses to increase. If our revenue does not grow at a greater rate than our operating expenses, we will not be able to achieve and maintain profitability. A number of our operating expenses, including expenses related to streaming content obligations, are fixed. If we are not able to either reduce these fixed obligations or other expenses or maintain or grow our revenue, our near-term operating losses may increase. Additionally, we may encounter unforeseen operating or legal expenses, difficulties, complications, delays and other factors that may result in losses in future periods. If our expenses exceed our revenue, we may never achieve or maintain profitability and our business may be harmed.

We may require additional capital to meet our financial obligations and support planned business growth, and this capital might not be available on acceptable terms or at all.

We have made, and intend in the future to make, significant investments to support planned business growth and may require additional funds to respond to business challenges, including the need to develop new features or enhance our existing platform, products and services, expand into additional markets around the world, improve our operating infrastructure or acquire complementary businesses, personnel and technologies. Accordingly, we may need to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, including pursuant to our shelf registration statements on Form S-3, our then existing shareholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing we secure could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. If we were to violate the restrictive covenants contained in the indenture governing our 2029 Secured Convertible Notes (the “2029 notes indenture”) or in any future document governing our indebtedness, we could incur penalties, increased expenses and an acceleration of the payment terms of our outstanding debt, which could in turn harm our business.

We may not be able to obtain additional financing on terms favorable to us, if at all, due to unfavorable market conditions, including rising interest rates, or otherwise. In addition, the 2029 notes indenture, and the exchange agreement entered into in connection with the issuance of the 2029 Secured Convertible Notes (the “Exchange Agreement”), restrict our ability to incur certain indebtedness and issue certain equity securities. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to support our business growth and to respond to business challenges could be significantly impaired, and our business may be harmed.

In addition, our cash, cash equivalents and restricted cash are maintained at financial institutions in amounts that exceed federally insured limits. In the event of failure of any of the financial institutions where we maintain our cash, cash equivalents and restricted cash, there can be no assurance that we will be able to access uninsured funds in a timely manner or at all, and we may be obligated to seek alternative sources of liquidity.

Our revenue is subject to seasonality, and if subscriber behavior during certain seasons falls below our expectations, our business may be harmed.

Seasonal variations in subscriber and marketing behavior significantly affect our business. We have previously experienced, and expect to continue to experience, effects of seasonal trends in subscriber behavior due to the seasonal nature of sports. We generate significantly higher levels of revenue and subscriber additions in the third and fourth quarters of the year, driven primarily by sports leagues, especially the National Football League and college football. Our operating results may also be affected by the scheduling of major sporting events that do not occur annually, such as the World Cup or Olympic Games, or the cancellation or postponement of sporting events. We also typically experience higher advertising sales during the fourth quarter of each calendar year due to greater advertiser demand during the holiday season, but, on the other hand, also typically incur greater marketing expenses as we attempt to attract new subscribers to our platform. In addition, expenditures by advertisers tend to be cyclical and are often discretionary in nature, reflecting overall economic conditions, the economic prospects of specific advertisers or industries, budgeting constraints and buying patterns, and a variety of other factors, many of which are outside our control.

Accordingly, given the seasonal nature of our business, accurate forecasting is critical to our operations. We anticipate that this seasonal impact on revenue is likely to continue, and any shortfall in expected revenue due to macroeconomic conditions, a decline in the effectiveness of our promotional activities, actions by our competitors, or for any other reason, would cause our results of operations to suffer significantly. For example, the COVID-19 pandemic created significant volatility, uncertainty, and economic disruption and, in addition, mounting inflationary cost pressures and potential recession indicators have negatively impacted the global economy. If these factors continue, or worsen, our revenue may be materially impacted. A substantial portion of our expenses are personnel-related and include salaries, stock-based compensation and benefits that are not seasonal in nature. Accordingly, in the event of a revenue shortfall, we would be unable to mitigate the negative impact on margins, at least in the short term, and our business would be harmed.

We might not be able to utilize a significant portion of our net operating loss carryforwards.

As of December 31, 2023, we had federal net operating loss carryforwards of approximately \$1,381.0 million, a portion of which will expire at various dates if not used prior to such dates. Under legislation enacted in 2017, informally titled the Tax Cuts and Jobs Act, as modified by the Coronavirus Aid, Relief, and Economic Security (“CARES”) Act, federal net operating losses incurred in 2018 and in future years may be carried forward indefinitely, but the deductibility of such federal net operating losses in tax years beginning after December 31, 2020 is limited. Other limitations may apply for state tax purposes.

In addition, under Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”), and corresponding provisions of state law, if a corporation undergoes an “ownership change,” which is generally defined as a greater than 50% change, by value, in its equity ownership over a three-year period, the corporation’s ability to use its pre-change net operating loss carryforwards to offset its post-change income may be limited. We have experienced ownership changes in the past, and therefore a portion of our net operating loss carryforwards are subject to an annual limitation under Section 382 of the Code. In addition, we may experience ownership changes in the future as a result of subsequent changes in our stock ownership, including as a result of conversions of the 2026 Convertible Notes and 2029 Secured Convertible Notes, some of which may be outside of our control. A past or future ownership change that materially limits our ability to use our historical net operating loss and tax credit carryforwards may harm our future operating results by effectively increasing our future tax obligations.

Our financial condition and results of operations could be adversely affected if we do not effectively manage our current or future debt.

As of March 31, 2024, we had \$377.1 million of outstanding indebtedness on a consolidated basis which included \$191.7 million of 2026 Convertible Notes, \$177.5 million of 2029 Convertible Notes, and other notes outstanding with an aggregate principal of approximately \$8.0 million. Additionally, the terms of the 2029 notes indenture allow for interest payments on the 2029 Secured Convertible Notes to be paid in kind. If we choose to pay interest on the 2029 Secured Convertible Notes in kind, the aggregate principal amount of 2029 Secured Convertible Notes outstanding will increase.

Our obligations related to our outstanding or any future indebtedness could adversely affect our ability to take advantage of corporate opportunities, which could adversely affect our business, financial condition, and results of operations, including, but not limited to, the following:

- our ability to obtain any necessary financing in the future for working capital, capital expenditures, debt service requirements, or other purposes may be limited, or financing may be unavailable;
- a substantial portion of our cash flows must be dedicated to the payment of principal and interest on our indebtedness and other obligations and will not be available for use in our business;
- lack of liquidity could limit our flexibility in planning for, or reacting to, changes in our business and the markets in which we operate;
- our debt obligations will make us more vulnerable to changes in general economic conditions and/or a downturn in our business, thereby making it more difficult for us to satisfy our obligations; and
- if we fail to make required debt payments or to comply with other covenants in our debt agreements, we would be in default under the terms of these agreements, which could permit our creditors to accelerate repayment of the debt and could cause cross-defaults under other debt agreements. For example, our failure to repay or refinance our 2026 Convertible Notes upon or prior to maturity may trigger an event of default under our 2029 Secured Convertible Notes.

We may also incur additional indebtedness to meet future financing needs. If we incur any additional debt, the related risks that we and our subsidiaries face could intensify.

Finally, we may in the future be in non-compliance with the terms of certain of our other debt instruments. To the extent we are in non-compliance with the terms of such debt instruments, we may be required to make payments to the holders of such instruments, those holders may be entitled to the issuance of stock by us, and the holders of such stock may be entitled to registration or other investor rights.

Servicing our indebtedness will require a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial indebtedness.

Our ability to make scheduled payments of the principal and interest when due, or to refinance our borrowings under our debt agreements, will depend on our future performance and our ability to raise further equity financing, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not generate cash flow from operations in the future sufficient to both (i) satisfy our existing and future obligations to our creditors and (ii) allow us to make necessary capital expenditures. If we are unable to generate such cash flow or raise further equity financing, we may be required to adopt one or more alternatives, such as reducing or delaying investments or capital expenditures, selling assets, refinancing or obtaining additional equity capital on terms that may be onerous or highly dilutive. Additionally, the terms of the 2029 notes indenture allow for interest payments on the 2029 Secured Convertible Notes to be paid-in-kind. If we choose to pay interest on the 2029 Secured Convertible Notes in kind, the aggregate principal amount of 2029 Secured Convertible Notes outstanding will increase. We may need or desire to repay, refinance, restructure or defease our existing indebtedness, including prior to its maturity, in one or more transactions, which may involve the payment of cash or the issuance of additional debt or equity securities. There can be no assurance that we will be able to refinance any of our indebtedness on commercially reasonable terms, if at all. Our ability to refinance existing or future indebtedness will depend on the capital markets and our financial condition at such time. In addition, the terms of the 2029 notes indenture and the Exchange Agreement restrict our ability to incur certain indebtedness and issue certain equity securities. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our current or future debt agreements.

Our operating results may fluctuate, which makes our results difficult to predict.

Our revenue and operating results could vary significantly from quarter-to-quarter and year-to-year because of a variety of factors, many of which are outside of our control and may not fully reflect the underlying performance of our business. As a result, comparing our operating results on a period-to-period basis may not be meaningful. In addition to other risk factors discussed herein, factors that may contribute to the variability of our quarterly and annual results include:

- our ability to retain and grow our subscriber base, as well as increase engagement among new and existing subscribers;

- our ability to maintain effective pricing practices, in response to the competitive markets in which we operate or other macroeconomic factors, such as inflation or increased taxes;
- the addition or loss of popular content or channels, including our ability to enter into new content deals or negotiate renewals with our content providers on terms that are favorable to us, or at all;
- our ability to effectively manage our growth;
- our ability to attract and retain existing advertisers;
- seasonal, cyclical or other shifts in revenue and expenses;
- our revenue mix;
- the entrance of new competitors or competitive products or services, whether by established or new companies;
- our ability to keep pace with changes in technology and our competitors, and the timing of the launch of new or updated products, content or features;
- interruptions in service, whether or not we are responsible for such interruptions, and any related impact on our reputation;
- our ability to pursue and appropriately time our entry into new geographic or content markets and, if pursued, our management of this expansion;
- costs associated with litigation, including antitrust and intellectual property infringement litigation;
- the impact of general economic conditions on our revenue and expenses; and
- changes in regulations affecting our business.

This variability makes it difficult to forecast our future results with precision and to assess accurately whether increases or decreases are likely to cause quarterly or annual results to exceed or fall short of previously issued guidance. While we assess our quarterly and annual guidance and update such guidance when we think it is appropriate, unanticipated future volatility can cause actual results to vary significantly from our guidance, even where that guidance reflects a range of possible results.

If we fail to effectively manage our growth, our business, operating results, and financial condition may suffer.

We have experienced significant growth rates in both the number of subscribers on our platform and revenue over the last few years. As we grow larger and increase our subscriber base and usage, we expect it will become increasingly difficult to maintain the rate of growth we have experienced.

In addition, our growth to date has placed significant demands on our management and on our operational and financial infrastructure, and we expect these trends to continue in connection with further growth. In order to attain and maintain profitability, we will need to recruit, integrate, and retain skilled and experienced personnel who can demonstrate our value proposition to subscribers, advertisers, and business partners and who can increase the monetization of our platform. Continued growth could also strain our ability to maintain reliable service levels for our customers, effectively monetize the content streamed, develop and improve our operational and financial controls, and recruit, train, and retain highly skilled personnel. If our systems do not evolve to meet the increased demands placed on us by an increasing number of advertisers, we also may be unable to meet our obligations under advertising agreements with respect to the delivery of advertising or other performance obligations. As our operations grow in size, scope, and complexity, we will need to improve and upgrade our systems and infrastructure, which will require significant expenditures and allocation of valuable technical and management resources. If we fail to maintain efficiency and allocate limited resources effectively in our organization as it grows, our business, operating results, and financial condition may suffer.

We have been expanding our operations internationally, and as our international offering evolves, we are managing and adjusting our business to address varied content offerings, consumer customs and practices, in particular those dealing with e-commerce and streaming video, as well as differing legal and regulatory environments.

Risks Related to Our Relationships with Content Providers, Customers and Other Third Parties

The long-term nature of certain of our content commitments may limit our operating flexibility and could adversely affect our liquidity and results of operations.

In connection with licensing streaming content, we typically enter into multi-year agreements with content providers. Given the multiple-year duration, if subscriber acquisition and retention do not meet our expectations, our margins may be adversely impacted. In the past, we had long term programming deals that required minimum license guarantee payments and we failed to make certain of those minimum guarantee payments to certain key programmers. We currently do not have any material programming deals that require minimum license fees in the United States, however, to the extent we fail to make any minimum guarantee payments in the future, if applicable, we may lose access to such content. .

We also enter into multi-year commitments for content that we produce, either directly or through third parties, including elements associated with these productions such as non-cancelable commitments under talent agreements. Payment terms for certain content commitments, such as content we directly produce, will typically require more up-front cash payments than other content licenses or arrangements whereby we do not fund the production of such content.

To the extent subscriber and/or revenue growth do not meet our expectations, our liquidity and results of operations could be adversely affected as a result of content commitments and payment requirements of certain agreements. In addition, the long-term nature of certain of our commitments may limit our flexibility in planning for or reacting to changes in our business and the market segments in which we operate. If we license and/or produce content that is not favorably received by consumers in a territory, or is unable to be shown in a territory, acquisition and retention may be adversely impacted and given the long-term and fixed cost nature of certain of our content commitments, as well as operational/technical costs tied to those commitments, we may not be able to adjust our content offering quickly and our results of operations may be adversely impacted.

Our results may be adversely affected if long-term content contracts are not renewed on sufficiently favorable terms.

We typically enter into long-term contracts for both the acquisition and the distribution of media content, including contracts for the acquisition of content rights for sporting events and other programs. As these contracts expire, we must renew or renegotiate the contracts, and if we are unable to renew them on acceptable terms, we may lose content rights or distribution rights. Even if these contracts are renewed, the cost of obtaining content rights may increase (or increase at faster rates than our historical experience). Moreover, our ability to renew these contracts on favorable terms may be affected by consolidation in the market for content distribution, the entrance of new participants in the market for distribution of content, the scale of our subscriber base and other factors. With respect to the acquisition of content rights, particularly sports content rights, the impact of these long-term contracts on our results over the term of the contracts depends on a number of factors, including the strength of advertising markets, subscription levels and rates for content, effectiveness of marketing efforts and the size of viewer audiences. There can be no assurance that revenues from content based on these rights will exceed the cost of the rights plus the other costs of producing and distributing the content.

