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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 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: 001-39058

Peloton Interactive, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**47-3533761**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
441 Ninth Avenue, Sixth Floor **New York, New York**	**10001**
(Address of principal executive offices)	*(Zip Code)*

(929) 567-0006
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, $0.000025 par value per share	PTON	The Nasdaq Stock Market LLC

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 29, 2024, the number of shares of the registrant's Class A common stock outstanding was 352,798,288, and the number of shares of the registrant's Class B common stock outstanding was 18,016,072.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements contained in this Quarterly Report on Form 10-Q other than statements of historical fact, including, without limitation, statements regarding our execution of and timing of and the expected benefits from our restructuring initiatives and cost-saving measures, the cost savings and other efficiencies of expanding relationships with our third-party partners, details regarding and the timing of the launch of new products and services, our new initiatives with retailer partners and our efforts to optimize our retail store footprint, the prices of our products and services in the future, our future operating results and financial position, our business strategy and plans, market growth, and our objectives for future operations, are forward-looking statements. The words "believe," "may," "will," "estimate," "potential," "continue," "anticipate," "intend," "expect," "could," "would," "project," "plan," "target," and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions.

We have based these forward-looking statements on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions and other important factors that could cause actual results to differ materially from those stated, including, but not limited to:

- our ability to achieve and maintain future profitability;
- our ability to attract and maintain Subscribers;
- our ability to accurately forecast consumer demand for our products and services and adequately maintain our inventory;
- our ability to execute and achieve the expected benefits of our restructuring initiatives and other cost-saving measures and whether our efforts will result in further actions or additional asset impairment charges that adversely affect our business;
- our ability to effectively manage our growth and costs;
- our ability to anticipate consumer preferences and successfully develop and offer new products and services in a timely manner, or effectively manage the introduction of new or enhanced products and services;
- demand for our products and services and growth of the Connected Fitness Products market;
- our ability to maintain the value and reputation of the Peloton brand;
- our reliance on a limited number of suppliers, contract manufacturers, and logistics partners for our Connected Fitness Products;
- our lack of control over suppliers, contract manufacturers and logistics partners for our Connected Fitness Products;
- our ability to predict our long-term performance and declines in our revenue growth as our business matures;
- the effects of increased competition in our markets and our ability to compete effectively;
- any declines in sales of our Bike and Bike+;
- our dependence on third-party licenses for use of music in our content;
- actual or perceived defects in, or safety of, our products, including any impact of product recalls or legal or regulatory claims, proceedings or investigations involving our products;
- increases in component costs, long lead times, supply shortages or other supply chain disruptions;
- accidents, safety incidents or workforce disruptions;
- seasonality or other fluctuations in our quarterly results;
- our ability to generate class content;
- risks related to acquisitions or dispositions, including the acquisition of Precor;
- risks related to expansion into international markets;
- disruptions or failures of information technology systems, or websites;
- risks related to payment processing, cybersecurity, or data privacy;
- risks related to the Peloton App and its ability to work with a range of mobile and streaming technologies, systems, networks, and standards;
- our ability to effectively price and market our Connected Fitness Products and subscriptions and our limited operating history with which to predict the profitability of our subscription model;
- any inaccuracies in, or failure to achieve, operational and business metrics or forecasts of market growth;
- our ability to maintain effective internal control over financial and management systems and remediate material weaknesses;

- impacts from warranty claims or product returns;
- our ability to maintain, protect, and enhance our intellectual property;
- our ability to stay in compliance with laws and regulations that currently apply or become applicable to our business both in the United States and internationally;
- our reliance on third parties for computing, storage, processing and similar services and delivery and installation of our products;
- our ability to attract and retain highly skilled personnel and maintain our culture;
- risks related to our common stock and indebtedness; and
- those risks and uncertainties described in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part I, Item 2 in this Quarterly Report on Form 10-Q and the sections titled “Risk Factors” in Part I, Item 1A and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023, as such factors may be updated in our filings with the Securities and Exchange Commission (the “SEC”).

Moreover, we operate in a very competitive and rapidly changing environment. 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 future events and trends discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, performance, or achievements. Our forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q, and we undertake no obligation to update any of these forward-looking statements for any reason after the date of this Quarterly Report on Form 10-Q or to conform these statements to actual results or revised expectations, except as required by law.

You should read this Quarterly Report on Form 10-Q, and the documents that we reference in this Quarterly Report on Form 10-Q and have filed with the SEC, with the understanding that our actual future results, performance, and events and circumstances may be materially different from what we expect.

In this Quarterly Report on Form 10-Q, the words “we,” “us,” “our,” and "Peloton" refer to Peloton Interactive, Inc. and its wholly owned subsidiaries, unless the context requires otherwise.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PELOTON INTERACTIVE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions, except share and per share amounts)

	March 31, 2024 (unaudited)	June 30, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 794.5	$ 813.9
Accounts receivable, net	101.7	97.2
Inventories, net	354.4	522.6
Prepaid expenses and other current assets	170.3	205.4
Total current assets	1,421.0	1,639.1
Property and equipment, net	384.3	444.8
Intangible assets, net	17.5	25.6
Goodwill	41.2	41.2
Restricted cash	54.2	71.6
Operating lease right-of-use assets, net	468.1	524.1
Other assets	22.2	22.7
Total assets	$ 2,408.5	$ 2,769.1
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 474.9	$ 478.4
Deferred revenue and customer deposits	182.3	187.3
Current portion of long-term debt and other bank borrowings	7.5	7.5
Operating lease liabilities, current	78.1	83.5
Other current liabilities	2.7	4.6
Total current liabilities	745.5	761.4
0% Convertible Senior Notes, net	991.4	988.0
Term loan, net	692.1	690.9
Operating lease liabilities, non-current	543.5	593.8
Other non-current liabilities	26.3	30.1
Total liabilities	2,998.9	3,064.2
Commitments and contingencies (Note 8)		
Stockholders' deficit		
Common stock, $0.000025 par value; 2,500,000,000 and 2,500,000,000 Class A shares authorized, 352,621,872 and 338,750,774 shares issued and outstanding as of March 31, 2024 and June 30, 2023, respectively; 2,500,000,000 and 2,500,000,000 Class B shares authorized, 18,016,072 and 18,016,853 shares issued and outstanding as of March 31, 2024 and June 30, 2023, respectively.	—	—
Additional paid-in capital	4,845.4	4,619.8
Accumulated other comprehensive income	17.4	16.8
Accumulated deficit	(5,453.2)	(4,931.8)
Total stockholders' deficit	(590.4)	(295.1)
Total liabilities and stockholders' deficit	$ 2,408.5	$ 2,769.1

See accompanying notes to these unaudited condensed consolidated financial statements.

PELOTON INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(unaudited)
(in millions, except share and per share amounts)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	**2023**	**2024**	**2023**
Revenue:				
Connected Fitness Products	$ 279.9	$ 324.1	$ 779.6	$ 909.8
Subscription	437.8	424.7	1,277.3	1,248.3
Total revenue	717.7	748.9	2,056.9	2,158.1
Cost of revenue:				
Connected Fitness Products	268.3	341.7	748.5	1,025.8
Subscription	139.8	136.9	414.0	409.8
Total cost of revenue	408.0	478.7	1,162.4	1,435.6
Gross profit	309.7	270.2	894.5	722.4
Operating expenses:				
Sales and marketing	170.3	154.6	546.7	510.4
General and administrative	153.0	249.2	464.9	635.3
Research and development	76.8	78.2	235.4	246.3
Impairment expense	19.0	39.4	46.7	111.9
Restructuring expense	37.6	12.0	68.8	167.9
Supplier settlements	(0.9)	2.9	(2.4)	22.0
Total operating expenses	455.9	536.2	1,360.1	1,693.8
Loss from operations	(146.2)	(266.0)	(465.7)	(971.3)
Other expense, net:				
Interest expense	(27.7)	(26.6)	(82.6)	(69.7)
Interest income	9.3	7.9	26.2	17.7
Foreign exchange (loss) gain	(2.1)	9.1	(0.2)	3.9
Other income, net	—	0.4	0.5	3.0
Total other expense, net	(20.4)	(9.1)	(56.1)	(45.1)
Loss before provision for income taxes	(166.7)	(275.2)	(521.8)	(1,016.4)
Income tax expense (benefit)	0.6	0.8	(0.3)	3.5
Net loss	$ (167.3)	$ (275.9)	$ (521.4)	$ (1,019.9)
Net loss attributable to Class A and Class B common stockholders	$ (167.3)	$ (275.9)	$ (521.4)	$ (1,019.9)
Net loss per share attributable to common stockholders, basic and diluted	$ (0.45)	$ (0.79)	$ (1.44)	$ (2.97)
Weighted-average Class A and Class B common shares outstanding, basic and diluted	367,931,183	350,426,631	362,910,381	343,753,996
Other comprehensive (loss) income:				
Change in foreign currency translation adjustment	(2.1)	(1.5)	0.6	6.7
Derivative adjustments:				
Reclassification for derivative adjustments included in Net loss	—	0.3	—	1.0
Total other comprehensive (loss) income	(2.1)	(1.2)	0.6	7.7
Comprehensive loss	$ (169.4)	$ (277.1)	$ (520.9)	$ (1,012.2)

See accompanying notes to these unaudited condensed consolidated financial statements.

PELOTON INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in millions)

	Nine Months Ended March 31,	
	2024	**2023**
Cash Flows from Operating Activities:		
Net loss	$ (521.4)	$ (1,019.9)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	83.0	93.1
Stock-based compensation expense	208.6	333.7
Non-cash operating lease expense	50.0	62.5
Amortization of debt discount and issuance costs	10.5	10.0
Impairment expense	46.7	111.9
Loss on sale of subsidiary	3.8	—
Net foreign currency adjustments	0.2	(5.3)
Changes in operating assets and liabilities:		
Accounts receivable	(5.1)	(24.9)
Inventories	136.8	435.1
Prepaid expenses and other current assets	1.9	53.6
Other assets	(0.2)	5.2
Accounts payable and accrued expenses	(40.5)	(296.6)
Deferred revenue and customer deposits	(4.9)	(0.7)
Operating lease liabilities, net	(64.5)	(65.8)
Other liabilities	(3.8)	(24.2)
Net cash used in operating activities	(98.8)	(332.2)
Cash Flows from Investing Activities:		
Capital expenditures and capitalized internal-use software development costs	(13.0)	(63.8)
Proceeds from sale of subsidiary	14.6	12.4
Proceeds from sale of Peloton Output Park	31.9	—
Net cash provided by (used in) investing activities	33.5	(51.4)
Cash Flows from Financing Activities:		
Principal repayment of Term Loan	(5.6)	(5.6)
Proceeds, net from employee stock purchase plan withholdings	2.0	5.1
Proceeds from employee stock plans	33.1	72.6
Principal repayments of finance leases	(0.5)	(2.0)
Net cash provided by financing activities	29.0	70.0
Effect of exchange rate changes	(0.5)	8.9
Net change in cash, cash equivalents, and restricted cash	(36.7)	(304.7)
Cash, cash equivalents, and restricted cash — Beginning of period	885.5	1,257.6
Cash, cash equivalents, and restricted cash — End of period	$ 848.7	$ 952.9
Supplemental Disclosures of Cash Flow Information:		
Cash paid for interest	$ 71.8	$ 56.7
Cash paid for income taxes	$ (1.0)	$ 12.9
Supplemental Disclosures of Non-Cash Investing and Financing Information:		
Accrued and unpaid capital expenditures, including software	$ 2.3	$ 1.5
Stock-based compensation capitalized for software development costs	$ —	$ 7.7

See accompanying notes to these unaudited condensed consolidated financial statements.

PELOTON INTERACTIVE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(unaudited)
(in millions)

	Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount				
Balance - December 31, 2022	344.6	$ —	$ 4,423.4	$ 21.1	$ (4,414.0)	$ 30.5
Activity related to stock-based compensation	9.1	—	115.1	—	—	115.1
Issuance of common stock under employee stock purchase plan	0.5	—	4.5	—	—	4.5
Other comprehensive loss	—	—	—	(1.2)	—	(1.2)
Net loss	—	—	—	—	(275.9)	(275.9)
Balance - March 31, 2023	354.2	$ —	$ 4,543.0	$ 19.9	$ (4,690.0)	$ (127.0)
Balance - December 31, 2023	364.2	$ —	$ 4,767.1	$ 19.5	$ (5,285.9)	$ (499.3)
Activity related to stock-based compensation	5.9	—	76.1	—	—	76.1
Issuance of common stock under employee stock purchase plan	0.6	—	2.3	—	—	2.3
Other comprehensive loss	—	—	—	(2.1)	—	(2.1)
Net loss	—	—	—	—	(167.3)	(167.3)
Balance - March 31, 2024	370.6	$ —	$ 4,845.4	$ 17.4	$ (5,453.2)	$ (590.4)

	Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount				
Balance - June 30, 2022	338.3	$ —	$ 4,291.3	$ 12.2	$ (3,710.6)	$ 592.9
Activity related to stock-based compensation	15.0	—	403.9	—	—	403.9
Issuance of common stock under employee stock purchase plan	0.9	—	7.9	—	—	7.9
Cumulative effect of adopting ASU 2020-06	—	—	(160.1)	—	40.6	(119.5)
Other comprehensive income	—	—	—	7.7	—	7.7
Net loss	—	—	—	—	(1,019.9)	(1,019.9)
Balance - March 31, 2023	354.2	$ —	$ 4,543.0	$ 19.9	$ (4,690.0)	$ (127.0)
Balance - June 30, 2023	356.8	$ —	$ 4,619.8	$ 16.8	$ (4,931.8)	$ (295.1)
Activity related to stock-based compensation	12.9	—	221.3	—	—	221.3
Issuance of common stock under employee stock purchase plan	0.9	—	4.3	—	—	4.3
Other comprehensive income	—	—	—	0.6	—	0.6
Net loss	—	—	—	—	(521.4)	(521.4)
Balance - March 31, 2024	370.6	$ —	$ 4,845.4	$ 17.4	$ (5,453.2)	$ (590.4)

See accompanying notes to these unaudited condensed consolidated financial statements.

1. Description of Business and Basis of Presentation

Description and Organization

Peloton is the largest interactive fitness platform in the world with a loyal community of Members, which we define as any individual who has a Peloton account through a paid Connected Fitness Subscription or a paid Peloton App Membership. The Company pioneered connected, technology-enabled fitness with the creation of its interactive fitness equipment (“Connected Fitness Products”) and the streaming of immersive, instructor-led boutique classes to its Members anytime, anywhere. The Company makes fitness entertaining, approachable, effective, and convenient while fostering social connections that encourage Members to be the best versions of themselves.

Our Connected Fitness Products portfolio includes the Peloton Bike, Bike+, Tread, Tread+, Guide, and Row. Access to the Peloton App is available with an All Access or Guide Membership for Members who have Connected Fitness Products or through a standalone App Membership with multiple Membership tiers. Our revenue is generated primarily from recurring Subscription revenue and the sale of our Connected Fitness Products. We are additionally focused on growing our Paid App subscribers, including through efforts such as our branding and App relaunch in May 2023. We define a “Connected Fitness Subscription” as a person, household, or commercial property, such as a hotel or residential building, who has paid for a subscription to a Connected Fitness Product (a Connected Fitness Subscription with a successful credit card billing or with prepaid subscription credits or waivers).

Basis of Presentation and Consolidation

The accompanying interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and applicable rules and regulations of the U.S. Securities and Exchange Commission ("SEC") regarding interim financial reporting. The condensed consolidated balance sheet as of June 30, 2023, included herein, was derived from the audited financial statements as of that date, but does not include all disclosures including certain notes required by GAAP on an annual reporting basis. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations of the SEC. Therefore, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2023 (the "Form 10-K"). However, the Company believes that the disclosures provided herein are adequate to prevent the information presented from being misleading.

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

In the opinion of management, the accompanying interim condensed consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, results of operations, cash flows, and the changes in equity for the interim periods. The results for the three and nine months ended March 31, 2024 are not necessarily indicative of the results to be expected for any subsequent quarter, the fiscal year ending June 30, 2024, or any other period.

Certain monetary amounts, percentages, and other figures included elsewhere in these financial statements have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated may not be the arithmetic aggregation of the percentages that precede them.

Except as described elsewhere in *Note 2 - Summary of Significant Accounting Policies* in the section titled *“Recently Issued Accounting Pronouncements,”* there have been no material changes to the Company’s significant accounting policies as described in the Form 10-K.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. On an ongoing basis, the Company evaluates its estimates, including, among others, those related to revenue related reserves, product recall and corrective action cost, the realizability of inventory, content costs for past use reserve, fair value measurements, the incremental borrowing rate associated with lease liabilities, impairment of long-lived and intangible assets, useful lives of long-lived assets, including property and equipment and finite-lived intangible assets, product warranty, goodwill, accounting for income taxes, stock-based compensation expense, transaction price estimates, the fair values of assets acquired and liabilities assumed in business combinations and asset acquisitions, future restructuring charges, contingent consideration, and commitments and contingencies. Actual results may differ from these estimates.

Internal-Use Software

The Company incurs development costs related to internal-use software. These software development costs meet the criteria for capitalization once the preliminary project stage is complete and it is probable that the project will be completed and the software will be used to perform the function intended.

The Company evaluates the costs incurred during the application development stage of internal use software and website development to determine whether the costs meet the criteria for capitalization. Costs related to preliminary project activities and post-implementation activities including maintenance are expensed as incurred.

Capitalized costs related to internal-use software are amortized on a straight-line basis over the estimated useful life of the software, not to exceed three years. Capitalized costs less accumulated amortization are included within Property and equipment, net on the Consolidated Balance Sheets. Software development costs that do not meet the criteria for capitalization and are expensed as incurred within Research and development in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

Recently Adopted Accounting Pronouncements

ASU 2021-08

In October 2021, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers.* The guidance requires that an acquirer recognize and measure contract assets and liabilities acquired in a business combination in accordance with Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers*. The Company adopted ASU 2021-08 on July 1, 2023. The standard will be applied to acquisitions occurring on or after the effective date. The impact will depend on the contract assets and liabilities acquired in future business combinations.

Accounting Pronouncements Not Yet Adopted

ASU 2023-07

In November 2023, the Financial Accounting Standards Board issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. This ASU improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses, and is effective for fiscal years beginning after December 15, 2023 on a retrospective basis. The Company is currently evaluating the impact of adopting this ASU.

ASU 2023-09

In December 2023, the Financial Accounting Standards Board issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures.* This ASU enhances income tax information primarily through changes in the rate reconciliation and income taxes paid information, and is effective for fiscal years beginning after December 15, 2024 on a prospective basis. The Company is currently evaluating the impact of adopting this ASU.

3. Revenue

The Company's primary sources of revenue are its recurring content Subscription revenue, revenue from sales of its Connected Fitness Products, rental lease arrangements, accessories, and branded apparel, as well as Precor branded fitness products, delivery, and installation services.

The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

Revenue is recognized when control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company's revenue is reported net of sales returns, discounts, incentives, and rebates to commercial distributors as a reduction of the transaction price. Certain contracts include consideration payable that is accounted for as a payment for distinct goods or services. The Company estimates its liability for product returns and concessions based on historical trends by product category, impact of seasonality, and an evaluation of current economic and market conditions and records the expected customer refund liability as a reduction to revenue, and the expected inventory right of recovery as a reduction of cost of revenue. If actual return costs differ from previous estimates, the amount of the liability and corresponding revenue are adjusted in the period in which such costs occur.

Some of the Company's contracts with customers contain multiple performance obligations. For customer contracts that include multiple performance obligations, the Company accounts for individual performance obligations if they are distinct. The transaction price is then allocated to each performance obligation based on its standalone selling price. The Company generally determines the standalone selling price based on the prices charged to customers.

The Company applies the practical expedient as per ASC 606-10-50-14 and does not disclose information related to remaining performance obligations due to their original expected terms being one year or less.

The Company expenses sales commissions on its Connected Fitness Products when incurred because the amortization period would have been less than one year. These costs are recorded in Sales and marketing in the Company's Condensed Consolidated Statements of Operations and Comprehensive Loss.

Some of the Company's revenues relate to rental lease arrangements. The Company's rental program allows Members to lease a Bike or Bike+ with a Peloton Rental Membership for a single monthly cost and a one-time delivery fee, and gives the Member the option to purchase the equipment outright or cancel at any time with no penalty. These lease arrangements include both lease and non-lease components. Consideration is allocated between the lease and non-lease components based on management's best estimate of the relative standalone selling price of each component. The lease component relates to the customer's right to use the equipment over the lease term and is accounted for as an operating lease in accordance with ASC 842, *Leases*. Lease revenue is recognized on a straight-line basis over the term of the lease within Connected Fitness Products revenue, while the underlying equipment subject to the lease remains within Property and equipment, net on the Company's Consolidated Balance Sheets and depreciates over the equipment's useful life. Depreciation expense associated with the underlying equipment is reflected in Connected Fitness Products cost of revenue in the Company's Consolidated Statements of Operations and Comprehensive Loss. Non-lease components primarily consist of an All-Access Membership, which is recognized within Subscription revenue.

Connected Fitness Products

Connected Fitness Products include the Company's portfolio of Connected Fitness Products and related accessories, Precor branded fitness products, delivery and installation services, Peloton branded apparel, extended warranty agreements, and commercial service contracts. The Company recognizes Connected Fitness Products revenue net of sales returns and discounts when the product has been delivered to the customer, except for extended warranty revenue that is recognized over the warranty period and service revenue that is recognized over the term of the service contract. The Company allows customers to return Peloton branded Connected Fitness Products within thirty days of purchase, as stated in its return policy.

The Company records fees paid to third-party financing partners in connection with its consumer financing program as a reduction of revenue, as it considers such costs to be a customer sales incentive. The Company records payment processing fees for its credit card sales for Connected Fitness Products within Sales and marketing in the Company's Condensed Consolidated Statements of Operations and Comprehensive Loss.

Subscription

The Company's subscriptions provide access to Peloton content in its library of live and on-demand fitness classes. The Company's subscriptions are offered on a month-to-month or prepaid basis.

Amounts paid for subscription fees, net of refunds are included within Deferred revenue and customer deposits on the Company's Condensed Consolidated Balance Sheets and recognized ratably over the subscription term. The Company records payment processing fees for its monthly subscription charges within cost of Subscription revenue in the Company's Condensed Consolidated Statements of Operations and Comprehensive Loss.

Sales tax collected from customers and remitted to governmental authorities is not included in revenue and is reflected as a liability on the Company's Condensed Consolidated Balance Sheets.

Product Warranty

The Company offers a standard product warranty that its Connected Fitness Products will operate under normal, non-commercial use for a period of one year from the date of original delivery, covering the touchscreen and most original Bike, Bike+, Tread, Tread+, Row, and Guide components. The Company has the obligation, at its option, to either repair or replace the defective product. At the time revenue is recognized, an estimate of future warranty costs is recorded as a component of cost of revenue. Factors that affect the warranty obligation include historical as well as current product failure rates, service delivery costs incurred in correcting product failures, and warranty policies and business practices. The Company's products are manufactured by contract manufacturers, and in certain cases, the Company may have recourse to such contract manufacturers.

Activity related to the Company's accrual for our estimated future product warranty obligation was as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Balance at beginning of period	$ 21.5	$ 36.2	$ 26.4	$ 51.1
Provision for warranty accrual	9.3	7.0	19.0	12.8
Warranty claims	(9.6)	(13.4)	(24.3)	(34.1)
Balance at end of period	$ 21.1	$ 29.8	$ 21.1	$ 29.8

The Company also offers the option for customers in some markets to purchase an extended warranty and service contract that extends or enhances the technical support, parts, and labor coverage offered as part of the base warranty included with the Connected Fitness Products for additional periods ranging from 12 to 36 months.