If we fail to obtain or maintain popular content, we may fail to retain existing subscribers and attract new subscribers.

We have invested a significant amount of time to cultivate relationships with our content providers; however, such relationships may not continue to grow or yield further financial results. We must continuously maintain existing relationships and identify and establish new relationships with content providers to provide popular content. In order to remain competitive, we must consistently meet customer demand for popular streaming channels and content, particularly as we enter new markets, including international markets. If we are not successful in maintaining channels on our platform that attract and retain a significant number of subscribers, or if we are not able to do so in a cost-effective manner, our business will be harmed.

We enter into agreements with our content providers, which have varying terms and conditions, including expiration dates. Upon expiration of these agreements, we are required to re-negotiate and renew them in order to continue providing content from these providers on our streaming platform. We have in the past been unable, and in the future may not be able, to reach a satisfactory agreement with certain content providers before our existing agreements have expired. If we are unable to renew such agreements on a timely basis on mutually agreeable terms, we may be required to temporarily or permanently remove certain channels from our streaming platform. The loss of such channels from our streaming platform for any period of time may harm our business, including as a result of customer confusion and/or dissatisfaction regarding the change in programming available on our platform. If we fail to maintain our relationships with the content providers on terms favorable to us, or at all, or if these content providers face problems in delivering their content across our platform, we may lose channel partners or subscribers and our business may be harmed.

If our efforts to attract and retain subscribers are not successful, our business will be adversely affected.

We have experienced significant subscriber growth over the past several years. Our ability to continue to attract subscribers will depend in part on our ability to consistently provide our subscribers with compelling content choices at competitive prices and effectively market our platform. Furthermore, the relative service levels, content offerings, pricing and related features of our competitors may adversely impact our ability to attract and retain subscribers. In addition, many of our subscribers re-join our platform or originate from word-of-mouth referrals from existing subscribers. If our efforts to satisfy our existing subscribers are not successful, we may not be able to attract subscribers, and as a result, our ability to maintain and/or grow our business will be adversely affected.

If consumers perceive a reduction in the value of our platform because, for example, we introduce new or adjust existing features, adjust pricing or platform offerings, or change the mix of content in a manner that is not favorably received by them, we may not be able to attract and retain subscribers. Subscribers cancel their subscription for many reasons, including due to a perception that they do not use the platform sufficiently, the need to cut household expenses, the availability of content is unsatisfactory, competitive services provide a better value or experience and customer service issues are not satisfactorily resolved. We must continually add new subscriptions both to replace canceled or expired subscriptions and to grow our business beyond our current subscription base. While we permit multiple subscribers within the same household to share a single account for non-commercial purposes, if account sharing is abused, our ability to add new subscribers may be hindered and our results of operations may be adversely impacted. If we do not grow as expected, given, in particular, that our content costs are largely contracted over several years, we may not be able to adjust our expenditures or increase our (per subscriber) revenues commensurate with the lowered growth rate such that our margins, liquidity and results of operations may be adversely impacted.

Our business, financial condition, and results of operations are also impacted by changes in the distribution strategy by the various content providers on our platform. This also impacts our ability to accurately forecast subscriber growth and revenue. Some of these changes may include the simulcasting and/or exclusive streaming of content, including sporting events that traditionally were only broadcasted on linear Pay TV, on direct-to-consumer (“DTC”) “plus services” at generally lower prices. If current or future content partners refuse to grant our subscribers access to stream certain channels or sporting events, or make their content available on their own DTC platform or our competitors’ platforms, whether exclusively or at more attractive pricing, this could adversely affect our ability to acquire and retain subscribers, which could materially and adversely affect our business, financial condition and results of operation. In addition, if popular local sports programming, which has historically had limited carriage and distribution via regional sports networks, continues to shift to national broadcast networks and as a result continues to become more widely available on competitor platforms, including those that have not previously carried regionalized sports programming, it could adversely impact our ability to acquire this content, or to do so in cost-effective manner, or our ability to compete with current and new competitors.

If we are unable to successfully compete with current and new competitors in both retaining our existing subscribers and attracting new subscribers, our business could be adversely affected. Further, if excessive numbers of subscribers cancel our service, we may be required to incur significantly higher marketing expenditures than we currently anticipate replacing these subscribers with new subscribers.

We are actively taking steps in response to actions by competitors that we believe are harmful to competition within the industry and to consumers, for example, through the filing of our antitrust lawsuit to prevent the launch of the Network JV. If we are not successful in those efforts, our business, financial condition and results of operations could be materially and adversely affected. For additional information, see the Risk Factor titled “If our antitrust lawsuit to prevent the launch of the Network JV is unsuccessful, the launch of the Network JV as envisioned would likely materially and adversely affect us, including by threatening the solvency of our business.”

Our agreements with certain distribution partners may contain parity obligations which limit our ability to pursue unique partnerships.

Our agreements with certain distribution partners contain obligations which require us to offer them the same technical features, content, pricing and packages that we make available to our other distribution partners and also require us to provide parity in the marketing of the availability of our application across our distribution partners. These parity obligations may limit our ability to pursue technological innovation or partnerships with individual distribution partners and may limit our capacity to negotiate favorable transactions with different partners or otherwise provide improved products and services. As our technical feature developments progress at varying speeds and at different times with different distribution partners, we currently offer some enhanced technical features on distribution platforms that we do not make available on other distribution platforms, which limits the quality and uniformity of our offering to all consumers across our distribution platforms. In addition, delays in technical developments across our distribution partners puts us at risk of breaching our parity obligations with such distribution platforms, which threatens the certainty of our agreements with distribution partners.

If we are unable to maintain an adequate supply of ad inventory on our platform, our business may be harmed.

We may fail to attract content providers that generate sufficient ad content hours on our platform and continue to grow our video ad inventory. Our business model depends on our ability to grow video ad inventory on our platform and sell it to advertisers. We grow ad inventory by adding and retaining content providers on our platform with ad-supported channels that we can monetize. If we are unable to grow and maintain a sufficient supply of quality video advertising inventory at reasonable costs to keep up with demand, our business may be harmed.

We operate in a highly competitive industry, and we compete for advertising revenue with other internet streaming platforms and services, as well as traditional media, such as radio, broadcast, cable and satellite TV and satellite and Internet radio. We may not be successful in maintaining or improving our fill-rates or CPMs.

Our competitors offer content and other advertising mediums that may be more attractive to advertisers than our TV streaming platform. These competitors are often very large and have more advertising experience and financial resources than we do, which may adversely affect our ability to compete for advertisers and may result in lower revenue from advertising. If we are unable to increase our advertising revenue by, among other things, continuing to improve our platform’s data capabilities to further optimize and measure advertisers’ campaigns, increase our advertising inventory and expand our advertising sales team and programmatic capabilities, our business and our growth prospects may be harmed. We may not be able to compete effectively or adapt to any such changes or trends, which would harm our ability to grow our advertising revenue and harm our business.

If content providers refuse to license streaming content or other rights upon terms acceptable to us, our business could be adversely affected.

Our ability to provide our subscribers with content they can watch depends on content providers and other rights holders licensing rights, including distribution rights, to such content and certain related elements thereof, such as the public performance of music contained within the content we distribute. The license periods and the terms and conditions of such licenses vary, and we may be operating outside the terms of some of our current licenses. As content providers develop their own streaming services, they may be unwilling to provide us with access to certain content, including popular series or movies. If the content providers and other rights holders are not or are no longer willing or able to license us content upon terms acceptable to us, our ability to stream content to our subscribers may be adversely affected and/or our costs could increase. Because of these provisions as well as other actions we may take, content available through our service can be withdrawn on short notice. As competition increases, we see the cost of certain programming increase.

Further, if we do not maintain a compelling mix of content, our subscriber acquisition and retention may be adversely affected.

Our content providers impose a number of restrictions on how we distribute and market our products and services, which can adversely affect our business.

A number of our major content partners impose significant restrictions on how we can distribute and market our products and services. For example, our content partners may prevent us from partnering with third party distributors and manufacturers to exploit new market opportunities or prevent us from bundling or reselling our products with third party products and services, or otherwise restrict how we might brand or market our products and services. Our content partners also impose restrictions on the content and composition of the packages we can make available to our customers and restrictions on how we might make some or all of our content available to customers (such as on a standalone basis, length of free trials/ previous or modified access or shorter form content). These restrictions may prevent us from responding dynamically to changing customer expectations or market demands or exploiting lucrative partnership opportunities. Content providers may also restrict the advertising that may be made available in connection with their content, including restrictions on the content and timing of such advertising, and restrictions on how advertising may be sold (such as a limit to sale on an aggregated, non-content specific basis only), which limits our opportunity to exploit potentially lucrative revenue streams.

Content providers may also provide their content only on a service that includes a minimum number of channels from other providers or require that we only provide their content in specific service tiers that include a specific mix of programming. Certain provisions in these agreements could become a challenge to comply with if we were to lose rights under agreements with key programmers.

In addition, our content partners generally impose requirements on us to treat them at least as favorably as other major providers in various ways, such as equal treatment with respect to content recommendations, displays on user interfaces, the marketing and promotion of content and streaming quality standards. This may materially restrict the functionality and performance of our technology, particularly our proprietary recommendation engine. This may also prevent us from offering commercial benefits to certain content providers, limiting our capacity to negotiate favorable transactions and overall limiting our ability to provide improved products and services.

Our agreements with content providers are complex, with various rights restrictions and favorability obligations which impose onerous compliance obligations.

The content rights granted to us are complex and multi-layered and differ substantially across different content and content providers. We may be able to make certain content available on a VOD basis or on certain devices but may be restricted from doing the same with other content, sometimes even with the same content provider. We are often not able to make certain content available at certain times or in certain geographical regions. In addition, our obligations to provide equality in the treatment between certain content providers require us to continuously monitor and assess treatment of content providers and content across our products and services.

These complex restrictions and requirements impose a significant compliance burden which is costly and challenging to maintain. A failure to maintain these obligations places us at risk of breaching our agreements with content providers, which could lead to loss of content and damages claims, which would have a negative impact on our products and service and our financial position.

We face risks, such as unforeseen costs and potential liability in connection with content we acquire, produce, license and/or distribute through our service.

As a producer and distributor of content, we face potential liability for negligence, copyright and trademark infringement, or other claims based on the nature and content of materials that we acquire, produce, license and/or distribute. We also may face potential liability for content used in promoting our service, including marketing materials. We are devoting more resources toward the development, production, marketing and distribution of original programming, including Fubo Sports Network and the Maximum Effort Channel. We believe that original and exclusive programming can help differentiate our service from other offerings, enhance our brand and otherwise attract and retain subscribers. To the extent our programming does not meet our expectations, in particular, in terms of costs, viewing and popularity, our business, including our brand and results of operations may be adversely impacted. As we have expanded our original programming, we have become responsible for production costs and other expenses, such as ongoing guild payments. We also take on risks associated with production, such as completion and key talent risk, which risks were heightened during COVID-19. Further, negotiations or renewals related to entertainment industry collective bargaining agreements could negatively impact timing and costs associated with our productions. We contract with third parties related to the development, production, marketing and distribution of our original programming. We may face potential liability or may suffer significant losses in connection with these arrangements, including but not limited to if such third parties violate applicable law, become insolvent or engage in fraudulent behavior. To the extent we create and sell physical or digital merchandise relating to our programming, and/or license such rights to third parties, we could become subject to product liability, intellectual property or other claims related to such merchandise. We may decide to remove content from our service, not to place licensed or produced content on our service or discontinue or alter production of original content if we believe such content might not be well-received by our current or potential subscribers, or could be damaging to our brand or business.

To the extent we do not accurately anticipate costs or mitigate risks, including for content that we obtain but ultimately does not appear on or is removed from our service, or if we become liable for content we acquire, produce, license and/or distribute, our business may suffer. Litigation to defend these claims could be costly and the expenses and damages arising.

If our efforts to build a strong brand and to maintain customer satisfaction and loyalty are not successful, we may not be able to attract or retain subscribers, and our business may be harmed.

Building and maintaining a strong brand is important to our ability to attract and retain subscribers, as potential subscribers have a number of TV streaming choices. Successfully building a brand is a time-consuming and comprehensive endeavor and can be positively and negatively impacted by any number of factors. Some of these factors, such as the quality or pricing of our platform or our customer service, are within our control. Other factors, such as the quality of the content that our content publishers provide, may be out of our control, yet subscribers may nonetheless attribute those factors to us. Our competitors may be able to achieve and maintain brand awareness and market share more quickly and effectively than we can. Many of our competitors are larger companies with substantial resources to devote to promoting their brands through traditional forms of advertising, such as print media and TV commercials, and have substantial resources to devote to such efforts. Our competitors may also have greater resources to utilize Internet advertising or website product placement more effectively than we can. In addition, as our current and/or future content partners continue to shift content, including sporting events, that were traditionally only broadcasted on linear Pay TV, to their own platform or our competitors' DTC platforms, whether exclusively or at more attractive prices, it could adversely affect our ability to build and differentiate our brand and value proposition to our subscribers. If we are unable to execute on building a strong brand, differentiating our business and platform from our competitors in the marketplace, our ability to attract and retain subscribers may be adversely affected and our business may be harmed.

We rely upon a number of partners to make our service available on their devices.

We currently offer subscribers the ability to receive streaming content through a host of Internet-connected screens, including TVs, digital video players, television set-top boxes and mobile devices. Some of our agreements with key distribution partners give distribution partners the ability to terminate their carriage of our service. If we are not successful in maintaining existing and creating new relationships, or if we encounter technological, content licensing, regulatory, business or other impediments to delivering our streaming content to our subscribers via these devices, our ability to retain subscribers and grow our business could be adversely impacted.

Our business could be adversely affected if a number of our partners do not continue to provide access to our service or are unwilling to do so on terms acceptable to us, which terms may include the degree of accessibility and prominence of our service. Furthermore, devices are manufactured and sold by entities other than Fubo, and while these entities should be responsible for the devices' performance, the connection between these devices and Fubo may nonetheless result in consumer dissatisfaction toward Fubo and such dissatisfaction could result in claims against us or otherwise adversely impact our business. In addition, technology changes to our streaming functionality may require that partners update their devices or may lead us to stop supporting the delivery of our service on certain legacy devices. If partners do not update or otherwise modify their devices, or if we discontinue support for certain devices, our service and our subscribers' use and enjoyment could be negatively impacted.