Extended warranty revenue is recognized on a gross basis as the Company has a continuing obligation to perform over the service period. Extended warranty revenue is recognized ratably over the extended warranty coverage period and is included in Connected Fitness Product revenue in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

Disaggregation of Revenue

The Company's revenue disaggregated by segment, excluding sales-based taxes, are included in *Note 12 - Segment Information*.

The Company's revenue disaggregated by geographic region was as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
North America	$ 659.7	$ 692.5	$ 1,894.8	$ 1,996.6
International	58.0	56.4	162.1	161.4
Total revenue	$ 717.7	$ 748.9	$ 2,056.9	$ 2,158.1

During the three and nine months ended March 31, 2024, the Company's revenue attributable to the United States was $632.4 million and $1,818.5 million, or 88% and 88% of total revenue, respectively. During the three and nine months ended March 31, 2023, the Company's revenue attributable to the United States was $666.8 million and $1,923.6 million, or 89% and 89% of total revenue, respectively.

Deferred Revenue and Customer Deposits

Deferred revenue is recorded for nonrefundable cash payments received for the Company's performance obligation to transfer, or stand ready to transfer, goods or services in the future. Customer deposits represent payments received in advance before the Company transfers a good or service to the customer and are refundable.

As of March 31, 2024 and June 30, 2023, deferred revenue of $101.3 million and $99.2 million, respectively, and customer deposits of $81.0 million and $88.1 million, respectively, were included in Deferred revenue and customer deposits on the Company's Condensed Consolidated Balance Sheets.

In the nine months ended March 31, 2024 and 2023, the Company recognized revenue of $95.2 million and $92.0 million, respectively, that was included in the deferred revenue balance as of June 30, 2023 and 2022, respectively.

4. Restructuring

In February 2022, the Company announced and began implementing a restructuring plan to realign the Company's operational focus to support its multi-year growth, scale the business, and improve costs (the "2022 Restructuring Plan"). The 2022 Restructuring Plan originally included: (i) reducing the Company's headcount; (ii) closing several assembly and manufacturing plants, including the completion and subsequent sale of the shell facility for the Company's previously planned Peloton Output Park; (iii) closing and consolidating several distribution facilities; and (iv) shifting to third-party logistics providers in certain locations.

In fiscal year 2023, the Company continued to take actions to implement the 2022 Restructuring Plan. In July 2022, the Company announced it was exiting all owned-manufacturing operations and expanding its current relationship with a Taiwanese manufacturer, Rexon Industrial Corporation. Additionally, in August 2022, the Company announced the decision to (i) fully transition its North American Field Operations to third-party providers, including the significant reduction of its delivery workforce teams; (ii) eliminate a significant number of roles on the North America Member Support team and exit its real-estate footprints in its Plano and Tempe locations; and (iii) reduce its retail showroom presence.

In January 2024, the Company completed the sale of the Peloton Output Park building and a portion of the corresponding land and received net proceeds of approximately $31.9 million. The Company continues to market the remaining land parcel.

On April 22, 2024, the Company's Board of Directors approved a new restructuring plan to expand upon its 2022 restructuring plan (as expanded, the "2024 Restructuring Plan"). The 2024 Restructuring Plan will position Peloton for sustained, positive free cash flow, while enabling the company to continue to invest in software, hardware and content innovation, improvements to its member support experience, and optimizations to marketing efforts to scale the business. The 2024 Restructuring Plan includes: (i) a reduction in global headcount; and (ii) continued closures of our retail locations. The Company expects the 2024 Restructuring Plan to be substantially implemented by the end of fiscal 2025.

As a result of these restructuring initiatives, the Company incurred the charges shown in the following table. Asset write-downs and write-offs are included within Impairment expense in the Condensed Consolidated Statements of Operations and Comprehensive Loss. The remaining charges incurred are included within Restructuring expense in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
Cash restructuring charges:	(in millions)			
Severance and other personnel costs(1)	$ 33.6	$ 6.9	$ 40.0	$ 68.0
Exit and disposal costs and professional fees(2)	2.3	4.4	16.1	16.4
Total cash charges	35.9	11.3	56.1	84.4
Non-cash charges:				
Asset write-downs and write-offs(3)	$ 17.8	$ 36.0	$ 41.9	$ 108.6
Stock-based compensation expense(4)	1.7	0.7	8.9	83.5
Write-offs of inventory related to restructuring activities(5)	—	—	1.0	3.7
Loss on sale of subsidiary(6)	—	—	3.8	—
Total non-cash charges	19.5	36.8	55.6	195.8
Total	$ 55.4	$ 48.0	$ 111.8	$ 280.2

(1) Includes $1.1 million and $7.5 million of severance and other personnel costs related to the 2022 Restructuring Plan for the three and nine months ended March 31, 2024, respectively, and $32.5 million related to the 2024 Restructuring Plan for both the three and nine months ended March 31, 2024

(2) Includes exit and disposal costs and professional fees related to the 2022 Restructuring Plan.

(3) Includes $7.0 million and $31.1 million of asset write-downs and write-offs related to the 2022 Restructuring Plan for the three and nine months ended March 31, 2024, respectively and $10.8 million related to the 2024 Restructuring Plan for both the three and nine months ended March 31, 2024.

(4) Includes zero and $7.2 million of stock-based compensation expense related to the 2022 Restructuring Plan for the three and nine months ended March 31, 2024, respectively, and $1.7 million related to the 2024 Restructuring Plan for both the three and nine months ended March 31, 2024.

(5) Includes write-offs of inventory related to the 2022 Restructuring Plan, which are included within Cost of revenue: Connected Fitness Products in the Condensed Consolidated Statement of Operations and Comprehensive Loss.

(6) Includes loss on sale of subsidiary recognized in connection with the 2022 Restructuring Plan.

Due to the actions taken pursuant to the 2022 Restructuring Plan and 2024 Restructuring Plan, the Company tested certain long-lived assets (asset groups) for recoverability by comparing the carrying values of the asset group to estimates of their future undiscounted cash flows, which were generally the liquidation value, or for operating lease right-of-use assets, income from a sublease arrangement. Based on the results of the recoverability tests, the Company determined that during the three and nine months ended March 31, 2024 and 2023, the undiscounted cash flows of certain assets (asset groups) were below their carrying values, indicating impairment. The assets were written down to their estimated fair values, which were determined based on their estimated liquidation or sales value, or for operating lease right-of-use assets, discounted cash flows of a sublease arrangement.

The following tables present a roll-forward of cash restructuring-related liabilities, which is included within Accounts payable and accrued expenses in the Condensed Consolidated Balance Sheets, as follows:

	Severance and other personnel costs	Exit and disposal costs and professional fees	Total
		(in millions)	
Balance as of December 31, 2022	$ 22.3	$ 1.1	$ 23.4
Charges	6.9	4.4	11.3
Cash payments	(16.3)	(5.5)	(21.9)
Balance as of March 31, 2023	$ 12.8	$ —	$ 12.8
Balance as of December 31, 2023	$ 2.2	$ 4.7	$ 7.0
Charges(1)	33.6	2.3	35.9
Cash payments	(0.7)	(4.0)	(4.7)
Balance as of March 31, 2024	$ 35.2	$ 3.0	$ 38.2

(1) Includes $1.1 million and $32.5 million of charges for severance and other personnel costs related to the 2022 Restructuring Plan and 2024 Restructuring Plan, respectively, for the three months ended March 31, 2024. The majority of the cash charges are expected to be paid during the fourth quarter of fiscal year ended June 30, 2024.

	Severance and other personnel costs	Exit and disposal costs and professional fees	Total
		(in millions)	
Balance as of June 30, 2022	$ 10.9	$ —	$ 10.9
Charges	68.0	16.4	84.4
Cash payments	(66.1)	(16.4)	(82.5)
Balance as of March 31, 2023	$ 12.8	$ —	$ 12.8
Balance as of June 30, 2023	$ 13.6	$ 0.3	$ 13.9
Charges(1)	40.0	16.1	56.1
Cash payments	(18.4)	(13.5)	(31.9)
Balance as of March 31, 2024	$ 35.2	$ 3.0	$ 38.2

(1) Includes $7.5 million and $32.5 million of charges for severance and other personnel costs related to the 2022 Restructuring Plan and 2024 Restructuring Plan, respectively, for the nine months ended March 31, 2024. The majority of the cash charges are expected to be paid during the fourth quarter of fiscal year ended June 30, 2024.

In connection with the 2024 Restructuring Plan, which includes any remaining restructuring activity under the original 2022 Restructuring Plan, the Company estimates that it will incur additional cash charges of approximately $45.0 million, primarily composed of lease termination and other exit costs, which are expected to be substantially incurred by the end of fiscal year 2025. Additionally, the Company expects to recognize additional non-cash charges of approximately $20.0 million, primarily composed of non-inventory asset impairment charges, which are expected to be substantially incurred by the end of fiscal year 2025.

5. Fair Value Measurements

Fair Value Measurements of Other Financial Instruments

The following tables present the estimated fair values of the Company's financial instruments that are not recorded at fair value on the Condensed Consolidated Balance Sheets:

	As of March 31, 2024			
	Level 1	Level 2	Level 3	Total
	(in millions)			
0% Convertible Senior Notes	$ —	$ 847.5	$ —	$ 847.5

	As of June 30, 2023			
	Level 1	Level 2	Level 3	Total
	(in millions)			
0% Convertible Senior Notes	$ —	$ 759.5	$ —	$ 759.5

The fair value of the 0% Convertible Senior Notes due February 15, 2026 (the "Notes") is determined based on the closing price on the last trading day of the reporting period.

The carrying value of the Term Loan (as defined below) approximates the fair value of the Term Loan as of March 31, 2024.

6. Inventories

Inventories were as follows:

	March 31, 2024	June 30, 2023
	(in millions)	
Raw materials	$ 37.2	$ 53.2
Finished products(1)	520.6	703.0
Total inventories	557.9	756.2
Less: Reserves	(203.5)	(233.6)
Total inventories, net	$ 354.4	$ 522.6

(1) Includes $36.3 million and $26.4 million of finished goods inventory in transit, products owned by the Company that have not yet been received at a Company distribution center, as of March 31, 2024 and June 30, 2023, respectively.

The Company periodically assesses and adjusts the value of inventory for estimated excess and obsolete inventory based upon estimates of future demand and market conditions, as well as damaged or otherwise impaired goods. The Company's recorded inventory reserves as of March 31, 2024 primarily consisted of $95.0 million related to excess accessories and apparel inventory and $82.1 million related to returned Connected Fitness Products that the Company does not expect to sell.

7. Debt

Convertible Notes and the Indenture

In February 2021, the Company issued $1.0 billion aggregate principal amount of the Notes in a private offering, including the exercise in full of the over-allotment option granted to the initial purchasers of $125.0 million. The Notes were issued pursuant to an Indenture (the "Indenture") between the Company and U.S. Bank National Association, as trustee. The Notes are senior unsecured obligations of the Company and do not bear regular interest, and the principal amount of the Notes does not accrete. The net proceeds from this offering were approximately $977.2 million, after deducting the initial purchasers' discounts and commissions and the Company's offering expenses.

Each $1,000 principal amount of the Notes is initially convertible into 4.1800 shares of the Company's Class A common stock, which is equivalent to an initial conversion price of approximately $239.23 per share. The conversion rate is subject to customary adjustments under certain circumstances in accordance with the terms of the Indenture. In addition, if certain corporate events that constitute a make-whole fundamental change occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time.

The Notes will mature on February 15, 2026, unless earlier converted, redeemed, or repurchased. The Notes will be convertible at the option of the holders at certain times and upon the occurrence of certain events.

On or after August 15, 2025, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their Notes, in multiples of $1,000 principal amount, at the option of the holder regardless of the foregoing circumstances. Upon conversion, the Company may satisfy its conversion obligation by paying and/or delivering, as the case may be, cash, shares of the Class A common stock or a combination of cash and shares of the Class A common stock, at the Company's election, in the manner and subject to the terms and conditions provided in the Indenture. It is the Company's current intent to settle the principal amount of the Notes with cash.

The Company may redeem for cash all or any portion of the Notes, at its option, on or after February 20, 2024 and on or before the 20th scheduled trading day immediately before the maturity date, if the last reported sale price per share of the Class A common stock exceeds 130% of the conversion price then in effect on (1) each of at least 20 trading days (whether or not consecutive) during the 30 consecutive trading days ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption and (2) the trading day immediately before the date the Company sends such notice at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus any accrued and unpaid special interest, if any, to, but excluding, the redemption date. No sinking fund is provided for the Notes, which means that the Company is not required to redeem or retire the Notes periodically.

Upon the occurrence of a fundamental change (as defined in the Indenture), subject to certain conditions, holders may require the Company to repurchase all or a portion of the Notes for cash at a price equal to 100% of the principal amount of the Notes to be repurchased, plus any accrued and unpaid special interest, if any, to, but excluding, the fundamental change repurchase date.

The Notes are senior unsecured obligations of the Company and rank senior in right of payment to any of the Company's existing and future indebtedness that is expressly subordinated in right of payment to the Notes; equal in right of payment to any of the Company's existing and future unsecured indebtedness that is not so subordinated; effectively subordinated in right of payment to any of the Company's existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness; and structurally subordinated to all existing and future indebtedness and other liabilities of current or future subsidiaries of the Company (including trade payables and to the extent the Company is not a holder thereof, preferred equity, if any, of the Company's subsidiaries).

The net carrying amount of the liability component of the Notes was as follows:

	March 31, 2024	June 30, 2023
	(in millions)	
Principal	$ 1,000.0	$ 1,000.0
Unamortized debt issuance costs	(8.6)	(12.0)
Net carrying amount	$ 991.4	$ 988.0

The following table sets forth the interest expense recognized related to the Notes:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Amortization of debt issuance costs	$ 1.1	$ 1.1	$ 3.4	$ 3.4
Total interest expense related to the Notes	$ 1.1	$ 1.1	$ 3.4	$ 3.4

Capped Call Transactions

In connection with the offering of the Notes, the Company entered into privately negotiated capped call transactions with certain counterparties (the "Capped Call Transactions"). The Capped Call Transactions have an initial strike price of approximately $239.23 per share, subject to adjustments, which corresponds to the approximate initial conversion price of the Notes. The cap price of the Capped Call Transactions will initially be approximately $362.48 per share. The Capped Call Transactions cover, subject to anti-dilution adjustments substantially similar to those applicable to the Notes, 6.9 million shares of Class A common stock. The Capped Call Transactions are expected generally to reduce potential dilution to the Class A common stock upon any conversion of Notes and/or offset any potential cash payments the Company would be required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap based on the cap price. If, however, the market price per share of Class A common stock, as measured under the terms of the Capped Call Transactions, exceeds the cap price of the Capped Call Transactions, there would be dilution and/or there would not be an offset of such potential cash payments, in each case, to the extent that the then-market price per share of the Class A common stock exceeds the cap price of the Capped Call Transactions.

For accounting purposes, the Capped Call Transactions are separate transactions, and are not part of the terms of the Notes. The net cost of $81.3 million incurred to purchase the Capped Call Transactions was recorded as a reduction to Additional paid-in capital on the Company's Condensed Consolidated Balance Sheets.

Second Amended and Restated Credit Agreement

In 2019, the Company entered into an amended and restated revolving credit agreement.

On May 25, 2022, the Company entered into an Amendment and Restatement Agreement providing for a Second Amended and Restated Credit Agreement (as amended, restated, or otherwise modified from time to time, the “Second Amended and Restated Credit Agreement”) with JPMorgan Chase Bank, N.A., as administrative agent, and certain banks and financial institutions party thereto as lenders and issuing banks.

The Second Amended and Restated Credit Agreement provides for a $750.0 million term loan facility (the “Term Loan”), which will be due and payable on May 25, 2027 or, if greater than $200.0 million of the Notes are outstanding on November 16, 2025 (the “Springing Maturity Condition”), November 16, 2025 (the “Springing Maturity Date”). The Term Loan amortizes in quarterly installments of 0.25%, payable at the end of each fiscal quarter and on the maturity date.

The Second Amended and Restated Credit Agreement also provided for a $500.0 million revolving credit facility (the “Revolving Facility”), $35.0 million of which would mature on June 20, 2024 (the “Non-Consenting Commitments”), with the rest ($465.0 million) maturing on December 10, 2026 (the “Consenting Commitments”) or if the Springing Maturity Condition is met and the Term Loan is outstanding on such date, the Springing Maturity Date. On August 24, 2022, the Company amended the Second Amended and Restated Credit Agreement (the “First Amendment”) such that the Company is only required to meet the total liquidity covenant, set at $250.0 million (the “Liquidity Covenant”), and the total revenues covenant, set at $3.0 billion for the four-quarter trailing period, to the extent any revolving loans are borrowed and outstanding. On May 2, 2023, the Company further amended the Second Amended and Restated Credit Agreement (the “Second Amendment”) to, among other things, (i) reduce the aggregate revolving credit commitments from $500.0 million to $400.0 million, with the Non-Consenting Commitments reduced to $28.0 million and the Consenting Commitments reduced to $372.0 million, and (ii) remove the covenant requiring the Company to maintain a minimum total four-quarter revenue level of $3.0 billion at any time when revolving loans are outstanding. Following the Second Amendment, borrowings under the Revolving Facility are limited to the lesser of (a) $400.0 million and (b) an amount equal to the “Subscription” revenue of the Company and its subsidiaries for the most recently completed fiscal quarter of the Company. The Liquidity Covenant will still be replaced with a covenant to maintain a minimum secured debt to adjusted EBITDA ratio upon our meeting a specified adjusted EBITDA threshold.

The Revolving Facility bears interest at a rate equal to, at our option, either at the Adjusted Term SOFR Rate (as defined in the Second Amended and Restated Credit Agreement) plus 2.25% per annum or the Alternate Base Rate (as defined in the Second Amended and Restated Credit Agreement) plus 1.25% per annum for the Consenting Commitments, and bears interest at a rate equal to, at our option, either at the Adjusted Term SOFR Rate plus 2.75% per annum or the Alternate Base Rate plus 1.75% per annum for the Non-Consenting Commitments. The Company is required to pay an annual commitment fee of 0.325% per annum and 0.375% per annum on a quarterly basis based on the unused portion of the Revolving Facility for the Consenting Commitments and the Non-Consenting Commitments, respectively.

The Term Loan bears interest at a rate equal to, at our option, either at the Alternate Base Rate (as defined in the Second Amended and Restated Credit Agreement) plus 5.50% per annum or the Adjusted Term SOFR Rate (as defined in the Second Amended and Restated Credit Agreement) plus 6.50% per annum. As stipulated in the Second Amended and Restated Credit Agreement, the applicable rates applicable to the Term Loan increased one time by 0.50% per annum as the Company chose not to obtain a public rating for the Term Loan from S&P Global Ratings or Moody’s Investors Services, Inc. on or prior to November 25, 2022. Any borrowing at the Alternate Base Rate is subject to a 1.00% floor and a term loan borrowed at the Adjusted Term SOFR Rate is subject to a 0.50% floor and any revolving loan borrowed at the Adjusted Term SOFR Rate is subject to a 0.00% floor.

The Second Amended and Restated Credit Agreement contains customary affirmative covenants as well as customary covenants that restrict our ability to, among other things, incur additional indebtedness, sell certain assets, guarantee obligations of third parties, declare dividends or make certain distributions, and undergo a merger or consolidation or certain other transactions. The Second Amended and Restated Credit Agreement also contains certain customary events of default. Certain baskets and covenant levels have been decreased and will apply equally to both the Term Loan and Revolving Facility for so long as the Term Loan is outstanding. After the repayment in full of the Term Loan, such baskets and levels will revert to those previously disclosed in connection with the Amended and Restated Credit Agreement.

The obligations under the Second Amended and Restated Credit Agreement with respect to the Term Loan and the Revolving Facility are secured by substantially all of our assets, with certain exceptions set forth in the Second Amended and Restated Credit Agreement, and are required to be guaranteed by certain material subsidiaries of the Company if, at the end of future financial quarters, certain conditions are not met.

In connection with the execution of the Second Amended and Restated Credit Agreement, the Company incurred debt issuance costs of $1.1 million, which are capitalized and presented as Other assets on the Company’s Condensed Consolidated Balance Sheets. These costs are being amortized to interest expense using the effective interest method over the term of the Second Amended and Restated Credit Agreement.

During the three and nine months ended March 31, 2024, the Company incurred total commitment fees of $0.3 million and $1.0 million, respectively, and $0.4 million and $1.2 million during the three and nine months ended March 31, 2023, respectively, which are included in Interest expense in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

As of March 31, 2024, the Company had drawn the full amount of the Term Loan and had $736.9 million of total outstanding borrowings under the Second Amended and Restated Credit Agreement.

As of March 31, 2024, the Company had not drawn any amount under the Revolving Facility and as such did not have to test the financial covenants under the Second Amended and Restated Credit Agreement. The Company is required to pledge or otherwise restrict a portion of cash and cash equivalents as collateral for standby letters of credit. As of March 31, 2024, the Company had outstanding letters of credit totaling $54.2 million, which are classified as Restricted cash on the Condensed Consolidated Balance Sheet.

Our proceeds in connection with the Term Loan were $696.4 million, net of discount of $33.8 million and issuance costs of $19.8 million. Both the discount and issuance costs are being amortized to interest expense over the term of the Term Loan using the effective interest rate method. Upon entering into the Term Loan, the effective interest rate was 10.2%. On each of November 25, 2022, May 25, 2023, and November 25, 2023, the rate was updated to 13.7%, 14.3%, and 14.5%, respectively. The current effective interest rate on the Term Loan is 14.5% as of March 31, 2024.

The net carrying amount of the Term Loan was as follows:

	March 31, 2024	June 30, 2023
	(in millions)	
Principal	$ 750.0	$ 750.0
Principal payments	(13.1)	(7.5)
Unamortized debt discount	(23.5)	(27.8)
Unamortized debt issuance costs	(13.8)	(16.3)
Net carrying amount	$ 699.6	$ 698.4

The following table sets forth the non-cash interest expense recognized related to the Term Loan:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Amortization of debt discount	$ 1.5	$ 1.3	$ 4.3	$ 4.0
Amortization of debt issuance costs	0.9	0.8	2.5	2.4
Total non-cash interest expense related to the Term Loan	$ 2.3	$ 2.1	$ 6.9	$ 6.4

8. Commitments and Contingencies

Music License Agreements

The Company is subject to minimum guarantee royalty payments associated under certain music license agreements.

The following represents the Company's minimum annual guarantee payments under music license agreements for the next three years as of March 31, 2024:

Fiscal Year	Future Minimum Payments (in millions)
2024 (remaining)	$ 15.7
2025	50.7
2026	6.0
Total	$ 72.4

Tread+ Product Recall Return Reserves and Cost Estimates

On May 5, 2021, the Company announced a voluntary recall of its Tread+ in collaboration with the U.S. Consumer Product Safety Commission ("CPSC") and halted sales of this product to work on product enhancements. On May 18, 2023, the Company and the CPSC jointly announced the approval of a rear guard repair for the recalled Tread+. We have made this rear guard available to our Members who continue to own a Tread+ and during the three months ended March 31, 2023, we resumed deliveries of the Tread+ from our existing inventory with the rear guard installed.