We rely upon Google Cloud Platform and Amazon Web Services to operate certain aspects of our service, and any disruption of or interference with our use of Google Cloud Platform and/or Amazon Web Services would impact our operations and our business could be adversely impacted.

Each of Google Cloud Platform ("GCP") and Amazon Web Services ("AWS") provides a distributed computing infrastructure platform for business operations, or what is commonly referred to as a "cloud" computing service. We have architected our software and information technology systems so as to utilize data processing, storage capabilities and other services provided by both GCP and AWS. Currently, we run the vast majority of our computing on GCP with some key components running on AWS. Given this, along with the fact that we cannot easily switch what is specifically running now on GCP and/or AWS to another cloud provider, any disruption of or interference with our use of GCP and/or AWS would impact our operations, and our business could be adversely impacted. Google (through YouTube TV) and, to a lesser extent, Amazon (through Amazon Prime) compete with us and, if Google or Amazon were to use GCP or AWS, respectively, in such a manner as to gain competitive advantage against our service, it could harm our business.

Risks Related to Our Financial Reporting and Disclosure

If we identify material weaknesses in the future or otherwise fail to maintain an effective system of internal controls, investors could lose confidence in the accuracy and completeness of our financial reports.

As a public company, we are required to maintain internal control over financial reporting and to report any material weaknesses in such internal control. Section 404 of the Sarbanes-Oxley Act of 2002 requires that we evaluate and determine the effectiveness of our internal control over financial reporting. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. Our independent registered public accounting firm is required to attest to the effectiveness of our internal control over financial reporting.

The process of designing and implementing internal control over financial reporting required to comply with Section 404 of the Sarbanes-Oxley Act is time-consuming, costly, and complicated. If during the evaluation and testing process we identify one or more material weaknesses in our internal control over financial reporting, our management will be unable to assert that our internal control over financial reporting is effective. Even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm may conclude that there are material weaknesses with respect to our internal controls or the level at which our internal controls are documented, designed, implemented, or reviewed. If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports, the market price of our common stock could be adversely affected and we could become subject to litigation or investigations by the stock exchange on which our securities are listed, the SEC or other regulatory authorities, which could require additional financial and management resources.

Our key metrics and other estimates are subject to inherent challenges in measurement, and real or perceived inaccuracies in those metrics may seriously harm and negatively affect our reputation and our business.

We regularly review key metrics related to the operation of our business, including, but not limited to average revenue per user, and number of subscribers, to evaluate growth trends, measure our performance, and make strategic decisions. These metrics are calculated using internal company data and have not been validated by an independent third party. While these numbers are based on what we believe to be reasonable estimates of our subscriber base for the applicable period of measurement, there are inherent challenges in measuring how our platform is used across large populations.

Errors or inaccuracies in our metrics or data could result in incorrect business decisions and inefficiencies. For instance, if a significant understatement or overstatement of subscribers were to occur, we may expend resources to implement unnecessary business measures or fail to take required actions to attract a sufficient number of subscribers to satisfy our growth strategies.

In addition, advertisers generally rely on third-party measurement services to calculate our metrics, and these third-party measurement services may not reflect our true audience. If advertisers, partners, or investors do not perceive our subscriber, geographic, or other demographic metrics to be accurate representations of our subscriber base, or if we discover material inaccuracies in our subscriber, geographic, or other demographic metrics, our reputation may be seriously harmed, and our business and operating results could be materially and adversely affected.

Preparing and forecasting our financial results requires us to make judgments and estimates which may differ materially from actual results, and if our operating and financial performance does not meet the guidance that we provide to the public, the market price of our common stock may decline.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported periods. We base such estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, but actual results may differ from these estimates. Using such estimates has the potential to negatively impact the results we report which could negatively impact our stock price.

In addition, from time to time, we release guidance regarding our future performance. Such guidance is based upon a number of assumptions and estimates that, although presented with numerical specificity, are inherently subject to business, economic and competitive uncertainties and contingencies, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. Any such guidance will be composed of forward-looking statements subject to the risks and uncertainties described in this Quarterly Report and in our other public filings and public statements. Our actual results may not always be in line with or exceed, and could differ materially from, any guidance we have provided, especially in times of economic uncertainty such as the current environment. If, in the future, our operating or financial results for a particular period do not meet any guidance we provide or the expectations of investment analysts, or if we reduce our guidance for future periods, the market price of our common stock may decline.

Impairment in the carrying value of goodwill or long-lived assets could negatively affect our operating results.

We have a significant amount of goodwill and long-lived assets on our condensed consolidated balance sheet. Under generally accepted accounting principles, annually, and upon the identification of a triggering event, management is required to perform an evaluation of the recoverability of goodwill and long-lived assets. Triggering events potentially warranting an interim goodwill impairment test include, among other factors, declines in historical or projected revenue, operating income or cash flows, and sustained declines in the Company's stock price or market capitalization, considered both in absolute terms and relative to peers. If business conditions or other factors cause profitability and cash flows to decline, we may be required to record non-cash impairment charges. If the carrying value of our reporting unit exceeds the current fair value, the goodwill is considered impaired and is reduced to fair value by a non-cash charge to earnings. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amount. Impairment, if any, is based on the excess of the carrying amount over the fair value, based on market value when available, or discounted expected cash flows, of those assets and is recorded in the period in which the determination is made.

We have recorded material non-cash goodwill and long-lived asset impairment charges in prior periods.

While management cannot predict if or when additional future goodwill or long-lived asset impairments may occur, additional impairments could have material adverse effects on the Company's operating income, net assets, and/or the Company's cost of, or access to, capital.

Risks Related to Our Products and Technologies and Competition

TV streaming is highly competitive and many companies, including large technology and entertainment companies, TV brands, and service operators, are actively focusing on this industry. If we fail to differentiate ourselves and compete successfully with these companies, it will be difficult for us to attract or retain subscribers and our business will be harmed.

TV streaming is increasingly competitive and global. Our success depends in part on attracting and retaining subscribers on, and effective monetization of, our platform. To attract and retain subscribers, we need to be able to respond efficiently to changes in consumer tastes and preferences and to further increase the type and number of content offerings. Effective monetization requires us to continue to update the features and functionality of our streaming platform for subscribers and advertisers.

Companies such as AT&T, Comcast, Cox and Altice, along with virtual multichannel video programming distributors, such as YouTube TV, Hulu Live and Sling TV, offer TV streaming products that compete with our platform. In many cases, these competitors have the financial resources to subsidize the cost of their streaming services in order to promote their other products and services making it harder for us to acquire new subscribers and increase hours streamed. Similarly, some service operators, such as Comcast and Altice, offer TV streaming applications as part of their cable service plans and can leverage their existing consumer bases, installation networks, broadband delivery networks and name recognition to gain traction in the TV streaming market. Some of these companies also promote their brands through traditional forms of advertising, such as TV commercials, as well as Internet advertising or website product placement, and have greater resources than us to devote to such efforts.

In addition, many TV manufacturers, such as LG Electronics Inc., Samsung Electronics Co., Ltd. and VIZIO, Inc., offer their own TV streaming solutions pre-installed on their TVs. Other devices, such as Microsoft's Xbox and Sony's PlayStation game consoles and many DVD and Blu-ray players, also incorporate TV streaming functionality.

We expect competition in TV streaming from the large technology companies and service operators described above, as well as new and growing companies, to increase in the future. This increased competition could result in pricing pressure, lower revenue or the failure of our platform to gain or maintain broad market acceptance. To remain competitive, we need to continuously invest in product development and marketing. We may not have sufficient resources to make additional investments needed to maintain our competitive position. In addition, many of our competitors have longer operating histories, greater name recognition, larger customer bases and significantly greater financial, technical, sales, marketing and other resources than us, which provide them with advantages in developing, marketing or servicing new products and offerings. As a result, they may be able to respond more quickly to market demand, devote greater resources to the development, promotion and sales of their products or the distribution of their content, and influence market acceptance of their products better than we can. These competitors may also be able to adapt more quickly to new or emerging technologies or standards and may be able to deliver products and services at a lower cost. New entrants may enter the TV streaming market with unique service offerings or approaches to providing video. In addition, our competitors may enter into business combinations or alliances that strengthen their competitive positions. Increased competition could reduce our market share, revenue and operating margins, increase our operating costs, harm our competitive position and otherwise harm our business.

If our antitrust lawsuit to prevent the launch of the Network JV is unsuccessful, the launch of the Network JV as envisioned would likely materially and adversely affect us, including by threatening the solvency of our business.

In February 2024, Disney, Fox and WBD announced the proposed formation of the Network JV, a forthcoming sports streaming service. In response, we promptly filed a lawsuit against these companies challenging the formation of the Network JV and their past business practices on antitrust grounds, and seeking injunctive relief to stop the proposed Network JV and other practices, as well as damages. Given the many unknowns relating to the proposed Network JV as of the date of this Quarterly Report, including the outcome of our lawsuit and the reported investigation by the Department of Justice, it is difficult to estimate the potential impact to our business. However, as set forth in our court papers, the launch of the Network JV as envisioned would likely cause irreparable harm to us, including, without limitation, causing a significant loss to our existing subscriber base, increasing the difficulty of attracting new subscribers, adversely affecting our ability to achieve our profitability targets, causing a decline in our stock price which could put us at significant risk of being de-listed from the New York Stock Exchange, and threatening the solvency of our business.

As discussed in the paragraph above and in the section “Legal Proceedings,” to address these concerns, we have filed an antitrust lawsuit against the parties to the Network JV and certain of their affiliates to prevent the launch of the Network JV. There can be no assurance, however, that we will be successful in this lawsuit. If we are not successful in obtaining an injunction and defendants are permitted to operate the Network JV, and/or maintain certain business practices, our business, financial condition and results of operations would likely be materially and adversely affected.

If the advertisements and audience development campaigns and other promotional advertising on our platform are not relevant or not engaging to our subscribers, our growth in subscribers, advertisers and hours streamed may be adversely impacted.

We have made, and are continuing to make, investments to enable advertisers to deliver relevant advertising content to subscribers on our platform. Existing and prospective advertisers may not be successful in serving ads and audience development campaigns and sponsoring other promotional advertising that lead to and maintain user engagement. Those ads may seem irrelevant, repetitive or overly targeted and intrusive. We are continuously seeking to balance the objectives of our subscribers and advertisers with our desire to provide an optimal user experience, but we may not be successful in achieving a balance that continues to attract and retain subscribers and advertisers. If we do not introduce relevant advertisements, audience development campaigns and other promotional advertising or such advertisements, audience development campaigns and other promotional advertising are overly intrusive and impede the use of our TV streaming platform, our subscribers may stop using our platform which will harm our business.

Our future growth depends on the acceptance and growth of OTT advertising and OTT advertising platforms.

We operate in a highly competitive advertising industry and we compete for revenue from advertising with other streaming platforms and services, as well as traditional media, such as radio, broadcast, cable and satellite TV, and satellite and internet radio. These competitors offer content and other advertising mediums that may be more attractive to advertisers than our streaming platform. These competitors are often very large and have more advertising experience and financial resources than we do, which may adversely affect our ability to compete for advertisers and may result in lower revenue from advertising. If we are unable to increase our revenue from advertising by, among other things, continuing to improve our platform’s capabilities to further optimize and measure advertisers’ campaigns, increase our advertising inventory and expand our advertising sales team and programmatic capabilities, our business and our growth prospects may be harmed. We may not be able to compete effectively or adapt to any such changes or trends, which would harm our ability to grow our advertising revenue and harm our business.

Many advertisers continue to devote a substantial portion of their advertising budgets to traditional advertising, such as linear TV, radio and print. The future growth of our business depends on the growth of OTT advertising, and on advertisers increasing their spend on advertising on our platform. Although traditional TV advertisers have showed growing interest in OTT advertising, we cannot be certain that their interest will continue to increase or that they will not revert to traditional TV advertising, especially if our customers no longer stream TV or significantly reduce the amount of TV they stream. If advertisers, or their agency relationships, do not perceive meaningful benefits of OTT advertising, the market may develop more slowly than we expect, which could adversely impact our operating results and our ability to grow our business.

We may not be successful at expanding our content to areas outside our current content offering and even if we are able to expand into other content areas and sustain such expansion, we may not be successful in overcoming our reputation as primarily a live sports streaming service.

We currently have a reputation as primarily a live sports streaming service. We are making efforts to expand our content offerings outside live sports streaming, and currently offer a wide selection of news and entertainment content. However, we may not be successful at expanding our content to areas outside our current content offering, or maintaining content from our current content offering, and even if we are able to expand into other content areas and sustain such expansion, we may not be successful in overcoming our reputation as primarily a live sports streaming service.

If TV streaming develops more slowly than we expect, our operating results and growth prospects could be harmed. In addition, our future growth depends in part on the growth of TV streaming advertising.

TV streaming is a relatively new and rapidly evolving industry, making our business and prospects difficult to evaluate. The growth and profitability of this industry and the level of demand and market acceptance for our platform are subject to a high degree of uncertainty.

We believe that the continued growth of streaming as an entertainment alternative will depend on the availability and growth of cost-effective broadband Internet service, the quality of broadband content delivery, the quality and reliability of new devices and technology, the cost for subscribers relative to other sources of content, as well as the quality and breadth of content that is delivered across streaming platforms. These technologies, products and content offerings continue to emerge and evolve. Subscribers, content publishers or advertisers may find TV streaming platforms to be less attractive than traditional TV, which would harm our business. In addition, many advertisers continue to devote a substantial portion of their advertising budgets to traditional advertising, such as TV, radio and print. The future growth of our business depends in part on the growth of TV streaming advertising, and on advertisers increasing spend on such advertising. We cannot be certain that they will do so. If advertisers do not perceive meaningful benefits of TV streaming advertising, then this market may develop more slowly than we expect, which could adversely impact our operating results and our ability to grow our business.

Changes in competitive offerings for entertainment video, including the potential rapid adoption of piracy-based video offerings, could adversely impact our business.

The market for entertainment video is intensely competitive and subject to rapid change. Through new and existing distribution channels, consumers have increasing options to access entertainment video. The various economic models underlying these channels include subscription, transactional, ad-supported, and piracy-based models. All of these have the potential to capture meaningful segments of the entertainment video market. Piracy in particular, threatens to damage our business, as its fundamental proposition to consumers is so compelling and difficult to compete against: virtually all content for free. Furthermore, in light of the compelling consumer proposition, piracy services are subject to rapid global growth. Traditional providers of entertainment video, including broadcasters and cable network operators, as well as Internet based e-commerce or entertainment video providers are increasing their streaming video offerings.

Several of these competitors have long operating histories, large customer bases, strong brand recognition, exclusive rights to certain content and significant financial, marketing and other resources. They may secure better terms from suppliers, adopt more aggressive pricing and devote more resources to product development, technology, infrastructure, content acquisitions and marketing. New entrants may enter the market or existing providers may adjust their services with unique offerings or approaches to providing entertainment video. Companies also may enter into business combinations or alliances that strengthen their competitive positions. If we are unable to successfully compete with current and new competitors, our business will be adversely affected, and we may not be able to increase or maintain market share or revenues.

Our products and services related to sports wagering subjected our business to a variety of related gaming laws, many of which are unsettled and still developing, and which could subject us to claims or otherwise harm our business. The violation of any such laws, any adverse change in any such laws or their interpretation, or the regulatory climate applicable to these products and services, could have a material adverse effect on our financial condition and results of operations.

While Fubo Gaming dissolved and ceased operation of Fubo Sportsbook in October 2022, Fubo Gaming had launched the Fubo Sportsbook app in Iowa and Arizona during the fourth quarter of 2021, and in New Jersey during the third quarter of 2022. Expansion of our business into sports wagering, including through third-party partnerships, has generally subjected us to the laws and regulations of the jurisdictions in which we conducted our business or in some circumstances, of those jurisdictions in which our services were offered or were available, as well as the general laws and regulations that apply to all e-commerce businesses, such as those related to the privacy and security of personal information, tax and consumer protection and, potentially, any additional laws and regulations that may impact our business partners. These laws and regulations vary from one jurisdiction to another. We may to some extent again become subject to these laws and regulations to the extent we were to engage in gaming operations or otherwise partner with a third party subject to these laws and regulations in the future.

In connection with the foregoing, future legislative and regulatory action, and court decisions or other governmental action, may have a material adverse impact on our operations and financial results. Governmental authorities could view us as having violated applicable laws, despite efforts to obtain all applicable licenses or approvals and otherwise comply with such laws. There is also a risk that civil and criminal proceedings, including class actions brought by or on behalf of prosecutors or public entities or incumbent monopoly providers, or private individuals, could be initiated against us, Internet service providers, credit card and other payment processors, advertisers and others involved in the sports wagering industry who partnered with, serviced or worked with or for us. Such potential proceedings could involve substantial litigation expense, penalties, fines, seizure of assets, injunctions or other restrictions being imposed upon us or our licensees or other business partners, while diverting the attention of key executives. Such proceedings could have a material adverse effect on our business, financial condition, results of operations, and prospects, as well as impact our reputation.

If the technology we use in operating our business fails, is unavailable, or does not operate to expectations, our business and results of operation could be adversely impacted.

We utilize a combination of proprietary and third-party technology to operate our business. This includes the technology that we have developed to recommend and merchandise content to our consumers as well as enable fast and efficient delivery of content to our subscribers and their various consumer electronic devices. For example, as part of the content delivery systems, we use third-party content delivery networks (“CDNs”). To the extent Internet Service Providers (“ISPs”) do not interconnect with our CDN or charge us to access their networks, or if we experience difficulties in our CDN’s operation, our ability to efficiently and effectively deliver our streaming content to our subscribers could be adversely impacted and our business and results of operation could be adversely affected.

Likewise, our system for predicting subscriber content preferences is based on advanced data analytics systems and our proprietary algorithms. We have invested, and plan to continue to invest, significant resources in refining these technologies; however, we cannot assure you that such investments will yield an attractive return or that such refinements will be effective. The effectiveness of our ability to predict subscriber content preferences depends in part on our ability to gather and effectively analyze large amounts of subscriber data. Our ability to predict content that our subscribers enjoy is critical to the perceived value of our platform among subscribers and failure to make accurate predictions could materially adversely affect our ability to adequately attract and retain subscribers and sell advertising to meet investor expectations for growth or to generate revenue. We also utilize third-party technology to help market our service, process payments, and otherwise manage the daily operations of our business. If our technology or that of third parties we utilize in our operations fails or otherwise operates improperly, including as a result of “bugs” in our development and deployment of software, our ability to operate our service, retain existing subscribers and add new subscribers may be impaired. Any harm to our subscribers’ personal computers or other devices caused by software used in our operations could have an adverse effect on our business, results of operations and financial condition.

We rely on third-party providers to validate the identity and identify the location of our users, and if such providers fail to perform adequately, provide accurate information or we do not maintain business relationships with them, our business, financial condition and results of operations could be adversely affected.

There is no guarantee that the third-party geolocation and identity verification systems that we rely on will perform adequately or be effective. We rely on our geolocation and identity verification systems to ensure we are in compliance with certain laws and regulations, and any service disruption to those systems would prohibit us from operating our offerings and could adversely affect our business. Additionally, incorrect or misleading geolocation and identity verification data with respect to current or potential users received from third-party service providers may result in us inadvertently allowing access to our offerings to individuals who should not be permitted to access them, or otherwise inadvertently deny access to individuals who should be able to access our offerings, in each case based on inaccurate identity or geographic location determination. Our third-party geolocation services provider relies on its ability to obtain information necessary to determine geolocation from mobile devices, operating systems, and other sources. Changes, disruptions or temporary or permanent failure to access such sources by our third-party services providers may result in their inability to accurately determine the location of our users. Moreover, our inability to maintain our existing contracts with third-party services providers, or to replace them with equivalent third parties, may result in our inability to access geolocation and identity verification data necessary for our day-to-day operations. If any of these risks materializes, we may be subject to disciplinary action, fines, lawsuits, and our business, financial condition and results of operations could be adversely affected.

We may face risks associated with our use of certain artificial intelligence and machine learning models.

Our business utilizes internally developed and third party artificial intelligence ("AI") and machine learning technologies, including in connection with offering interactive functionality on our platform. In December 2021, we completed the acquisition of Edisn, an AI-powered computer vision platform with patent-pending video recognition technologies based in Bangalore, India. We are, and plan in the future, to evaluate the further investment in and/or use artificial intelligence and machine learning technologies, including potential utilization by our business. As with many technological innovations, artificial intelligence presents risks and challenges that could affect our ability to effectively use such technologies, and therefore our business. If our AI tools are inadequately or incorrectly designed, improperly trained or used, or the data used to train them is incomplete, inadequate or biased in some way, our use of AI may inadvertently reduce our efficiency or cause unintentional or unexpected outputs that are incorrect, do not match our business goals, do not comply with our policies or standards or adversely affect our financial condition, business and reputation.

Artificial intelligence and machine learning technologies are complex and rapidly evolving, and we face significant competition from other companies in our industry as well as an evolving regulatory landscape. These efforts, including the introduction of new products or changes to existing products, may result in new or enhanced governmental or regulatory scrutiny, litigation, ethical concerns, or other complications that could adversely affect our business, reputation, or financial results. Changes to existing regulations, their interpretation or implementation or new regulations could impede our use of artificial intelligence and machine learning technology and also may increase the burden and cost of research and development in this area. For example, in Europe, on December 8, 2023, the EU legislators reached a political agreement on the EU Artificial Intelligence Act ("EU AI Act"), which establishes a comprehensive, risk-based governance framework for artificial intelligence in the EU market. The EU AI Act is expected to enter into force in 2024, and the majority of the substantive requirements will apply two years later. The EU AI Act will apply to companies that develop, use and/ or provide artificial intelligence in the EU and includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, accuracy, general purpose artificial intelligence and foundation models, and proposes fines for breach of up to 7% of worldwide annual turnover. In addition, on 28 September 2022, the European Commission proposed two Directives seeking to establish a harmonized civil liability regime for artificial intelligence in the EU, in order to facilitate civil claims in respect of harm caused by artificial intelligence and to include artificial intelligence-enabled products within the scope of the EU's existing strict liability regime. Once fully applicable, the EU AI Act will have a material impact on the way artificial intelligence is regulated in the EU, and together with developing guidance and/ or decisions in this area, may affect our use of artificial intelligence and our ability to provide and to improve our services, require additional compliance measures and changes to our operations and processes, result in increased compliance costs and potential increases in civil claims against us, and could adversely affect our business, operations and financial condition. In addition to regulatory developments, there is an increase in litigation in a number of jurisdictions, including the United States, relating to the use of artificial intelligence, particularly generative artificial intelligence. In addition, market acceptance of artificial intelligence and machine learning technologies is uncertain, and we may be unsuccessful in our product development efforts. Any of these factors and regulatory developments, and together with developing guidance and/ or decisions in this area, could adversely affect our use of artificial intelligence and our ability to provide and to improve our services, our business, financial condition, and results of operations

Risks Related to Regulation

We will be subject to regulatory investigations, which could cause us to incur substantial costs or require us to change our business practices in a materially adverse manner.

We expect to receive formal and informal inquiries from government authorities and regulators from time to time, including securities authorities, tax authorities and, potentially, gaming regulators, regarding our compliance with laws and other matters. We expect to continue to be the subject of investigations and audits in the future as we continue to grow and expand our operations. Violation of existing or future regulatory orders or consent decrees could subject us to substantial monetary fines and other penalties providing a negative effect on our financial condition and results of operations. In addition, there is a possibility that future orders issued by, or inquiries or enforcement actions initiated by, government or regulatory authorities may cause us to incur substantial costs, expose us to unanticipated civil and criminal liability or penalties, or require us to change our business practices that may have materially adverse effects to our business.

If government regulations relating to the Internet or other areas of our business change, we may need to alter the manner in which we conduct our business and we may incur greater operating expenses.

We are subject to general business regulations and laws, as well as regulations and laws specific to the Internet, which may include laws and regulations related to user privacy, data protection, information security, consumer protection, payment processing, taxation, intellectual property, electronic contracts, Internet access and content restrictions. We cannot guarantee that we have been or will be fully compliant in every jurisdiction. Litigation and regulatory proceedings are inherently uncertain, and the laws and regulations governing issues such as privacy, payment processing, taxation and consumer protection related to the Internet continue to develop.

As our streaming service and others like us gain traction in the United States and international markets, governments are increasingly looking to introduce new or extend legacy regulations to these services, in particular those related to broadcast media and tax. For example, in 2023 and 2024 Congress has held several hearings regarding the potential expansion of the Federal Communications Commission’s (“FCC”) regulations governing traditional Pay TV providers, such as cable and satellite providers, to include virtual multichannel video programming distributors (“vMVPDs”) that offer linear programming. Any such expansion or changes to the laws or regulations governing vMVPDs could adversely impact our business. In addition, European law enables individual member states to impose levies and other financial obligations on media operators located outside their jurisdiction. Several jurisdictions have and others may, over time, impose financial and regulatory obligations on us. In addition, the continued growth and development of the market for online commerce may lead to more stringent consumer protection laws, which may impose additional burdens on us. If we are required to comply with new regulations or legislation or new interpretations of existing regulations or legislation, this compliance could cause us to incur additional expenses or alter our business model.

Laws relating to the liability of providers of online services for activities of their subscribers and other third parties have been tested by a number of claims, including actions based on invasion of privacy and other torts, unfair competition, copyright and trademark infringement, and other theories based on the nature and content of the materials searched, the advertisements posted, or the content provided by subscribers. In some instances, we have certain protections against claims related to such subscriber or third-party generated content, including defamatory content. Specifically, in the United States, Section 230 of the Communications Act of 1934, as amended by the Communications Decency Act (“Section 230”), limits the liability of providers of interactive computer services with respect to claims arising from content generated by a subscriber or third party. The scope of liability protection available to interactive computer service providers under Section 230 has been well-established through case law. On a regular basis, however, parties in litigation seek to limit the scope of immunity under Section 230, and government officials and others propose to eliminate or reduce existing liability protections under Section 230 via legislation. In 2023, the U.S. Supreme Court was presented with the opportunity to address the scope of protection available to interactive computer service providers under Section 230 in circumstances where such providers recommend content to users. The Court ultimately declined to rule on this issue, however, thereby leaving intact the current scope of protection to which interactive computer service providers are entitled under Section 230. Any future changes to the scope of liability protection available to providers of interactive computer services could affect our ability to claim protection under Section 230.

Moreover, as Internet commerce and advertising continues to evolve, increasing regulation by federal, state and foreign regulatory authorities becomes more likely. For example, California’s Automatic Renewal Law requires companies to adhere to enhanced disclosure requirements when entering into automatically renewing contracts with consumers. Other states have enacted similar laws in recent years. As a result, a wave of consumer class action lawsuits has been brought against companies that offer online products and services on a subscription or recurring basis, and we have received a letter alleging that we may have violated such a law. Any failure, or perceived failure, by us to comply with any of these laws or regulations could result in damage to our reputation, lost business, and proceedings or actions against us by governmental entities or others, which could impact our operating results. As we improve our TV streaming platform, we may also be subject to new laws and regulations specific to such technologies.

We are subject to payment processing risk.

Acceptance and processing of payments are subject to certain rules and regulations, including additional authentication and security requirements for certain payment methods, and require payment of interchange and other fees. To the extent there are increases in payment processing fees, material changes in the payment ecosystem, such as large re-issuances of payment cards, delays in receiving payments from payment processors, changes to rules or regulations concerning payments, loss of payment partners and/or disruptions or failures in the operations or security of our payment processing systems, partner systems or payment products, including products we use to update payment information, our revenue, operating expenses and results of operation could be adversely impacted.

We may be subject to fines or other penalties imposed by the Internal Revenue Service and other tax authorities.