The following table details the (benefit)/reduction to Connected Fitness Products revenue for actual and future returns and costs associated with the Tread+ product recall that were recorded in Connected Fitness Products cost of revenue.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Returns accrual for (benefit)/reduction to Connected Fitness Products revenue	$ —	$ (11.9)	$ (3.9)	$ 14.6
Costs (benefits) of product recalls	—	13.2	(4.3)	15.7

Return reserves related to the impacts of the Tread+ recall of $7.5 million and $24.4 million were included within Accounts payable and accrued expenses in the Condensed Consolidated Balance Sheets as of March 31, 2024 and June 30, 2023, respectively. Accruals for costs associated with the Tread+ repair of $8.9 million and $10.0 million were included within Accounts payable and accrued expenses in the Condensed Consolidated Balance Sheet as of March 31, 2024 and June 30, 2023, respectively. The estimated return reserves are based on historical and expected product returns. The estimated costs associated with the Tread+ repair are primarily based on the estimated number of requests for the Tread+ repair and the estimated costs of the production, delivery, and installation of the remedy.

Bike Seat Post Recall

On May 11, 2023, in collaboration with the CPSC, the Company announced a voluntary recall of the original Peloton Bike (not Bike+) sold in the U.S. from January 2018 to May 2023 related to its seat post, and the Company is offering Members a free replacement seat post as the approved repair. As of March 31, 2024 and June 30, 2023, accruals of $2.4 million and $42.2 million, respectively, were included within Accounts payable and accrued expenses in the Condensed Consolidated Balance Sheet related to the recall. The estimated cost to replace the bike seat posts is primarily based on the estimated number of requests for seat posts and the estimated costs of the production and shipment of the replacement parts. For more detail on the potential impacts of the recall to our business, see *"Risk Factors—Risks Related to Our Connected Fitness Products and Members—Our products and services may be affected from time to time by design and manufacturing defects or product safety issues, real or perceived, that could adversely affect our business and result in harm to our reputation"* in our Form 10-K.

Commitments to Suppliers

The Company utilizes contract manufacturers to build its products and accessories. These contract manufacturers acquire components and build products based on demand forecast information the Company supplies, which typically covers a rolling 12-month period. Consistent with industry practice, the Company acquires inventories from such manufacturers through blanket purchase orders against which orders are applied based on projected demand information and availability of goods. Such purchase commitments typically cover the Company's forecasted product and manufacturing requirements for periods that range a number of months. In certain instances, these agreements allow the Company the option to cancel, reschedule, and/or adjust our requirements based on its business needs for a period of time before the order is due to be fulfilled. While the Company's purchase orders are legally cancellable in many situations, there are some which are not cancellable in the event of a demand plan change or other circumstances, such as where the supplier has procured unique, Peloton-specific designs, and/or specific non-cancellable, non-returnable components based on our provided forecasts.

As of March 31, 2024, the Company's commitments to contract with third-party manufacturers for their inventory on-hand and component purchase commitments related to the manufacture of Peloton products were estimated to be approximately $123.5 million, of which $109.7 million is expected to be paid over the next twelve months.

Legal and Regulatory Proceedings

The Company is, or may become, a party to legal and regulatory proceedings with respect to a variety of matters in the ordinary course of its business, including the matters set forth below. We deny the allegations in the active matters described below and intend to vigorously defend against such matters.

Some of our legal and regulatory proceedings, including matters and litigation that center around intellectual property claims, may be based on complex claims involving substantial uncertainties and unascertainable damages. Accordingly, except for proceedings that have settled or been terminated, or except where otherwise indicated below, it is not possible to determine the probability of loss or estimate damages for such matters, and therefore, the Company has not established reserves for any of these proceedings. When the Company determines that a loss is both probable and reasonably estimable, the Company records a liability, and, if the liability is material, discloses the amount of the liability reserved.

Unless otherwise disclosed below, while it is reasonably possible that a loss may be incurred, the Company is unable to estimate a range of potential loss due to the complexity and current status of these lawsuits. In these matters, the Company has not established a reserve.

We evaluate, on a regular basis, developments in our legal proceedings and other contingencies that could affect the amount of liability, including amounts in excess of any previous accruals and reasonably possible losses disclosed, and make adjustments and changes to our accruals and disclosures as appropriate. For the matters we disclose that do not include an estimate of the amount of loss or range of losses, such an estimate is not possible or is immaterial.

Given that our legal and regulatory proceedings are subject to uncertainty, there can be no assurance that such legal proceedings, either individually or in the aggregate, will not have a material adverse effect on our business, results of operations, financial condition or cash flows.

In May 2021, we initiated a voluntary recall of our Tread+ product in collaboration with the CPSC. In December 2022, we entered into a settlement agreement with the CPSC regarding matters related to the Tread+ recall. In the settlement, we agreed to pay a $19.1 million civil penalty, resolving the CPSC's charges that we violated the Consumer Product Safety Act (the "CPSA"). On May 18, 2023, the Company and the CPSC jointly announced the approval of a rear guard repair for the recalled Tread+. The SEC is investigating our public disclosures concerning the Tread+ recall, as well as other matters. In addition, in 2021, the U.S. Department of Justice (the "DOJ") and the Department of Homeland Security subpoenaed us for documents and other information related to our statutory obligations, including under the CPSA. In addition to such investigations, we are presently subject to personal injury claims related to the safety of the Tread+.

On November 16, 2021, the United States District Court for the Eastern District of New York consolidated two putative securities class action lawsuits against the Company and certain of the Company's officers under the caption In re Peloton Interactive, Inc. Securities Litigation, Master File No. 21-cv-02369-CBA-PK, and appointed Richard Neswick as lead plaintiff. On January 21, 2022, the lead plaintiff filed an amended consolidated complaint in the action purportedly on behalf of a class consisting of those individuals who purchased or otherwise acquired our common stock between September 11, 2020 and May 5, 2021. Lead plaintiff alleged that the Company and certain of the Company's officers made false or misleading statements in violation of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding the Peloton Tread+ and the safety of the product. On April 17, 2023, the parties entered into a settlement agreement to resolve the action for $14.0 million, for which the Company had previously taken a reserve. Under the terms of this agreement, defendants continue to deny any liability or wrongdoing. The settlement remains subject to court approval.

On October 26, 2021 and January 24, 2022, the United States District Court for the Eastern District of New York consolidated four stockholder derivative actions purportedly on behalf of the Company against certain of the Company's officers and directors under the caption In re Peloton Interactive, Inc. Derivative Litigation, Master File No. 21-cv-02862-CBA-PK (the "EDNY Derivative Action"), which alleged, among other claims, breaches of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, waste, and violations of Section 14(a) of the Exchange Act. Alan Chu, Moshe Genack, Xingqi Liu and Anthony Franchi were appointed as co-lead plaintiffs. The EDNY Derivative Action was stayed on February 11, 2022. On December 14, 2022, two putative verified stockholder derivative actions in the Court of Chancery of the State of Delaware, purportedly on behalf of the Company against certain of the Company's officers and directors asserting similar allegations to those made in the EDNY Derivative Action, were consolidated as In re Peloton Interactive, Inc. Stockholder Derivative Litigation, Consol. Case No. 2022-1051-KSJM (the "Chancery Derivative Action"), and stayed. On December 22, 2022, a stockholder filed a putative stockholder derivative action in the United States District Court for the District of Delaware, asserting similar allegations to those in the EDNY Derivative Action and the Chancery Derivative Action against certain of the Company's officers and directors, captioned Blackburn v. Foley, et al., Case No. 22-cv-01618-GBW, which was stayed on January 12, 2023. These cases remain stayed pending resolution of the settlement in In re Peloton Interactive, Inc. Securities Litigation, Master File No. 21-cv-02369-CBA-PK (E.D.N.Y.).

On May 11, 2023, in collaboration with the CPSC, the Company announced a voluntary recall of the original Peloton Bike (not Bike+) sold in the U.S. from January 2018 to May 2023 related to its seat post, and the Company is offering a free replacement seat post as the approved repair. On June 9, 2023, Sam Solomon filed a putative securities class action against the Company and certain of the Company's officers in the U.S. District Court for the Eastern District of New York, Case No. 1:23-cv-04279-MKB-JRC (the "2023 Securities Litigation"). Jia Tian and David Feigelman were appointed as co-lead plaintiffs. On November 6, 2023, co-lead plaintiffs filed an amended complaint purportedly on behalf of a class consisting of those individuals who purchased or otherwise acquired our common stock between May 6, 2021 and August 22, 2023, alleging that the defendants made false and/or misleading statements relating to the seat post recall in violation of Sections 10(b) and 20(a) of the Exchange Act. On February 2, 2024, defendants served a motion to dismiss the amended complaint. On April 2, 2024, plaintiffs served an opposition to defendants' motion.

On September 27, 2023, Courtney Cooper and Abdo P. Faissal filed a verified stockholder derivative complaint, purportedly on behalf of the Company against certain of the Company's officers and directors, captioned Cooper v. Boone, et. al., Case No. 23-cv-07193-MKB-MMH, in the U.S. District Court for the Eastern District of New York, which alleges breaches of fiduciary duties and violations of Section 14(a) of the Exchange Act, as well as a claim for contribution under Sections 10(b) and 21D of the Exchange Act for any liability the Company may incur as a result of the 2023 Securities Litigation. On January 8, 2024, the court stayed the action pending resolution of the motion to dismiss in the 2023 Securities Litigation.

On May 5, 2022, the United States District Court for the Southern District of New York consolidated two putative securities class action lawsuits against the Company and certain of the Company's officers under the caption City of Hialeah Employees Retirement System et al. v. Peloton Interactive, Inc., et al., Case No. 21-CV-09582-ALC-OTW and appointed Robeco Capital Growth Funds SICAV – Robeco Global Consumer Trends as lead plaintiff in the class action (the "SDNY Class Action"). Lead plaintiff filed its amended complaint on June 25, 2022, alleging that the defendants made false and/or misleading statements about demand for the Company's products and the reasons for the Company's inventory growth, and engaged in improper trading in violation of Sections 10(b) and 20A of the Exchange Act. On March 30, 2023, the court granted defendants' motion to dismiss, with leave to amend. Plaintiffs filed an amended complaint on May 6, 2023, purportedly on behalf of a class consisting of those individuals who purchased or otherwise acquired our common stock between February 5, 2021 and January 19, 2022, and defendants moved to dismiss the complaint on June 16, 2023. Briefing on defendants' motion to dismiss the amended complaint in the SDNY Class Action was completed on August 18, 2023.

On July 26, 2023, the Court of Chancery in the State of Delaware consolidated three stockholder derivative actions purportedly on behalf of the Company against certain of the Company's officers and directors under the caption In re Peloton Interactive, Inc. 2023 Derivative Litigation, Consol. Case No. 2023-0224-KSJM, which alleges that defendants breached their fiduciary duties by purportedly making false statements about demand for the Company's products and engaging in improper trading. Allison Manzella, Clark Ovruchesky, Daniel Banks and Karen Florentino are co-lead plaintiffs. The court stayed the action on September 26, 2023 pending resolution of the motion to dismiss in the SDNY Class Action.

On August 4, 2022, Mayville Engineering Company, Inc. ("MEC") filed suit against the Company in the Supreme Court of the State of New York, Index No. 652735/2022, alleging claims for breach of contract, or, in the alternative, breach of the implied duty of good faith and fair dealing. MEC alleges that the Company breached a supply agreement under which MEC agreed to supply certain parts for Peloton products, and that it is entitled to damages in an amount exceeding $107.0 million, plus pre-judgment interest, fees, and costs. On September 23, 2022, the Company moved to dismiss MEC's complaint. On January 6, 2023, the court partially granted and partially denied the Company's motion to dismiss, dismissing MEC's alternative claim for breach of the implied duty of good faith and fair dealing with prejudice, but allowing MEC's claim for breach of contract to move forward. The Company and MEC both appealed that ruling, and on April 11, 2024, the appellate court issued a decision affirming the ruling. The Company also appealed a discovery ruling and, on April 11, 2024, the appellate court ruled in the Company's favor. In September 2023, the Company asserted a counterclaim and affirmative defense against MEC for fraudulent inducement of the supply agreement. Discovery is ongoing with a current fact discovery deadline of June 21, 2024. No trial date has been set. The Company cannot estimate the precise amount of any reasonably possible loss, as the estimate would depend on numerous uncertainties including future legal rulings, further factual developments concerning the extent of any recoverable damages, and the success of its counterclaim. The range of reasonably possible loss runs from zero to the full amount of MEC's claim described above.