Certain of our subsidiaries are currently delinquent in filing annual tax returns with the Internal Revenue Service and several states. Although we do not believe taxes are due, we may be subject to penalties and interest by the tax authorities because of the late tax returns. There can be no assurance that we will remedy our delinquent filings sufficiently, and we may face penalties and fees which could adversely affect our operating results and investors' confidence in our internal operations.

We could be required to collect additional sales and other similar taxes or be subject to other tax liabilities that may increase the costs our customers would have to pay for our subscriptions and adversely affect our operating results.

Sales, value-added, goods and services, and similar tax laws are complicated and vary greatly by jurisdiction. Although the vast majority of states have considered or adopted laws that impose collection obligations on out-of-state companies for such taxes, there is significant uncertainty as to what constitutes sufficient nexus for a state or local jurisdiction to levy taxes, fees, and surcharges for sales made over the internet, as well as whether our subscriptions are subject to tax in various jurisdictions. Additionally, the Supreme Court of the United States ruled in *South Dakota v. Wayfair, Inc. et. al.* (Wayfair) that online sellers can be required to collect sales tax despite not having a physical presence in the buyer's state. In response to Wayfair, or otherwise, states or local governments may enforce laws requiring us to calculate, collect, and remit taxes on sales in their jurisdictions. We have not always collected sales and other similar taxes in all jurisdictions in which we are required to. We may be obligated to collect and remit sales tax in jurisdictions in which we have not previously collected and remitted sales tax. A successful assertion by one or more states requiring us to collect taxes where we historically have not or presently do not do so could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest. The imposition by state governments or local governments of sales tax collection obligations on out-of-state sellers could also create additional administrative burdens for us and decrease our future sales, which could adversely affect our business and operating results.

We are subject to taxation-related risks in multiple jurisdictions.

We are a U.S.-based multinational company subject to tax in multiple U.S. and foreign tax jurisdictions. Judgment is required in determining our global provision for income taxes, value added and other similar taxes, deferred tax assets or liabilities and in evaluating our tax positions on a worldwide basis. It is possible that our tax positions may be challenged by jurisdictional tax authorities, which may have a significant impact on our global provision for income taxes.

Tax laws are being re-examined and evaluated globally. New laws and interpretations of the law are taken into account for financial statement purposes in the quarter or year that they become applicable. Tax authorities are increasingly scrutinizing the tax positions of multinational companies. If U.S. or other foreign tax authorities change applicable tax laws, our overall liability could increase, and our business, financial condition or results of operations may be adversely impacted. In addition, the U.S. government may enact significant changes to the taxation of business entities including, among others, an increase in the corporate income tax rate. Recently, the U.S. enacted the Inflation Reduction Act, which, among other changes, introduced a 15% corporate minimum tax on certain United States corporations and a 1% excise tax on certain stock redemptions by United States corporations. Furthermore, governmental agencies in domestic and international jurisdictions in which we and our affiliates do business, as well as the Organization for Economic Cooperation and Development, have recently focused on issues related to the taxation of multinational corporations (such as "base erosion and profit shifting") and proposed potential changes to existing legislation (such as the imposition of minimum taxes). We are currently unable to predict whether such changes will occur and, if so, the ultimate impact on our business.

Risks Related to Our Operations

We could be subject to claims or have liability based on defects with respect to certain historical corporate transactions that were not properly authorized or documented.

We have determined that there have been defects with respect to certain historical corporate transactions relating to FaceBank Group, Inc., including transactions that were not or may not have been properly approved by our board of directors, transactions that may have breached our organizational documents, or transactions that may not have been adequately documented.

While we have attempted to narrow potential future claims by taking certain remedial corporate actions, the scope of liability with respect to such defects is uncertain and we cannot be sure that these actions will entirely remediate these defects or that we will not receive claims in the future from other persons asserting rights to shares of our capital stock, to stock options, or to amounts owed under other equity or debt instruments or investment contracts. To the extent any such claims are successful, the claims could result in dilution to existing shareholders, payments by us to note holders or security holders, us having to comply with registration or other investor rights, which could have a material adverse effect on our business, financial condition and results of operations.

Legal proceedings could cause us to incur unforeseen expenses and could occupy a significant amount of our management's time and attention.

From time to time, we may be subject to litigation or claims that could negatively affect our business operations and financial position. We may face allegations or litigation related to our acquisitions, securities issuances, business practices or other strategic decisions. For example, putative class action lawsuits have been filed by certain of our shareholders against us and certain of our officers and directors alleging certain violations of the federal securities laws in connection with certain statements we have made regarding our business and financial condition. In addition, certain of our shareholders have filed related derivative lawsuits against certain of our officers and directors alleging certain federal securities law violations and that the officers and directors breached their fiduciary duties and committed corporate waste. The securities class action litigations described above remain pending; however, the derivative lawsuits were dismissed with prejudice in June 2021. Further, following the dissolution of Fubo Gaming in October 2022, we have received communications from several commercial partners of Fubo Gaming, alleging breach by Fubo Gaming of applicable agreements. Certain of these parties have also asserted that the Company is responsible for Fubo Gaming's debts, such as by matter of law or through guaranty of Fubo Gaming's obligations under applicable agreements. On May 2, 2023, one such party (comprising two related plaintiff entities, Dynamo Stadium, LLC and Dynamo Soccer, LLC) filed Demands for Arbitration with the AAA against Fubo Gaming, alleging breaches by Fubo Gaming of a sports betting agreement and a sponsorship agreement, as well as against the Company for alleged guaranty obligations under the sports betting agreement. On February 5, 2024, the AAA dismissed the arbitration relating to the sponsorship agreement, and, on February 27, 2024, the AAA dismissed without prejudice the arbitration relating to the sports betting agreement. Additional allegations, or litigation, may arise in the future related to the dissolution of Fubo Gaming, including potential breach of contract claims by other commercial partners of Fubo Gaming or claims related to guarantees by the Company of Fubo Gaming's contractual obligations.

In addition, from time to time, we may pursue litigation against third parties, including antitrust claims in response to actions by certain competitors that we believe are harmful to competition within the industry and to consumers. For example, on February 20, 2024, we filed a lawsuit against the parties to the Network JV and certain of their affiliates, challenging the formation of the Network JV and the parties' past business practices on anticompetitive grounds, and seeking injunctive relief to stop the proposed Network JV and other practices, as well as damages.

Litigation disputes, including the disputes we are currently facing and/or pursuing, could cause us to incur unforeseen expenses, result in content unavailability, and otherwise occupy a significant amount of our management's time and attention, any of which could negatively affect our business operations and financial position. While the ultimate outcome of investigations, inquiries, information requests and related legal proceedings is difficult to predict, such matters can be expensive, time-consuming and distracting, and adverse resolutions or settlements of those matters may result in, among other things, modification of our business practices, reputational harm or costs and significant payments, any of which could negatively affect our business operations and financial position.

The quality of our customer support is important to our subscribers, and if we fail to provide adequate levels of customer support, we could lose subscribers, which would harm our business.

Our subscribers depend on our customer support organization to resolve any issues relating to our platform, including pricing, product and technical issues. A high level of support is necessary to acquire and retain our customers. As we currently, or in the future, migrate from one business process outsourcing ("BPO") provider and/or location to new third party providers and/or geographies, we are presented with the challenges of effectively transitioning and ramping up new BPO operations and locations, while closing and phasing out existing operations. This presents a significant challenge and risk to our overall ability in the short term to provide the level of customer support necessary and could adversely affect our ability to service new and current subscribers, which in turn could materially and adversely affect our business, financial condition and results of operations.

We may be unable to successfully expand our international operations and our international expansion plans, if implemented, will subject us to a variety of economic, political, regulatory and other risks.

We currently generate the vast majority of our revenue in the United States and have limited experience marketing, selling, licensing, running or monetizing our platform outside the United States. In addition, we have limited experience managing the administrative aspects of a global organization.

Outside of the United States, we operate in Canada, Spain, and, through our acquisition of Molotov, we also operate in France. We also have offices and employees based in India through our acquisition of Edison Inc. in December 2021. While we intend to explore additional opportunities to expand our business in international markets in which we see compelling opportunities, we may not be able to create or maintain international market demand for our platform.

Operating in international markets requires significant resources and management attention and subjects us to economic, political, regulatory and other risks that may be different from or incremental to those in the United States. In addition to the risks that we face in the United States, our international operations involve risks that could adversely affect our business, including:

- differing legal and regulatory requirements, including country-specific data privacy and security laws and regulations, consumer protection laws and regulations, tax laws, trade laws, labor regulations, tariffs, export quotas, custom duties on cross-border movements of goods or data flows, extension of limits on TV advertising minutes to OTT advertising, local content requirements, data or data processing localization requirements, or other trade restrictions;
- slower adoption and acceptance of streaming services in other countries;
- the need to adapt our content and user interfaces for specific cultural and language differences, including delivering support and training documentation in languages other than English;
- our ability to deliver or provide access to popular streaming channels or content to users in certain international markets;
- different or unique competitive pressures as a result of, among other things, the presence of local consumer electronics companies and the greater availability of free content on over-the-air channels in certain countries, such as France;
- challenges inherent in efficiently staffing and managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, compensation and benefits, and compliance programs;
- political or social unrest, including the ongoing war between Russia and Ukraine, conflicts in the Middle East and economic instability;
- compliance with laws such as the Foreign Corrupt Practices Act, UK Bribery Act and other anti-corruption laws, export controls and economic sanctions, and local laws prohibiting corrupt payments to government officials;

- compliance with various privacy, data transfer, data protection, accessibility, consumer protection and child protection laws in the European Union and other international markets that we operate in;
- difficulties in understanding and complying with local laws, regulations and customs in foreign jurisdictions, including local ownership requirements for streaming content providers and laws and regulations relating to privacy, data protection and information security, and the risks and costs of non-compliance with such laws, regulations and customs;
- regulatory requirements or government action against our service, whether in response to enforcement of actual or purported legal and regulatory requirements or otherwise, that results in disruption or non-availability of our service or particular content in the applicable jurisdiction;
- adverse tax consequences such as those related to changes in tax laws or tax rates or their interpretations, and the related application of judgment in determining our global provision for income taxes, deferred tax assets or liabilities or other tax liabilities given the ultimate tax determination is uncertain;
- differing legal and court systems, including limited or unfavorable intellectual property protection;
- fluctuations in currency exchange rates could impact our revenue and expenses of our international operations and expose us to foreign currency exchange rate risk;
- profit repatriation and other restrictions on the transfer of funds;
- differing payment processing systems;
- working capital constraints; and
- new and different sources of competition.

If we invest substantial time and resources to expand our international operations and are unable to do so successfully and in a timely manner, our business and financial condition may be harmed. Our failure to manage any of these risks successfully could harm our international operations and our overall business and results of our operations.

Our operations outside the U.S. may be adversely affected by the operation of laws in those jurisdictions.

Our operations in non-U.S. jurisdictions are in many cases subject to the laws of the jurisdictions in which they operate rather than U.S. law. Laws in some jurisdictions differ in significant respects from those in the U.S. These differences can affect our ability to react to changes in our business, and our rights or ability to enforce rights may be different than would be expected under U.S. law. Moreover, enforcement of laws in some overseas jurisdictions can be inconsistent and unpredictable, which can affect both our ability to enforce our rights and to undertake activities that we believe are beneficial to our business. In addition, the business and political climate in some jurisdictions may encourage corruption, which could reduce our ability to compete successfully in those jurisdictions while remaining in compliance with local laws or U.S. anti-corruption laws applicable to our businesses. As a result, our ability to generate revenue and our expenses in non-U.S. jurisdictions may differ from what would be expected if U.S. law governed these operations.

We depend on highly skilled key personnel to operate our business, and if we are unable to attract, retain, and motivate qualified personnel, our ability to develop and successfully grow our business could be harmed.

We believe that our future success is highly dependent on the talents and contributions of Edgar Bronfman, our Executive Chairman, David Gandler, our Co-Founder and Chief Executive Officer, other members of our executive team, and other key employees, such as engineering, finance, legal, research and development, marketing, and sales personnel. Our future success depends on our continuing ability to attract, develop, motivate, and retain highly qualified and skilled employees. All of our employees, including our senior management, are free to terminate their employment relationship with us at any time, and their knowledge of our business and industry may be difficult to replace. Qualified individuals are in high demand, particularly in the digital media industry, and we may incur significant costs to attract them. We use equity awards to attract talented employees, but if the value of our common stock declines significantly and remains depressed, that may prevent us from recruiting and retaining qualified employees. If we are unable to attract and retain our senior management and key employees, we may not be able to achieve our strategic objectives, and our business could be harmed. In addition, we believe that our key executives have developed highly successful and effective working relationships. We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees. If one or more of these individuals leave, we may not be able to fully integrate new executives or replicate the current dynamic and working relationships that have developed among our senior management and other key personnel, and our operations could suffer.

The impact of worldwide economic conditions may adversely affect our business, operating results, and financial condition.

Our financial performance is subject to worldwide economic conditions, including rising levels of inflation, and their impact on levels of advertising spending. Expenditures by advertisers generally tend to reflect overall economic conditions, and to the extent that the economy continues to stagnate, reductions in spending by advertisers could have a material adverse impact on our business. Historically, economic downturns have resulted in overall reductions in advertising spending.

Economic conditions may adversely impact levels of consumer spending, which could adversely impact the number of subscribers to our platform. Consumer purchases of discretionary items generally decline during recessionary periods and other periods in which disposable income is adversely affected. To the extent that overall economic conditions continue to reduce spending on discretionary activities, our ability to retain current and obtain new subscribers could be hindered, which could reduce our revenue and negatively impact our business.

Changes in how we market our service could adversely affect our marketing expenses and subscription levels may be adversely affected.

We utilize a broad mix of marketing and public relations programs, including social media sites, to promote our service and content to existing and potential new subscribers. We may limit or discontinue use or support of certain marketing sources or activities if advertising rates increase or if we become concerned that subscribers or potential subscribers deem certain marketing platforms or practices intrusive or damaging to our brand. If the available marketing channels are curtailed, our ability to engage subscribers and attract new subscribers may be adversely affected.