9. Equity-Based Compensation

2019 Equity Incentive Plan

In August 2019, the Board of Directors adopted the 2019 Equity Incentive Plan (the "2019 Plan"), which was subsequently approved by the Company's stockholders in September 2019. The 2019 Plan serves as the successor to the 2015 Stock Plan (the "2015 Plan"). The 2015 Plan continues to govern the terms and conditions of the outstanding awards previously granted thereunder. Any reserved shares not issued or subject to outstanding grants under the 2015 Plan on the effective date of the 2019 Plan became available for grant under the 2019 Plan and will be issued as Class A common stock.

Under the terms of the 2019 Plan, for stock option and restricted stock unit grants, vesting generally occurs over four years. Stock option grants are not exercisable after the expiration of ten years from the date of grant or such shorter period as specified in a stock award agreement.

The number of shares reserved for issuance under the 2019 Plan will increase automatically on July 1 of each of 2020 through 2029 by the number of shares of the Company's Class A common stock equal to 5% of the total outstanding shares of all of the Company's classes of common stock as of each June 30 immediately preceding the date of increase (the "evergreen feature"), or a lesser amount as determined by the Board of Directors. On July 1, 2023, the number of shares of Class A common stock available for issuance under the 2019 Plan was automatically increased according to its terms by 17,838,381 shares.

In October 2023, the Company's Board of Directors adopted an amendment to the 2019 Plan (the "Amendment") that increases the number of shares available under the 2019 Plan by 36,000,000 shares of Class A common stock (and retains the existing evergreen feature through July 1, 2029) and extends the right to grant awards under the 2019 Plan through October 24, 2033. The Amendment became effective following approval by the Company's stockholders on December 7, 2023. As of March 31, 2024, 56,710,759 shares of Class A common stock were available for future award under the 2019 Plan.

Stock Options

The following summary sets forth the stock option activity under the 2019 Plan:

	Options Outstanding			
	Number of Stock Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in millions)
Outstanding — June 30, 2023	42,999,273	$ 19.71	5.2	$ 33.2
Exercised	(4,054,092)	$ 3.24		$ 12.3
Forfeited or expired	(9,869,477)	$ 24.79		
Outstanding — March 31, 2024	29,075,704	$ 20.28	5.6	$ 6.1
Vested and Exercisable— March 31, 2024	22,029,861	$ 18.29	4.9	$ 6.1

Unvested option activity is as follows:

	Options	Weighted-Average Grant Date Fair Value
Unvested - June 30, 2023	12,407,094	$ 18.84
Vested	(3,908,305)	$ 18.59
Forfeited or expired	(1,452,946)	$ 17.45
Unvested - March 31, 2024	7,045,843	$ 19.26

The aggregate intrinsic value of options outstanding and vested and exercisable, were calculated as the difference between the exercise price of the options and the fair value of the Company's common stock as of March 31, 2024. The fair value of the common stock is the closing stock price of the Company's Class A common stock as reported on The Nasdaq Global Select Market. The aggregate intrinsic value of exercised options was $12.3 million and $82.6 million for the nine months ended March 31, 2024 and 2023, respectively.

On July 1, 2022, the Compensation Committee of the Board of Directors of the Company approved a one-time repricing of certain stock option awards that had been granted to date under the 2019 Plan. The repricing impacted stock options held by all employees who remained employed through July 25, 2022. The repricing did not apply to our U.S.-based hourly employees (or employees with equivalent roles in non-U.S. locations) or our C-level executives. The original exercise prices of the repriced stock options ranged from $12.94 to $146.79 per share for the 2,138 total grantees. Each stock option was repriced to have a per share exercise price of $9.13, which was the closing price of the Company's Class A common stock on July 1, 2022. There were no changes to the number of shares, the vesting schedule, or the expiration date of the repriced stock options. Incremental stock-based compensation expense resulting from the repricing was $21.9 million in the aggregate.

For the nine months ended March 31, 2024, no options were granted, and for the nine months ended March 31, 2023, the weighted-average grant date fair value per option was $6.42. The fair value of each option was estimated at the grant date using the Black-Scholes method with the following assumptions:

	Nine Months Ended March 31,
	2023
Weighted average risk-free interest rate (1)	3.3 %
Weighted average expected term (in years)	6.2
Weighted average expected volatility (2)	81.4 %
Expected dividend yield	—

(1) Based on U.S. Treasury yield curve in effect at the time of grant.

(2) Expected volatility is based on a blended average of average historical stock volatilities of several peer companies over the expected term of the stock options, historical volatility of the Company's stock price, and implied stock price volatility derived from the price of exchange traded options on the Company's stock.

Restricted Stock and Restricted Stock Units

The following table summarizes the activity related to the Company's restricted stock and restricted stock units:

	Restricted Stock Units Outstanding	
	Number of Awards	Weighted-Average Grant Date Fair Value
Outstanding — June 30, 2023	27,236,428	$ 13.96
Granted	57,108,945	$ 5.53
Vested and converted to shares	(8,839,558)	$ 14.39
Cancelled	(7,066,292)	$ 10.89
Outstanding — March 31, 2024	68,439,523	$ 7.18

Employee Stock Purchase Plan

In August 2019, the Board of Directors adopted, and in September 2019, the Company's stockholders approved, the Employee Stock Purchase Plan ("ESPP"), through which eligible employees may purchase shares of the Company's Class A common stock at a discount through accumulated payroll deductions. The ESPP became effective on September 25, 2019, the date the registration statement, in connection with the Company's initial public offering, was declared effective by the SEC. The number of shares of the Company's Class A common stock that will be available for issuance and sale to eligible employees under the ESPP will increase automatically on the first day of each fiscal year of the Company beginning on July 1, 2020 through 2029, in an amount equal to 1% of the total number of outstanding shares of all classes of the Company's common stock on the immediately preceding June 30, or such lesser number as may be determined by the Board of Directors or applicable committee in its sole discretion. On July 1, 2023, the number of shares of Class A common stock available for issuance under the ESPP was automatically increased according to its terms by 3,567,676 shares. As of March 31, 2024, 15,245,417 shares of Class A common stock were available for sale to employees under the ESPP.

Unless otherwise determined by the Board of Directors, each offering period will consist of four six-month purchase periods, provided that the initial offering period commenced on September 25, 2019 and ended on August 31, 2021, and the initial purchase period ended February 28, 2020. Thereafter, each offering period and each purchase period commences on September 1 and March 1 and ends on August 31 and February 28 of each two-year period or each six-month period, respectively, subject to a reset provision. If the closing stock price on the first day of an offering period is higher than the closing stock price on the last day of any applicable purchase period, participants will be withdrawn from the ongoing offering period immediately following the purchase of ESPP shares on the purchase date and would automatically be enrolled in the subsequent offering period ("ESPP reset"), resulting in a modification under ASC 718, *Compensation - Stock Compensation*.

Unless otherwise determined by the Board of Directors, the purchase price for each share of Class A common stock purchased under the ESPP will be 85% of the lower of the fair market value per share on the first trading day of the applicable offering period or the fair market value per share on the last trading day of the applicable purchase period.

The Black-Scholes option pricing model assumptions used to calculate the fair value of shares estimated to be purchased at the commencement of the ESPP offering periods were as follows:

	Nine Months Ended March 31,	
	2024	2023
Weighted average risk-free interest rate	1.9 %	0.8 %
Weighted average expected term (in years)	1.3	1.3
Weighted average expected volatility	92.7 %	87.5 %
Expected dividend yield	—	—

The expected term assumptions were based on each offering period's respective purchase date. The expected volatility was derived from the blended average of historical stock volatilities of several unrelated public companies that the Company considers to be comparable to its business over a period equivalent to the expected terms of the stock options and the historical volatility of the Company's stock price. Beginning in the fiscal quarter ended March 31, 2022, the expected volatility is based on the historical volatility of the Company's stock price. The risk-free rate assumptions were based on the U.S. treasury yield curve in effect at the time of the grants. The dividend yield assumption was zero as the Company has not historically paid any dividends and does not expect to declare or pay dividends in the foreseeable future.

During the three and nine months ended March 31, 2024, the Company recorded stock-based compensation expense associated with the ESPP of $2.2 million and $5.3 million, respectively, and $3.1 million and $15.0 million for the three and nine months ended March 31, 2023, respectively.

In connection with the offering period that ended on August 31, 2023, employees purchased 373,114 shares of Class A common stock at a weighted-average price of $5.42 under the ESPP. In connection with the offering period that ended on February 28, 2024, employees purchased 575,897 shares of Class A Common Stock at a weighted-average price of $3.94 under the ESPP. As of March 31, 2024, total unrecognized compensation cost related to the ESPP was $12.8 million, which will be amortized over a weighted-average remaining period of 1.9 years.

Stock-Based Compensation Expense

The Company's total stock-based compensation expense was as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Cost of revenue				
Connected Fitness Products	$ 2.7	$ 2.4	$ 7.6	$ 11.7
Subscription	9.9	9.7	29.6	32.4
Total cost of revenue	12.6	12.0	37.2	44.1
Sales and marketing	4.9	5.8	15.6	23.9
General and administrative	34.1	37.0	101.6	129.8
Research and development	14.7	14.5	45.3	52.3
Restructuring expense	1.7	0.7	8.9	83.5
Total stock-based compensation expense	$ 67.9	$ 70.0	$ 208.6	$ 333.7

As of March 31, 2024, the Company had $578.2 million of unrecognized stock-based compensation expense related to unvested stock-based awards that is expected to be recognized over a weighted-average period of 2.8 years.

In the nine months ended March 31, 2023, 13 employees of the Company who were eligible to participate in the Company's Severance and Change in Control Plan (the "Severance Plan") terminated their employment. Certain modifications were made to equity awards, including, in certain instances, the post-termination period during which an employee may exercise outstanding stock options was extended from 90 days to one year (or the option expiration date, if earlier), and extended vesting was tied to certain consulting services that were deemed to be non-substantive. In one instance, the post-termination period during which an employee may exercise outstanding stock options was extended from 90 days to approximately 2.8 years. As a result of these modifications, the Company recognized incremental stock-based compensation expense of $1.3 million and $49.6 million for the three and nine months ended March 31, 2023, respectively, within Restructuring expense in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

In the three and nine months ended March 31, 2024, certain modifications were made to equity awards for three and four employees, respectively, who were eligible to participate in the Severance Plan. For the three months ended March 31, 2024, this included the extension of the post-termination period during which an employee may exercise outstanding stock options from 90 days to one year (or the option expiration date, if earlier). In one instance during the nine months ended March 31, 2024, the post-termination period during which an employee may exercise outstanding stock options was extended from 90 days to the earlier of the original expiration date or 3 years. This employee transitioned to a non-executive advisory role. As a result of these modifications, the Company recognized incremental stock-based compensation expense of $0.2 million and $5.6 million for the three and nine months ended March 31, 2024 within Restructuring expense in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

10. Income Taxes

The Company recorded a provision (benefit) from income taxes of $0.6 million and $(0.3) million for the three and nine months ended March 31, 2024, respectively, and a provision of $0.8 million and $3.5 million for the three and nine months ended March 31, 2023, respectively. Furthermore, the Company's effective tax rates were (0.36)% and 0.06% for the three and nine months ended March 31, 2024, respectively, and (0.30)% and (0.35)% for the three and nine months ended March 31, 2023, respectively. The income tax provision (benefit) and the effective tax rate are primarily driven by state and international taxes.

The Company maintains a valuation allowance on the majority of its deferred tax assets as it has concluded that it is more likely than not that the deferred assets will not be utilized.