Companies that promote our service may decide that we negatively impact their business or may make business decisions that in turn negatively impact us. For example, if they decide that they want to compete more directly with us, enter a similar business or exclusively support our competitors, we may no longer have access to their marketing channels. We also acquire a number of subscribers who re-join our service having previously canceled their subscription. If we are unable to maintain or replace our sources of subscribers with similarly effective sources, or if the cost of our existing sources increases, our subscription levels and marketing expenses may be adversely affected.

We utilize marketing to promote our content, drive conversation about our content and service, and drive viewing by our subscribers. To the extent we promote our content inefficiently or ineffectively, we may not obtain the expected acquisition and retention benefits and our business may be adversely affected.

We have pursued and may in the future engage in strategic acquisitions and investments, which involve a number of risks, and if we are unable to address and resolve these risks successfully, such acquisitions and investments could harm our business.

From time to time, we acquire or invest in businesses, products or technologies to expand our offerings and capabilities, subscriber base and business. The risks associated with such acquisitions or investments include: the difficulty of integrating solutions, operations, and personnel; inheriting liabilities and exposure to litigation; failure to realize anticipated benefits and expected synergies; and diversion of management's time and attention, among other risks related to strategic transactions. We have evaluated, and expect in the future to evaluate, a wide array of potential strategic transactions. Any acquisition could be material to our financial condition and results of operations. Also, any anticipated benefits from a given acquisition, including, but not limited to, the acquisition of Edisn Inc. and Molotov in December 2021, may never materialize. In addition, the process of integrating any businesses, products or technologies acquired by us may create unforeseen operating difficulties and expenditures and we may have difficulties retaining key employees. Acquisitions in international markets, including Edisn Inc. and Molotov, involve additional risks, including those related to integration of operations across different cultures and languages, currency risks and the particular economic, political and regulatory risks associated with specific countries. We may not be successful in overcoming such risks, and such acquisitions and investments may negatively impact our business. In addition, if we do not complete an announced acquisition transaction or integrate an acquired business successfully and in a timely manner, we may not realize the benefits of the acquisition to the extent anticipated. Acquisitions and investments may contribute to fluctuations in our quarterly financial results. These fluctuations could arise from transaction-related costs and charges associated with eliminating redundant expenses or write-offs of impaired assets recorded in connection with acquisitions and investments and could negatively impact our financial results.

Risks Related to Privacy, Consumer Protection and Cybersecurity

We are subject to a number of legal requirements and other obligations regarding privacy, security, consumer protection and data protection, and any actual or perceived failure to comply with these requirements or obligations could have an adverse effect on our reputation, business, financial condition and operating results.

Various international, federal, and state laws and regulations govern the processing of personal information, including the collection, use, retention, transfer, sharing and security of the data we receive from and about our subscribers and other individuals. The regulatory environment for the collection and processing of data relating to individuals, including subscriber and other consumer data, by online service providers, content distributors, advertisers and publishers is unsettled in the United States and internationally. Privacy groups and government bodies, including the Federal Trade Commission ("FTC"), increasingly have scrutinized issues relating to the use, collection, storage, disclosure, and other processing of data, including data that is associated with personal identities or devices, and we expect such scrutiny to continue to increase. Various federal, state and foreign government bodies and agencies have adopted or are considering adopting laws and regulations limiting, or laws and regulations covering the processing, collection, distribution, use, disclosure, storage, transfer and security of certain types of information. In addition to government regulation, self-regulatory standards and other industry standards may legally or contractually apply to us, be argued to apply to us, or we may elect to comply with such standards or facilitate compliance by content publishers, advertisers, or others with such standards.

For example, in the United States, the CCPA became operative on January 1, 2020. The CCPA requires covered businesses to provide new disclosures to California consumers, and to afford such consumers the ability to access and delete their personal information, opt out of certain personal information activities, and receive details about how their personal information is used. The CCPA provides for civil penalties for violations, as well as a private right of action for certain data breaches that has increased the likelihood of, and risks associated with, data breach litigation. California voters also approved a modification of the CCPA, the CPRA, which went into effect on January 1, 2023. The CPRA significantly expands the rights granted to consumers under the CCPA. The CCPA and CPRA and other similar state laws may increase our compliance costs and exposure to liability. For example, Virginia, Colorado, Connecticut and Utah adopted information privacy laws that went into effect in 2023. These laws grant consumers certain rights with respect to their personal information, have notice obligations, and require consent in some circumstances, among other things. While there is no private right of action under these laws, they empower the attorneys general in the various states to enforce the laws. As with the CCPA and the CPRA, these laws may increase our compliance costs and exposure to liability. Other U.S. states have passed or are considering adopting and/or enforcing similar laws and regulations and there remains increased interest at the federal level as well.

Additionally, our use of subscriber data to deliver relevant advertising on our platform places us and our content publishers at risk for claims under a number of other laws, including but not limited to the Video Privacy Protection Act ("VPPA"), and we have been subject to such claims to date related to our practices with subscriber data. In a recent trend, some content publishers have been engaged in litigation over alleged violations of the VPPA relating to activities on online platforms in connection with advertising provided by unrelated third parties, the results of which may impact our business. Further, as an operator of an online service that is used in part by children, we are subject to the Children's Online Privacy Protection Act ("COPPA"). The FTC rule implementing COPPA (the "COPPA Rule") broadly defines the types of information that are subject to these regulations. The COPPA Rules limit the information that we and, our content publishers and advertisers can collect and use, the content of advertisements and certain channel partner content. We and our content publishers and advertisers could be at risk for violation or alleged violation of these and other laws, regulations, and other standards and contractual obligations relating to privacy, data protection, and information security. More generally, the FTC and various state regulatory agencies are aggressively investigating and bringing enforcement actions that are focused on companies' collection, use, processing and sharing of consumer data, such as browsing information, for various uses, including but not limited to advertising.

In the EU and its member states, the GDPR imposes stringent obligations relating to data protection and security for processing the personal data of individuals within the European Economic Area ("EEA") or in the context of our activities within the EEA. Further, the departure of the United Kingdom ("UK") from the EU has created a separate regime with similarly onerous obligations under the United Kingdom General Data Protection Regulation and Data Protection Act 2018 (collectively, the "UK GDPR"). The GDPR and UK GDPR each authorize regulators to impose sanctions, including changes to data processing, and each allow for fines of up to 4% of the global annual revenue or €20 million (£17.5 million) of a noncompliant undertaking, whichever is greater, for certain violations. In addition to fines, a breach of the GDPR or UK GDPR may result in regulatory investigations, reputational damage, orders to cease/ change our data processing activities, enforcement notices, assessment notices (for a compulsory audit) and/ or civil claims (including class actions).

Additionally, we may incur expenses, costs, and other operational losses under the GDPR, UK GDPR and the privacy laws of applicable EU Member States in connection with any measures we take to comply with such laws.

Although certain legal mechanisms have been designed to allow for the transfer of personal data from the UK, EEA and Switzerland to the United States, uncertainty about compliance with such data protection laws remains and such mechanisms may not be available or applicable with respect to the personal data processing activities necessary to research, develop and market our products. We expect the existing legal complexity and uncertainty regarding international personal data transfers to continue. As a result, we may have to make certain operational changes and we may have to implement revised standard contractual clauses and other relevant documentation for existing data transfers within required time frames.

We are also subject to evolving EU and UK privacy laws on cookies, tracking technologies and e-marketing. In the EEA and the UK, under national laws derived from the ePrivacy Directive, informed consent is required for the placement of a cookie or similar technologies on a user's device and for direct electronic marketing. The GDPR also imposes conditions on obtaining valid consent for cookies, such as a prohibition on pre-checked consents and a requirement to ensure separate consents are sought for each type of cookie or similar technology. In addition, European court decisions and regulatory guidance are driving increased attention to cookies and tracking technologies. If the trend of increasing enforcement by regulators of the strict approach to opt-in consent for all but essential use cases, as seen in recent guidance and decisions continues, this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of our technology personnel, adversely affect our margins, and subject us to additional liabilities.

Complying with the GDPR / UK GDPR, CCPA/CPRA, VCDPA, VPPA and other laws, regulations, and other obligations relating to privacy, consumer protection, data protection, data localization or security may cause us to incur substantial operational costs or require us to modify our data handling practices. We also expect that there will continue to be new proposed laws and regulations concerning privacy, data protection and information security, and we cannot yet determine the impact such future laws, regulations and standards, or amendments to, expansions of or re-interpretations of, existing laws and regulations, industry standards, or other obligations may have on our business. New laws and regulations, amendments to, expansions of or re-interpretations of existing laws and regulations, industry standards, and contractual and other obligations may require us to incur additional costs and restrict our business operations. Additionally, the costs of compliance with, and other burdens imposed by, the laws, regulations, and policies that are applicable to the businesses of content publishers and advertisers may limit their use and adoption of, and reduce the overall demand for, our platform and advertising on our platform, and content publishers and advertisers may be at risk for violation or alleged violation of laws, regulations, and other standards relating to privacy, data protection, and information security relating to their activities on our platform. More generally, privacy, data protection, and information security concerns, whether or not valid, may inhibit market adoption of our platform, particularly in certain countries.

Furthermore, the interpretation and application of laws, regulations, standards, contractual obligations and other obligations relating to privacy, data processing and protection, and information security are uncertain, and these laws, standards, and contractual and other obligations may be interpreted and applied in a manner that is, or is alleged to be, inconsistent with our data management and processing practices, our policies or procedures, or the features of our platform. We may face regulatory investigations, litigation, claims or allegations that we are in violation of these laws, regulations, standards, or contractual or other obligations. We could be required to fundamentally change our business activities and practices or modify our platform or practices to address laws, regulations, or other obligations relating to privacy, data protection, or information security, or claims or allegations that we have failed to comply with any of the foregoing, which could have an adverse effect on our business. We may be unable to make such changes and modifications in a commercially reasonable manner or at all, and our ability to develop new features could be limited.

Any actual or perceived inability to adequately address privacy, consumer protection, data protection or security-related concerns, even if unfounded, or to successfully negotiate privacy, consumer protection, data protection or security-related contractual terms with content publishers, card associations, advertisers, or others, or to comply with applicable laws, regulations and other obligations relating to privacy, data protection, and security, could result in additional cost and liability to us.

Any significant interruptions, delays or discontinuations in service or disruptions in or unauthorized access to our information technology systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyber-attacks, could result in a loss or degradation of service, unauthorized disclosure of data, including subscriber and corporate information, or theft of intellectual property, including digital content assets, which could adversely impact our business.

Our reputation and ability to attract, retain and serve our subscribers is dependent upon the reliable performance and security of our computer networks and information technology systems and those of third parties that we utilize in our operations. These systems may be subject to attack, damage or interruption from, among other things, earthquakes, adverse weather conditions, other natural disasters, terrorist attacks, war, sophisticated nation-state and nation-state supported-actors, employee theft or misuse or employees who are inattentive or careless and cause security vulnerabilities, fraud, power loss, telecommunications failures, and cybersecurity risks (for example, ransomware). Interruptions in these systems, or with the Internet in general, could make our service unavailable or degraded or otherwise hinder our ability to deliver our service. Service interruptions, errors in our software or the unavailability of information technology systems used in our operations could diminish the overall attractiveness of our subscription to existing and potential subscribers.

Our information technology systems and those of third parties we use in our operations are subject to cybersecurity threats, including cyber-attacks such as computer viruses, and malware, malicious code, denial or degradation of service attacks, hacking, phishing attacks and other social engineering schemes, physical or electronic break-ins and similar disruptions. These systems periodically experience directed attacks intended to lead to interruptions and delays in our service and operations as well as loss, misuse or theft of personal information and other data, content, confidential information, trade secrets or intellectual property. Additionally, outside parties may attempt to induce employees or subscribers to disclose sensitive or confidential information, or to take advantage of software or hardware bugs and vulnerabilities, in order to gain access to data. Any attempt by hackers to obtain our data (including subscriber and corporate information) or intellectual property (including digital content assets), disrupt our service, or otherwise access our systems, or those of third parties we use could harm our business, be expensive to remedy and damage our reputation. We and certain of our third-party providers regularly experience cyberattacks and other incidents, and we expect such attacks and incidents to continue. As previously disclosed, we suffered one such incident on December 14, 2022, when we experienced service outage as a result of a criminal cyber-attack. Once we detected the attack, we took steps to contain the incident and worked to restore service to users as quickly as possible. Though service was temporarily disrupted, we were able to restore service on the evening of December 14, 2022. We reported the incident to law enforcement and engaged an industry-leading incident response firm to assist with our response. Though as of the date of this filing this incident has been resolved, we could be subject to future similar attacks.

We use third-party cloud computing services in connection with our business operations. We also use third-party content delivery networks to help us stream content to our subscribers over the Internet. Problems faced by us or our third-party cloud computing or other network providers, including technological or business-related disruptions, as well as cybersecurity threats and regulatory interference, could adversely impact the experience of our users.

We have implemented certain systems and processes designed to thwart hackers and protect our data and systems, but the techniques used to gain unauthorized access to data, systems, and software are constantly evolving, and we may be unable to anticipate or prevent unauthorized access, and we may be delayed in detecting unauthorized access or other security breaches and other incidents. There is no assurance that hackers may not have a material impact on our service or systems in the future or that security breaches or other incidents may not occur due to these or other causes. Efforts and technologies to prevent disruptions to our service and unauthorized access to our systems are expensive to develop, implement and maintain. These efforts require ongoing monitoring and updating as technologies change and efforts to overcome security measures by circumventing controls, evading detection and obfuscating forensic evidence become more sophisticated and may limit the functionality of or otherwise negatively impact our service offering and systems. Additionally, disruption to our service and data security breaches and other incidents may occur as a result of employee or contractor error. Any significant disruption to our service or access to our systems or any data that we or those who provide services for us maintain or otherwise process, or the perception that any of these have occurred, could result in a loss of subscriptions, harm to our reputation, and adversely affect our business and results of operations. Further, a penetration of our systems or a third-party's systems on which we depend or any loss of or unauthorized access to, use, alteration, destruction, or disclosure of personal information or other data could subject us to business, regulatory, contractual, litigation and reputation risk, which could have a negative effect on our business, financial condition and results of operations. With the increase in remote work during the COVID-19 pandemic and continued hybrid working environment, we and the third parties we use in our operations face increased risks to the security of infrastructure and data, and we cannot guarantee that our or their security measures will prevent security breaches. We also may face increased costs relating to maintaining and securing our infrastructure and data that we maintain and otherwise process.

Additionally, we cannot be certain that our insurance coverage will be adequate for data security liabilities actually incurred, will cover any indemnification claims against us relating to any incident, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation.

Risks Related to Our Intellectual Property

We could become subject to litigation regarding intellectual property rights that could be costly and harm our business.

Third parties have previously asserted, and may in the future assert, that we have infringed, misappropriated, or otherwise violated their patent, trademark, copyright, or other intellectual property rights. Due to a large number of patents in the streaming field, it is not economically feasible to predict whether any product or component will infringe the patent rights of others. Defending ourselves against intellectual property infringement claims, whether or not they have merit, could be costly and could result in the diversion of resources and management time and attention, even if we are ultimately successful in the defending the claim. If a claim is successfully asserted against us, in addition to being liable for damages and/or indemnification of customers or partners, our ability to use our current streaming technology and market our service could be restricted. We may also have to remove content from our service, or marketing materials. As a result of a dispute, we may have to develop non-infringing technology, enter into royalty or licensing agreements, adjust our content, or marketing activities or take other actions to resolve the claims. Some of our competitors may be better able to sustain the costs of such litigation or proceedings because of their substantially greater financial resources. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could impair our ability to compete in the marketplace. The occurrence of any of the foregoing events could harm our business. In addition, while the existence of our patent portfolio may deter some plaintiffs from asserting claims against us, from time to time we have faced, and expect in the future to face, allegations from “non-practicing entities.” Because these non-practicing entities have no relevant product revenue, and they exist primarily for the purpose of monetizing their patent portfolio through licensing and litigation, they may not be deterred by our own issued patents and pending patent applications in bringing intellectual property rights claims against us.

As a result of intellectual property infringement claims, or to avoid potential claims, we have previously chosen to, and may in the future choose or be required to, seek licenses from third parties. These licenses may not be available on commercially reasonable terms, or at all. Even if we are able to obtain a license, the license would likely obligate us to pay license fees, royalties or other consideration, and the rights granted to us might be nonexclusive, with the potential for our competitors to gain access to the same intellectual property. Furthermore, an adverse outcome of a dispute may require us to pay damages, potentially including treble damages and attorneys' fees, if we are found to have willfully infringed a party's intellectual property. We may also be required to cease making, licensing or using technologies that are alleged to infringe or misappropriate the intellectual property of others, and as a result may need to expend additional development resources to redesign our solutions; enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies, content or materials; and to indemnify our partners and other third parties. The inability to obtain intellectual property rights or licenses on favorable terms, or the need to engage in litigation related to these matters, may materially impact our business and financial condition.

An inability to obtain licenses for our streaming content from suppliers or other rights holders could be costly and harm our business.

We rely on our content suppliers to secure the rights to publicly perform and display the musical works and sound recordings embodied in any programming provided to or through our platform. If our content suppliers have not secured public performance or communication to the public licenses on a through to the viewer basis, then we could be liable to copyright owners or their agents copyright infringement. If our content suppliers are unable to secure such rights from copyright owners, then we may have to secure licenses in our own name.

We cannot guarantee that our content providers or we have or will be able to obtain all of the licenses we need to stream our content, as the process of obtaining such licenses involves many rights holders, some of whom are unknown, and myriad complex legal issues across many jurisdictions, including open questions of law as to when and whether particular licenses are needed. Additionally, rights holders, creators, performers, writers and their agents, or societies, unions, guilds, or legislative or regulatory bodies have created and may in the future create or attempt to create new rights or regulations that could require our content providers or us to enter into license agreements with, and pay royalties to, newly defined groups of rights holders, some of which may be difficult or impossible to identify.

We cannot guarantee that the licenses currently held by our content providers or by us will be available in the future at rates and on terms that are favorable or commercially reasonable or at all. The terms of these licenses, including the royalty rates that our content providers or we are required to pay pursuant to them, may change as a result of changes in our bargaining power, the industry, laws and regulations, or for other reasons. Increases in royalty rates or changes to other terms of these licenses could have an impact on how much our content providers charge us, and accordingly they may materially impact our business, operating results, and financial condition.

Additionally, our content suppliers may develop their own streaming services and may be unwilling to provide us with access to certain content. If we do not maintain a compelling mix of content, our customer acquisition and retention may be adversely affected. The occurrence of any of the foregoing risks could harm our business.

If our technology, trademarks and other proprietary rights are not adequately protected to prevent use or misappropriation by our competitors, the value of our brand and other intangible assets may be diminished, and our business may be adversely affected.

The success of our business depends on our ability to protect and enforce our patents, trade secrets, trademarks, copyrights, and all of our other intellectual property rights, including the intellectual property rights underlying our Service. We attempt to protect our intellectual property under patent, trade secret, trademark, and copyright law through a combination of intellectual property registration, employee and third-party assignment and nondisclosure agreements, other contractual restrictions, technological measures, and other methods. While we generally enter into confidentiality and invention assignment agreements with our employees and consultants and while we also generally enter into confidentiality agreements with the parties with whom we have strategic relationships and business alliances, these agreements may not have been properly entered into on every occasion with the applicable counterparty, and such agreements may not always be effective to vest ownership of the relevant intellectual property in Fubo, or to control access to and distribution of our proprietary information. Further, these agreements do not prevent our competitors or partners from independently developing technologies that are substantially equivalent or superior to our platform.

We have filed and we expect to file from time to time for trademark and patent applications. Nevertheless, these applications may not be approved, or if approved, they may be limited in scope and might not provide us with a meaningful competitive advantage. Furthermore, third parties may oppose our applications, or challenge the validity or enforceability of any patents or other intellectual property issued or registered to, or otherwise held by us. Third parties may also knowingly or unknowingly infringe our intellectual property rights, and litigation or proceedings before governmental authorities and administrative bodies may be necessary in the future to protect and enforce our patents, trademarks, trade secrets and other intellectual property rights, to protect our patent rights and to challenge the validity or scope of the proprietary rights of others. Our efforts to enforce or protect our proprietary rights may be ineffective and could result in substantial costs and diversion of resources and management time, each of which could substantially harm our operating results. Additionally, changes in law may be implemented, or changes in interpretation of such laws may occur, that may affect our ability to protect and enforce our patents and other intellectual property. If the protection of our intellectual property rights is inadequate to prevent use or misappropriation by third parties, the value of our brand, content, and other intangible assets may be diminished. Furthermore, failure to protect our domain names could also adversely affect our reputation and brand and make it more difficult for subscribers to find our website and our service. We may be unable, without significant cost or at all, to prevent third parties from acquiring domain names that are similar to, or that infringe upon or otherwise decrease the value of our trademarks and other proprietary rights.

Our use of open-source software could impose limitations on our ability to commercialize our platform.

We incorporate open-source software in our platform. From time to time, companies that incorporate open-source software into their proprietary software and products have faced claims challenging the ownership of their proprietary software and/or compliance with open-source license terms. Therefore, we could be subject to suits by parties claiming ownership of what we believe to be our proprietary software or non-compliance with open-source licensing terms. Use and distribution of open source software may also entail greater risks than that of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. In addition, certain open source licenses require that source code for software programs that are subject to the license (including, in certain cases, source code of proprietary software that is distributed with or linked to open source software) be made available to licensees or the public, and that any modifications or derivative works to such software continue to be licensed under potentially unfavorable terms or at no or minimal cost.

Although we monitor our use of open-source software in an effort both to comply with the terms of the applicable open source licenses and to avoid subjecting our software to conditions we do not intend, the terms of many open-source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our platform. By the terms of certain open source licenses, we could be required to release the source code of our software and to make our software available under open source licenses, if we combine or distribute or link our software with open source software in certain manners. In the event that portions of our software are determined to be subject to an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all, or a portion of, that software or otherwise be limited in the licensing of our software, each of which could negatively impact the value of our platform. While we are selective in our use of open source software and we have taken precautions to reduce the risk of subjecting our software to problematic “copyleft” open source license terms, many of the risks associated with usage of open source software cannot be eliminated, and could negatively affect our business, results of operations and financial condition.

If we are unable to obtain necessary or desirable third-party technology licenses, our ability to develop platform enhancements may be impaired.

We utilize commercially available off-the-shelf technology in the development of our platform. As we introduce new features or improvements to our platform, we may be required to license additional technologies from third parties. These third-party licenses may be unavailable to us on commercially reasonable terms, if at all. If we are unable to obtain necessary third-party licenses, we may be required to obtain substitute technologies with lower quality or performance standards, or at a greater cost, any of which could harm the competitiveness of our platform and our business.

Risks Related to the 2026 Convertible Notes

We may not have the ability to raise the funds necessary to settle conversions of the 2026 Convertible Notes in cash or to repurchase the 2026 Convertible Notes upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion or repurchase of the 2026 Convertible Notes.

Holders of the 2026 Convertible Notes will have the right to require us to repurchase all or a portion of the 2026 Convertible Notes upon the occurrence of a fundamental change before the maturity date at a repurchase price equal to 100% of the principal amount of the 2026 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any. In addition, upon conversion of the 2026 Convertible Notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the notes being converted. Moreover, we will be required to repay the 2026 Convertible Notes in cash at their maturity unless earlier converted, redeemed, or repurchased. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of all or a portion of the 2026 Convertible Notes surrendered therefor or pay cash with respect to notes being converted or at their maturity.

In addition, our ability to repurchase the 2026 Convertible Notes or to pay cash upon conversions of all or a portion of the 2026 Convertible Notes or at their maturity may be limited by law, regulatory authority or agreements governing our future indebtedness. Our failure to repurchase all or a portion of the 2026 Convertible Notes at a time when the repurchase is required by the indenture or to pay cash upon conversions of all or a portion of the 2026 Convertible Notes or at their maturity as required by the indenture would constitute a default under the indenture. A default under the indenture or the fundamental change itself could also lead to a default under agreements governing our future indebtedness. Moreover, the occurrence of a fundamental change under the indenture could constitute an event of default under any such agreement. A default under the indenture or the fundamental change itself could also lead to a default under agreements governing our existing or future indebtedness. If the payment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the notes or make cash payments upon conversions thereof.

The conditional conversion feature of all or a portion of the 2026 Convertible Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of any or all of the 2026 Convertible Notes is triggered, holders of the 2026 Convertible Notes will be entitled to convert their 2026 Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert 2026 Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation in cash, which could adversely affect our liquidity. In addition, even if holders of the 2026 Convertible Notes do not elect to convert their 2026 Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the 2026 Convertible Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

The accounting method for convertible debt securities that may be settled in cash, such as the 2026 Convertible Notes, could have a material effect on our reported financial results.

In August 2020, the Financial Accounting Standards Board ("FASB") published an Accounting Standards Update ("ASU") 2020-06, which amends these accounting standards by reducing the number of accounting models for convertible instruments and limiting instances of separate accounting for the debt and equity or a derivative component of the convertible debt instruments. ASU 2020-06 no longer allows the use of the treasury stock method for convertible instruments and instead requires application of the "if-converted" method. Under that method, diluted earnings per share will generally be calculated assuming that all the 2026 Convertible Notes were converted solely into shares of common stock at the beginning of the reporting period, unless the result would be anti-dilutive, which could adversely affect our diluted earnings per share. The Company adopted the ASU on January 1, 2022.

Provisions in the indenture for the 2026 Convertible Notes may deter or prevent a business combination that may be favorable to you.

If a fundamental change occurs prior to the maturity date of the 2026 Convertible Notes, holders of the 2026 Convertible Notes will have the right, at their option, to require us to repurchase all or a portion of their 2026 Convertible Notes. In addition, if a make-whole fundamental change occurs prior the maturity date, we will in some cases be required to increase the conversion rate for a holder that elects to convert all or a portion of their 2026 Convertible Notes in connection with such make-whole fundamental change. Furthermore, the 2026 notes indenture will prohibit us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the 2026 Convertible Notes. These and other provisions in the indenture could deter or prevent a third party from acquiring us even when the acquisition may be favorable to you.

Risks Related to the 2029 Secured Convertible Notes

We may not have the ability to raise the funds necessary to settle conversions of the 2029 Secured Convertible Notes in cash or to repurchase the 2029 Secured Convertible Notes upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion or repurchase of the 2029 Secured Convertible Notes.

Holders of the 2029 Secured Convertible Notes will have the right to require us to repurchase all or a portion of the 2029 Secured Convertible Notes upon the occurrence of a fundamental change before the maturity date at a repurchase price equal to 100% of the principal amount of the 2029 Secured Convertible Notes to be repurchased, plus accrued and unpaid cash interest, if any. In addition, upon conversion of the 2029 Secured Convertible Notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the notes being converted. Moreover, we will be required to repay the 2029 Secured Convertible Notes in cash at their maturity unless earlier converted or repurchased. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of all or a portion of the 2029 Secured Convertible Notes surrendered therefor or pay cash with respect to notes being converted or at their maturity.

In addition, our ability to repurchase the 2029 Secured Convertible Notes or to pay cash upon conversions of all or a portion of the 2029 Secured Convertible Notes or at their maturity may be limited by law, regulatory authority or agreements governing our future indebtedness. Our failure to repurchase all or a portion of the 2029 Secured Convertible Notes at a time when the repurchase is required by the 2029 notes indenture or to pay cash upon conversions of all or a portion of the 2029 Secured Convertible Notes or at their maturity as required by the 2029 notes indenture would constitute a default under the 2029 notes indenture. A default under the 2029 notes indenture or the fundamental change itself could also lead to a default under agreements governing our existing or future indebtedness, including the 2026 notes indenture. Moreover, the occurrence of a fundamental change under the 2029 notes indenture could constitute an event of default under any such agreement. If the payment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the notes or make cash payments upon conversions thereof.

The conditional conversion feature of all or a portion of the 2029 Secured Convertible Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of any or all of the 2029 Secured Convertible Notes is triggered, holders of the 2029 Secured Convertible Notes will be entitled to convert their 2029 Secured Convertible Notes at any time during specified periods at their option. If one or more holders elect to convert 2029 Secured Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation in cash, which could adversely affect our liquidity. In addition, even if holders of the 2029 Secured Convertible Notes do not elect to convert their 2029 Secured Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the 2029 Secured Convertible Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

Provisions in the indenture for the 2029 Secured Convertible Notes may deter or prevent a business combination that may be favorable to you.