11. Net Loss Per Share

The computation of loss per share is as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	($ in millions, except per share amounts)			
Basic and diluted loss per share:				
Net loss attributable to common stockholders	$ (167.3)	$ (275.9)	$ (521.4)	$ (1,019.9)
Shares used in computation:				
Weighted-average common shares outstanding	367,931,183	350,426,631	362,910,381	343,753,996
Basic and diluted loss per share	$ (0.45)	$ (0.79)	$ (1.44)	$ (2.97)

Basic and diluted loss per share are the same for each class of common stock because they are entitled to the same liquidation and dividend rights.

The following potentially dilutive shares were not included in the calculation of diluted shares outstanding as the effect would have been anti-dilutive:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
Employee stock options	6,738,811	14,528,761	7,711,797	15,112,571
Restricted stock units and awards	1,207,888	3,699,225	946,340	1,550,174

Impact of the Notes

The conversion option will have a dilutive impact on net income per share of common stock when the average market price per share of the Company's Class A common stock for a given period exceeds the conversion price of the Notes of $239.23 per share. During the three and nine months ended March 31, 2024, the weighted average price per share of the Company's Class A common stock was below the conversion price of the Notes.

The denominator for basic and diluted loss per share does not include any effect from the Capped Call Transactions the Company entered into concurrently with the issuance of the Notes as this effect would be anti-dilutive. In the event of conversion of the Notes, if shares are delivered to the Company under the Capped Call Transactions, they will offset the dilutive effect of the shares that the Company would issue under the Notes.

12. Segment Information

The Company applies ASC 280, *Segment Reporting*, in determining reportable segments. The Company has two reportable segments: Connected Fitness Products and Subscription. Segment information is presented in the same manner that the chief operating decision maker ("CODM") reviews the operating results in assessing performance and allocating resources. The CODM reviews revenue and gross profit for both of the reportable segments. Gross profit is defined as revenue less cost of revenue incurred by the segment.

No operating segments have been aggregated to form the reportable segments. The Company does not allocate assets at the reportable segment level as these are managed on an entity wide group basis and, accordingly, the Company does not report asset information by segment.

The Connected Fitness Products segment derives revenue from sale of the Company's portfolio of Connected Fitness Products and related accessories, delivery and installation services, branded apparel, and extended warranty agreements. The Subscription segment derives revenue from monthly Subscription fees. There are no internal revenue transactions between the Company’s segments.

Key financial performance measures of the segments including Revenue, Cost of revenue, and Gross profit are as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Connected Fitness Products:				
Revenue	$ 279.9	$ 324.1	$ 779.6	$ 909.8
Cost of revenue	268.3	341.7	748.5	1,025.8
Gross profit	$ 11.6	$ (17.6)	$ 31.1	$ (116.0)
Subscription:				
Revenue	$ 437.8	$ 424.7	$ 1,277.3	$ 1,248.3
Cost of revenue	139.8	136.9	414.0	409.8
Gross profit	$ 298.1	$ 287.8	$ 863.3	$ 838.5
Consolidated:				
Revenue	$ 717.7	$ 748.9	$ 2,056.9	$ 2,158.1
Cost of revenue	408.0	478.7	1,162.4	1,435.6
Gross profit	$ 309.7	$ 270.2	$ 894.5	$ 722.4

Reconciliation of Gross Profit

Operating expenditures, interest income and other expense, and taxes are not allocated to individual segments as these are managed on an entity wide group basis. The reconciliation between reportable Segment Gross Profit to consolidated Loss before provision for income tax is as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Segment Gross Profit	$ 309.7	$ 270.2	$ 894.5	$ 722.4
Sales and marketing	(170.3)	(154.6)	(546.7)	(510.4)
General and administrative	(153.0)	(249.2)	(464.9)	(635.3)
Research and development	(76.8)	(78.2)	(235.4)	(246.3)
Impairment expense	(19.0)	(39.4)	(46.7)	(111.9)
Restructuring expense	(37.6)	(12.0)	(68.8)	(167.9)
Supplier settlements	0.9	(2.9)	2.4	(22.0)
Total other expense, net	(20.4)	(9.1)	(56.1)	(45.1)
Loss before provision for income taxes	$ (166.7)	$ (275.2)	$ (521.8)	$ (1,016.4)

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our interim condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023, filed with the SEC on August 23, 2023 ("Form 10-K"). As discussed in the section titled "Special Note Regarding Forward Looking Statements," the following discussion and analysis contains forward looking statements that involve risks, uncertainties, assumptions, and other important factors that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those identified below and those discussed in the section titled "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q and in Part I, Item 1A of our Form 10-K.

Overview

Peloton is a leading global fitness company with a highly engaged community of 6.6 million Members as of March 31, 2024. A category innovator at the nexus of fitness, technology, and media, Peloton's first-of-its-kind subscription platform seamlessly combines innovative hardware, distinctive software, and exclusive content. Its world-renowned instructors coach and motivate Members to be the best version of themselves anytime, anywhere. We define a "Member" as any individual who has a Peloton account through a paid Connected Fitness Subscription or a paid Peloton App Membership, and completes 1 or more workouts in the trailing 12 month period. We define a completed workout as either completing at least 50% of an instructor-led class, scenic ride or run, or ten or more minutes of "Just Ride", "Just Run", or "Just Row" mode.

Our Connected Fitness Products portfolio includes the Peloton Bike, Bike+, Tread, Tread+, Guide, and Row. Access to the Peloton App is available with an All Access or Guide Membership for Members who have Connected Fitness Products or through a standalone App Membership with multiple Membership tiers. Our revenue is generated primarily from recurring Subscription revenue and the sale of our Connected Fitness Products. We are additionally focused on growing our Paid App subscribers, including through efforts such as our branding and App relaunch in May 2023. We define a "Connected Fitness Subscription" as a person, household, or commercial property, such as a hotel or residential building, who has paid for a subscription to a Connected Fitness Product (a Connected Fitness Subscription with a successful credit card billing or with prepaid subscription credits or waivers).

Our financial profile has been characterized by strong retention, recurring revenue, and efficient customer acquisition. Our low Average Net Monthly Connected Fitness Churn, together with our high Subscription Gross Profit and Subscription Contribution Margin, yields an attractive lifetime value ("LTV") for our Connected Fitness Subscriptions well in excess of our customer acquisition costs ("CAC"). Maintaining an attractive LTV/CAC ratio is a primary goal of our customer acquisition strategy.

Third Quarter Fiscal 2024 Update and Recent Developments

Connected Fitness Products and Channels

The three months ended March 31, 2024 marked the restart of delivering Tread+ to our Members after almost 3 years off the market. Our logistics and delivery teams exceeded internal expectations for delivery times, delivering 67% of pre-orders in the quarter.

Bike Rental continued to outperform our internal expectations during the three months ended March 31, 2024. New rentals were up 10% as compared to the three months ended March 31, 2023 and rental buyouts exceeded expectations. While the churn rate for Rental remains higher than that of outright purchase, churn from rental subscriptions improved 60 bps as compared to the three months ended December 31, 2023. Peloton Certified Refurbished and third party retail sales had strong growth as compared to the three months ended March 31, 2023 and outperformed our expectations. Last week we began selling the Peloton Tread and Peloton Row on Amazon to distribute these products to a larger audience.

We continue to see growth in subscriber additions who purchased their Peloton equipment in the secondary market. We recently launched the Peloton History Summary to enhance the secondary market buying experience and to provide greater visibility to our bikes' ages, usages and service histories. Anyone can access a Peloton History Summary for a Bike or Bike+ by searching the serial number at onepeloton.com/history-summary. The information on our website is not part of this Quarterly Report on Form 10-Q.

Peloton for Business

On May 1, 2024 we announced a partnership with Hyatt Hotels that includes outfitting more than 800 Hyatt properties with Peloton equipment and providing access to Peloton classes on guestroom TVs at nearly 400 properties. Peloton Bikes will be deployed at each Hyatt hotel in markets where Peloton already operates. Select Hyatt luxury and lifestyle hotels in the U.S. will also offer the Peloton Row.

Content Innovation

We are continuing to invest in providing a wide variety of fitness experiences for our Members on our Connected Fitness platform. We recently added the New York Road Runner Collection on Tread and Tread+, a series of Scenic classes filmed on the TCS New York City Marathon course. In a first-of-its-kind experience, these classes provide Members the ability to train the marathon course with auto-incline functionality that matches the course's gradient fluctuations. We are also continuing to see growth in subscriber engagement with our Entertainment offerings, with more than one third of active Tread and Tread+ subscribers completing an Entertainment workout during the three months ended March 31, 2024.

Member Experience

In response to feedback from our Members, we launched Self Moderation features during the three months ended March 31, 2024. This feature allows Members to hide tags and other profiles, providing greater control over community interaction. For treadmill workouts on App, we launched Distance Tracking that enables Members to input metrics when running outdoors or on a third party treadmill.

We are seeing positive results in service levels and member satisfaction in response to recent initiatives focused on turning around our member experience. These initiatives include investments in our global member support team, improvements to systems and tools, and onboarding new onshore outsourcing partners. We also observed improvements in Net Promoter Scores ("NPS") across multiple Connected Fitness products.

Restructuring

In February 2022, we announced and began implementing a restructuring plan to realign our operational focus to support our multi-year growth, scale the business, and improve costs (the "2022 Restructuring Plan"). The 2022 Restructuring Plan originally included: (i) reducing our headcount; (ii) closing several assembly and manufacturing plants, including the completion and subsequent sale of the shell facility for our previously planned Peloton Output Park; (iii) closing and consolidating several distribution facilities; and (iv) shifting to third-party logistics providers in certain locations.

In fiscal year 2023, we continued to take actions to implement the 2022 Restructuring Plan. In July 2022, we announced we were exiting all owned-manufacturing operations and expanding our current relationship with a Taiwanese manufacturer, Rexon Industrial Corporation. Additionally, in August 2022, we announced our decision to (i) fully transition our North American Field Operations to third-party providers, including the significant reduction of our delivery workforce teams; (ii) eliminate a significant number of roles on the North America Member Support team and exit our real-estate footprints in our Plano and Tempe locations; and (iii) reduce our retail showroom presence. In January 2024, we completed the sale of the Peloton Output Park building and a portion of the corresponding land and received net proceeds of approximately $31.9 million. The Company continues to market the remaining land parcel.

On April 22, 2024, the Company's Board of Directors approved a new restructuring plan to expand upon its 2022 restructuring plan (as expanded, the "2024 Restructuring Plan"). The 2024 Restructuring Plan will position Peloton for sustained, positive free cash flow, while enabling the company to continue to invest in software, hardware and content innovation, improvements to its member support experience, and optimizations to marketing efforts to scale the business. The 2024 Restructuring Plan includes: (i) a reduction in global headcount by approximately 15%, which impacts roughly 400 Peloton team members; and (ii) continued closures of our retail locations. The Company expects the 2024 Restructuring Plan to be substantially implemented by the end of fiscal 2025.

Total charges incurred related to the 2022 Restructuring Plan were $10.4 million and $66.8 million for the three and nine months ended March 31, 2024, respectively, and $48.0 million and $280.2 million for the three and nine months ended March 31, 2023, respectively. Total charges for the three and nine months ended March 31, 2024 consisted of cash charges of $2.3 million and $16.1 million for exit and disposal costs and professional fees and $1.1 million and $7.5 million for severance and other personnel costs, respectively, and non-cash charges of $7.0 million and $31.1 million related to non-inventory asset write-downs and write-offs, zero and $7.2 million for stock-based compensation expense, zero and $3.8 million for the loss on sale of a manufacturing subsidiary in Taiwan, and zero and $1.0 million for write-offs of inventory related to restructuring activities, respectively. Total charges for the three and nine months ended March 31, 2023 consisted of cash charges of $6.9 million and $68.0 million for severance and other personnel costs and $4.4 million and $16.4 million for exit and disposal costs and professional fees, respectively, and non-cash charges of $36.0 million and $108.6 million related to non-inventory asset write-downs and write-offs, $0.7 million and $83.5 million for stock-based compensation expense, and zero and $3.7 million for write-offs of inventory related to restructuring activities, respectively.