If a fundamental change occurs prior to the maturity date of the 2029 Secured Convertible Notes, holders of the 2029 Secured Convertible Notes will have the right, at their option, to require us to repurchase all or a portion of their 2029 Secured Convertible Notes. In addition, if a make-whole fundamental change occurs prior the maturity date, we will in some cases be required to increase the conversion rate for a holder that elects to convert all or a portion of their 2029 Secured Convertible Notes in connection with such make-whole fundamental change. Furthermore, the 2029 notes indenture will prohibit us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the 2029 Secured Convertible Notes. These and other provisions in the 2029 notes indenture could deter or prevent a third party from acquiring us even when the acquisition may be favorable to you.

The terms of the 2029 notes indenture and the Exchange Agreement place restrictions on our operating and financial flexibility. If we raise additional capital through debt financing, the terms of any new debt could further restrict our ability to operate our business.

The 2029 Secured Convertible Notes are senior, secured obligations of us and our wholly-owned subsidiaries guaranteeing the notes (the “2029 Notes Guarantors”), secured by substantially all of our and 2029 Notes Guarantors’ assets (including intellectual property), in each case, excluding certain excluded assets and immaterial subsidiaries, and senior in right of payment to our existing and future indebtedness that is expressly subordinated to the 2029 Secured Convertible Notes. Subject to certain exceptions, our future material wholly-owned domestic subsidiaries are required to become guarantors of the 2029 Secured Convertible Notes and grant security interests in their assets securing the obligations in respect of the 2029 Secured Convertible Notes.

The 2029 notes indenture restricts our ability to, among other restrictions, incur additional secured indebtedness, pursue certain dispositions, mergers or acquisitions, transfer certain assets to any of our subsidiaries that are not guarantors under the 2029 Secured Convertible Notes, and engage in certain other business transactions. If we fail to comply with these or any of the other covenants under the 2029 notes indenture and are unable to obtain a waiver or amendment, the holders of the 2029 Secured Convertible Notes may, among other things, declare all of the 2029 Secured Convertible Notes due and payable and exercise rights with respect to collateral securing the 2029 Secured Convertible Notes, each of which could significantly harm our business, financial condition and prospects and could cause the price of our common stock to decline.

In addition, pursuant to the terms of the Exchange Agreement, we agreed, among other things, to grant the exchanging investors identified therein certain rights with respect to us and certain of our subsidiaries, including a right of first refusal with respect to the incurrence of additional secured indebtedness, participation rights with respect to the incurrence of unsecured indebtedness, and preemptive rights with respect to the issuance of certain equity securities, in each case subject to the terms set forth in the Exchange Agreement.

If we raise any additional debt financing, the terms of such additional debt could further restrict our operating and financial flexibility.

Risks Related to Ownership of our Common Stock

Our stock price is volatile.

The market price of our common stock is subject to wide price fluctuations in response to various factors, many of which are beyond our control. The factors include:

- global and regional macroeconomic conditions;
- variations in our operating results;
- variations between our actual operating results and the expectations of securities analysts, investors and the financial community;
- announcements of developments affecting our business, systems or expansion plans by us or others;
- technical factors in the public trading market for our stock that may produce price movements that may or may not comport with macro, industry or company-specific fundamentals, including, without limitation, the sentiment of retail investors (including as it may be expressed on financial trading and other social media sites), the amount and status of short interest in our securities, access to margin debt, trading in options and other derivatives on our common stock, fractional share trading, and other technical trading factors or strategies;
- competition, including the introduction of new competitors, their pricing strategies and services;
- announcements regarding stock repurchases and sales of our equity and debt securities;
- market volatility in general;
- the level of demand for our stock, including the amount of short interest in our stock; and
- the operating results of our competitors.

In addition, the stock market in general, and the market for technology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of companies' stock, including ours, regardless of actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

If a substantial number of shares become available for sale and are sold in a short period of time, the market price of our common stock could decline.

If our existing shareholders sell substantial amounts of our common stock in the public market, the market price of our common stock could decrease significantly. The perception in the public market that our existing shareholders might sell shares of common stock could also depress our market price. Our executive officers and directors and certain of our shareholders were in the past subject to certain lock-up agreements and the Rule 144 holding period requirements that have since expired. Now that these lock-up periods have expired and the holding periods have elapsed, additional shares are eligible for sale in the public market. The market price of shares of our common stock may drop significantly if our existing holders sell substantial amounts of our common stock in the public market. A decline in the price of shares of our common stock might impede our ability to raise capital through the issuance of additional shares of our common stock or other equity securities.

We also filed Form S-8 registration statements to register shares reserved for future issuance under our equity compensation plans. As a result, subject to the satisfaction of applicable exercise periods, the shares issued upon exercise of outstanding stock options will be available for immediate resale in the United States in the open market. Further, we have filed three effective shelf registration statements on Form S-3 under each of which we may offer from time to time in one or more offerings any combination of common and preferred stock, debt securities, warrants, purchase contracts and units.

Additionally, certain of our employees, executive officers, and directors have already entered into, or may in the future enter into Rule 10b5-1 trading plans providing for sales of shares of our common stock from time to time. Under a Rule 10b5-1 trading plan, a broker executes trades pursuant to parameters established by the employee, director, or officer when entering into the plan, without further direction from the employee, officer, or director. A Rule 10b5-1 trading plan may be amended or terminated in some circumstances. Our employees, executive officers, and directors also may buy or sell additional shares outside of a Rule 10b5-1 trading plan when they are not in possession of material, nonpublic information.

General Risk Factors

We have no plans to declare any cash dividends on our common stock in the foreseeable future.

We do not anticipate declaring any cash dividends to holders of our common stock in the foreseeable future. Consequently, investors may need to rely on sales of their common stock after price appreciation, which may never occur to realize future gains on their investment.

Future sales and issuances of our capital stock could reduce our stock price and any additional capital raised by us through the sale of equity or convertible securities may dilute your ownership in us.

We may issue additional shares of capital stock in the future, including shares issuable pursuant to securities that are convertible into or exchangeable for, or that represent a right to receive, capital stock. We may sell common stock, convertible securities and other equity securities in one or more transactions at prices and in a manner as we may determine from time to time, including pursuant to our shelf registration statements on Form S-3, which could result in substantial dilution to our existing shareholders. New investors in such future transactions could gain rights, preferences and privileges senior to those of holders of our common stock.

If few securities or industry analysts publish research or reports, or if they publish adverse or misleading research or reports, regarding us, our business or our market, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that securities or industry analysts publish about us, our business or our market. If few securities or industry analysts commence coverage of us, the stock price would be negatively impacted. Additionally, if any of the analysts who currently cover us or initiate coverage on us in the future issue adverse or misleading research or reports regarding us, our business model, our intellectual property, our stock performance or our market, or if our operating results fail to meet the expectations of analysts, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Our insurance may not provide adequate levels of coverage against claims.

We maintain insurance that we believe is customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Moreover, any loss incurred could exceed policy limits and policy payments made to us may not be made on a timely basis. Such losses could adversely affect our business prospects, results of operations, cash flows and financial condition.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(a) None.

(b) None.

(c) On March 29, 2024, David Gandler, the Company's Chief Executive Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 4,315,097 shares of the Company's common stock until June 25, 2025.

On March 7, 2024, John Janedis, the Company's Chief Financial Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the sale of up to 203,847 shares of the Company's common stock until March 7, 2025.

Item 6. Exhibits

Exhibit Number	Description	Incorporated by Reference				Furnished/Filed Herewith
		Form	File No.	Exhibit	Filing Date	
2.1	Agreement and Plan of Merger and Reorganization dated as of March 19, 2020 by and among FaceBank Group, Inc., fuboTV Acquisition Corp. and fuboTV, Inc.	8-K	000-55353	2.1	03/23/2020	
3.1(a)	Articles of Incorporation dated February 20, 2009	S-1	333-176093	3.1(i)	08/05/2011	
3.1(b)	Articles of Amendment to Articles of Incorporation dated October 5, 2010	S-1	333-176093	3.1(ii)	08/05/2011	
3.1(c)	Articles of Amendment to Articles of Incorporation dated December 31, 2014	10-K	000-55353	3.1(iii)	03/31/2015	
3.1(d)	Articles of Amendment to Articles of Incorporation dated January 11, 2016	8-K	000-55353	3.1	01/29/2016	
3.1(e)	Certificate of Designation of Series A Preferred Stock dated June 23, 2016	8-K	000-55353	4.1	06/28/2016	
3.1(f)	Certificate of Designation of Series B Preferred Stock dated June 23, 2016	8-K	000-55353	4.2	06/28/2016	
3.1(g)	Certificate of Designation of Series C Preferred Stock dated July 21, 2016	8-K	000-55353	4.1	07/26/2016	
3.1(h)	Second Amended Certificate of Designation of Series C Preferred Stock dated March 3, 2017	8-K	000-55353	3.1	03/06/2017	

3.1(i)	<u>Articles of Amendment to Articles of Incorporation dated October 17, 2017</u>	8-K	000-55353	3.1	12/05/2017
3.1(j)	<u>Certificate of Designation of Preferences and Rights of Series X Convertible Preferred Stock dated August 3, 2018</u>	8-K	000-55353	3.1	08/06/2018
3.1(k)	<u>Articles of Amendment to Articles of Incorporation dated September 9, 2019</u>	8-K	000-55353	3.1	09/11/2019
3.1(l)	<u>Articles of Amendment to Articles of Incorporation dated March 16, 2020</u>	8-K	000-55353	3.1	03/23/2020
3.1(m)	<u>Certificate of Designation of Series AA Convertible Preferred Stock dated March 20, 2020</u>	8-K	000-55353	3.2	03/23/2020
3.1(n)	<u>Articles of Amendment to Articles of Incorporation dated September 29, 2016</u>	10-Q	000-55353	3.1(n)	07/06/2020
3.1(o)	<u>Articles of Amendment to Articles of Incorporation dated January 9, 2017</u>	10-Q	000-55353	3.1(o)	07/06/2020
3.1(p)	<u>Articles of Amendment to Articles of Incorporation dated May 11, 2017</u>	10-Q	000-55353	3.1(p)	07/06/2020
3.1(q)	<u>Articles of Amendment to Articles of Incorporation dated February 12, 2018</u>	10-Q	000-55353	3.1(q)	07/06/2020
3.1(r)	<u>Articles of Amendment to Articles of Incorporation dated January 29, 2019</u>	10-Q	000-55353	3.1(r)	07/06/2020
3.1(s)	<u>Articles of Amendment to Articles of Incorporation dated July 12, 2019</u>	10-Q	000-55353	3.1(s)	07/06/2020
3.1(t)	<u>Articles of Amendment to Articles of Incorporation dated August 10, 2020</u>	8-K	000-55353	3.1	08/13/2020
3.1(u)	<u>Articles of Amendment to Articles of Incorporation dated September 29, 2020</u>	S-1	333-249783	3.1(u)	10/30/2020
3.1(v)	<u>Articles of Amendment to Articles of Incorporation dated June 9, 2022</u>	S-3	333-266557	3.1(v)	08/05/2022
3.1(w)	<u>Articles of Amendment to Articles of Incorporation dated June 15, 2023</u>	10-Q	001-39590	3.1(w)	08/07/2023
3.2	<u>Amended and Restated Bylaws of the Company, dated March 1, 2022</u>	8-K	001-39590	3.1	03/02/2022
4.1	<u>Form of Common Stock Certificate</u>	10-K	001-39590	4.1	03/25/2021
4.2	<u>Form of Common Stock Purchase Warrant in connection with the private placement between May 11, 2020 and June 8, 2020</u>	10-Q	000-55353	4.5	07/06/2020
4.3	<u>Indenture, dated as of February 2, 2021, by and between fuboTV Inc. and U.S. Bank National Association, as Trustee</u>	8-K	001-39590	4.1	02/02/2021

4.4	<u>Form of Note, representing fuboTV Inc.'s 3.25% Convertible Senior Notes due 2026 (included in Exhibit 4.3)</u>	8-K	001-39590	4.2	02/02/2021	
4.5	<u>Indenture, dated as of January 2, 2024, among fuboTV Inc., the Guarantors and U.S. Bank Trust Company, National Association, as trustee and collateral agent</u>	8-K	001-39590	4.1	01/02/2024	
4.6	<u>Form of Note, representing fuboTV Inc.'s Convertible Senior Secured Notes due 2029 (included in Exhibit 4.5)</u>	8-K	001-39590	4.2	01/02/2024	
4.7	<u>Registration Rights Agreement, dated as of January 2, 2024, between fuboTV Inc. and certain affiliates and related funds of Mudrick Capital Management, L.P.</u>	8-K	001-39590	99.2	01/02/2024	
31.1	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).</u>					*
31.2	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).</u>					*
32.1	<u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.</u>					*
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					
101.SCH	Inline XBRL Taxonomy Extension Schema Document					
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FUBOTV INC.

Date: May 3, 2024

By: /s/ David Gandler
David Gandler
Chief Executive Officer (Principal Executive Officer)

FUBOTV INC.

Date: May 3, 2024

By: /s/ John Janedis
John Janedis
Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

CERTIFICATION

I, David Gandler, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024 of fuboTV 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(s) 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.

May 3, 2024

/s/ David Gandler

David Gandler

Chief Executive Officer

(principal executive officer)

CERTIFICATION

I, John Janedis, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024 of fuboTV 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(s) 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.

May 3, 2024

/s/ John Janedis

John Janedis

Chief Financial Officer

(principal financial officer and principal accounting officer)

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

In connection with the Quarterly Report on Form 10-Q of fuboTV Inc. (the “Company”) for the fiscal quarter ended March 31, 2024 as filed with the Securities and Exchange Commission (the “Report”), I, David Gandler, Chief Executive Officer, and I, John Janedis, Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

1. 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.

May 3, 2024

/s/ David Gandler

David Gandler
Chief Executive Officer
(principal executive officer)

May 3, 2024

/s/ John Janedis

John Janedis
Chief Financial Officer
(principal financial officer and principal accounting officer)

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.