Total charges related to the 2024 Restructuring Plan were $45.0 million for both the three and nine months ended March 31, 2024, consisting of cash charges totaling $32.5 million for severance and other personnel costs, and non-cash charges of $10.8 million related to asset write-downs and write-offs and $1.7 million for stock-based compensation. The majority of the cash charges are expected to be paid during the fourth quarter of fiscal year 2024.

In connection with the 2024 Restructuring Plan, which includes any remaining restructuring activity under the original 2022 Restructuring Plan, we estimate that we will incur additional cash charges of approximately $45.0 million, primarily composed of lease termination and other exit costs, which are expected to be substantially incurred by the end of fiscal year 2025. Additionally, we expect to recognize additional non-cash charges of approximately $20.0 million, primarily composed of non-inventory asset impairment charges in connection with the 2024 Restructuring Plan, which are expected to be substantially incurred by the end of fiscal year 2025.

Upon full implementation, the company expects the plan to result in reduced annual run-rate expenses by more than $200 million by the end of its 2025 fiscal year. For additional information on the 2024 Restructuring Plan, please see Item 5 of Part II of this Quarterly Report on Form 10-Q.

We do not believe these cost-saving measures will impair our ability to conduct any of our key business functions. We may not be able to realize the cost savings and benefits initially anticipated as a result of the 2022 Restructuring Plan and the 2024 Restructuring Plan, and costs may be greater than expected. See *"Risk Factors—Risks Related to Our Business—We may not successfully execute or achieve the expected benefits of our restructuring initiatives and other cost-saving measures we may take in the future, and our efforts may result in further actions and/or additional asset impairment charges and adversely affect our business*" in our Form 10-K.

Tread+ Product Recall Return Reserves and Cost Estimates

On May 5, 2021, we announced a voluntary recall of our Tread+ product in collaboration with the U.S. Consumer Product Safety Commission (the "CPSC") and halted sales of this product to work on product enhancements. Members were notified that they could return their Tread+ for a full refund, or wait until a solution was available. In collaboration with the CPSC, on May 18, 2023, we jointly announced approval of a rear guard repair for the recalled Tread+. We have made this rear guard available to our Members who continue to own a Tread+ and during the three months ended March 31, 2023, we resumed deliveries of the Tread+ from our existing inventory with the rear guard installed.

Return reserves related to the impacts of the Tread+ recall of $7.5 million and $24.4 million were included within Accounts payable and accrued expenses in the Condensed Consolidated Balance Sheets as of March 31, 2024 and June 30, 2023, respectively. Accruals for costs associated with the Tread+ repair of $8.9 million and $10.0 million were included within Accounts payable and accrued expenses in the Condensed Consolidated Balance Sheet as of March 31, 2024 and June 30, 2023, respectively. We may continue to incur additional costs beyond what we have currently estimated to be probable and reasonably estimable which could include costs for which we have not accrued or established adequate reserves, including increases to the return reserves, inventory write-downs, logistics costs associated with Member requests to return or move their hardware, subscription waiver variable costs of service, anticipated recall-related hardware development and repair costs, and related legal and advisory fees. Recall charges are based upon estimates associated with our expected and historical consumer response rates.

Actual costs related to this matter may vary from the estimate, and may result in further impacts to our future results of operations and business. See "*Risk Factors—Risks Related to Our Connected Fitness Products and Members—We may be subject to warranty claims that could result in significant direct or indirect costs, or we could experience greater product returns than expected, either of which could have an adverse effect on our business, financial condition, and operating results*" in our Form 10-K.

Bike Seat Post Recall

On May 11, 2023, in collaboration with the CPSC, the Company announced a voluntary recall of the original Peloton Bike (not Bike+) sold in the U.S. from January 2018 to May 2023 related to its seat post, and the Company is offering Members a free replacement seat post as the approved repair. As of March 31, 2024 and June 30, 2023, accruals of $2.4 million and $42.2 million, respectively, were included within Accounts payable and accrued expenses in the Condensed Consolidated Balance Sheet related to the recall. The estimated cost to replace the bike seat posts is primarily based on the estimated number of requests for seat posts and the estimated costs of the production and shipment of the replacement parts.

We may continue to incur additional costs beyond what we have currently estimated to be probable and estimable, including if the number of reported incidents materially increases. See "*Risk Factors—Risks Related to Our Connected Fitness Products and Members—Our products and services may be affected from time to time by design and manufacturing defects or product safety issues, real or perceived, that could adversely affect our business and result in harm to our reputation"* in our Form 10-K.

Key Operational and Business Metrics

In addition to the measures presented in our interim condensed consolidated financial statements, we use the following key operational and business metrics to evaluate our business, measure our performance, develop financial forecasts, and make strategic decisions.

	Three Months Ended March 31,	
	2024	2023
Ending Paid Connected Fitness Subscriptions[(1)]	3,056,198	3,055,219
Average Net Monthly Paid Connected Fitness Subscription Churn[(2)]	1.2 %	1.1 %
Ending Paid App Subscriptions	674,230	853,035
Average Monthly Paid App Subscription Churn[(3)]	9.2 %	—
Subscription Gross Profit (in millions)	$ 298.1	$ 287.8
Subscription Contribution (in millions)[(4)]	$ 316.4	$ 307.2
Subscription Gross Margin	68.1 %	67.8 %
Subscription Contribution Margin[(4)]	72.3 %	72.3 %
Net loss (in millions)	$ (167.3)	$ (275.9)
Adjusted EBITDA (in millions)[(5)]	$ 5.8	$ (18.7)
Net cash provided by (used in) operating activities	$ 11.6	$ (40.9)
Free Cash Flow (in millions)[(6)]	$ 8.6	$ (55.3)

(1) New reporting metric, effective as of the beginning of fiscal year 2024, replaced Ending Connected Fitness Subscription. See Ending Paid Connected Fitness Subscription definitions below.

(2) New reporting metric, effective as of the beginning of fiscal year 2024, replaced Average Net Monthly Connected Fitness Churn. See Average Net Monthly Paid Connected Fitness Subscription Churn definition below.

(3) This metric, effective as of the beginning of fiscal year 2024, is reported on a go-forward basis as it includes App One and App+ subscriptions that were not available during the three months ended March 31, 2023.

(4) Please see the section titled “Non-GAAP Financial Measures—Subscription Contribution and Subscription Contribution Margin” for a reconciliation of Subscription Gross Profit to Subscription Contribution and an explanation of why we consider Subscription Contribution and Subscription Contribution Margin to be helpful measures for investors.

(5) Please see the section titled “Non-GAAP Financial Measures—Adjusted EBITDA” for a reconciliation of Net loss to Adjusted EBITDA and an explanation of why we consider Adjusted EBITDA to be a helpful measure for investors.

(6) Please see the section titled “Non-GAAP Financial Measures—Free Cash Flow” for a reconciliation of net cash provided by (used in) operating activities to Free Cash Flow and an explanation of why we consider Free Cash Flow to be a helpful measure for investors.

Ending Paid Connected Fitness Subscriptions

Ending Paid Connected Fitness Subscriptions includes all Connected Fitness Subscriptions for which we are currently receiving payment (a successful credit card billing or prepaid subscription credit or waiver). Historically, we have included a Connected Fitness Subscription that is paused for up to three months as a Connected Fitness Subscription. Because there is no payment on a paused subscription, effective as of the beginning of fiscal year 2024, we no longer include paused Connected Fitness Subscriptions in our Ending Paid Connected Fitness Subscription count.

Average Net Monthly Paid Connected Fitness Subscription Churn

To align with the new definition of Ending Paid Connected Fitness Subscriptions above, our new quarterly Average Net Monthly Paid Connected Fitness Subscription Churn is calculated as follows: Paid Connected Fitness Subscriber “churn count” in the quarter, divided by the average number of beginning Paid Connected Fitness Subscribers each month, divided by three months. “Churn count” is defined as quarterly Connected Fitness Subscription churn events minus Connected Fitness Subscription unpause events minus Connected Fitness Subscription reactivations.

We refer to any cancellation or pausing of a subscription for our All Access Membership as a churn event. Because we do not receive payment for paused Connected Fitness Subscriptions, a paused Connected Fitness Subscription is now treated as a churn event at the time the pause goes into effect, which is the start of the next billing cycle. An unpause event occurs when a pause period elapses without a cancellation and the Connected Fitness Subscription resumes, and is therefore counted as a reduction in our churn count in that period. Consistent with our previous practice, our churn count is shown net of reactivations and our new quarterly Average Net Monthly Paid Connected Fitness Subscription Churn metric averages the monthly Connected Fitness churn percentage across the three months of the reported quarter.

Prior to fiscal year 2024, we have reported Average Net Monthly Connected Fitness Churn, which is defined as Connected Fitness Subscription cancellations, net of reactivations, in the quarter, divided by the average number of beginning Connected Fitness Subscriptions in each month, divided by three months. This metric does not treat a pause of a Connected Fitness Subscription as a churn event. When a Connected Fitness Subscription payment method fails, we communicate with our Members to update their payment method and make multiple attempts over several days to charge the payment method on file and reactivate the subscription. We cancel a Member's Connected Fitness Subscription when it remains unpaid for two days after their billing cycle date.

Furthermore, we have reported our Average Net Monthly Connected Fitness Churn metric net of reactivations. Under this metric, a Connected Fitness Subscriber that cancels their membership (a churn event) and resubscribes in a subsequent period is considered a reactivation and is counted as a reduction in our churn count in the period during which the Subscriber resubscribes. These metrics do not include data related to our App One Subscribers and App+ Subscribers.

Ending Paid App Subscriptions

Ending Paid App Subscriptions include all App One and App+ subscriptions for which we are currently receiving payment.

Average Monthly Paid App Subscription Churn

When a Subscriber to App One or App+ cancels their membership (a churn event) and resubscribes in a subsequent period, the resubscription is considered a new subscription (rather than a reactivation that is counted as a reduction in our churn count). Average Paid App Subscription Churn is calculated as follows: Paid App Subscription cancellations in the quarter, divided by the average number of beginning Paid App Subscriptions each month, divided by three months.

Components of our Results of Operations

Revenue

Connected Fitness Products

Connected Fitness Products revenue consists of sales of our portfolio of Connected Fitness Products and related accessories, rental lease arrangements, delivery and installation services, branded apparel, extended warranty agreements, and the sale, service, installation, and delivery contracts of our commercial business. Connected Fitness Products revenue is recognized at the time of delivery, except for extended warranty revenue that is recognized over the warranty period and service revenue that is recognized over the term, and is recorded net of returns and discounts and third-party financing program fees, when applicable.

Subscription

Subscription revenue consists of revenue generated from our monthly Connected Fitness Subscription and Paid App Subscription.

As of March 31, 2024, 99% and 84% of our Connected Fitness Subscription and Paid App Subscription bases, respectively, were paying month-to-month.

If a Connected Fitness Subscription owns a combination of a Bike, Tread, Guide or Row product in the same household, the price of the subscription remains $44 monthly. As of March 31, 2024, approximately 10% of our Connected Fitness Subscriptions owned multiple Connected Fitness Products.

Cost of revenue

Connected Fitness Products

Connected Fitness Products cost of revenue consists of our portfolio of Connected Fitness Products and branded apparel product costs, including third party manufacturing costs, duties and other applicable importing costs, shipping and handling costs, packaging, warranty replacement and service costs, fulfillment costs, warehousing costs, depreciation of property and equipment, and certain costs related to management, facilities, and personnel-related expenses associated with supply chain logistics.

Subscription

Subscription cost of revenue includes costs associated with content creation and costs to stream content to our Members. These costs consist of both fixed costs, including studio rent and occupancy, other studio overhead, instructor and production personnel-related expenses, depreciation of property and equipment as well as variable costs, including music royalty fees, content costs for past use, third-party platform streaming costs, and payment processing fees for our monthly subscription billings.

Operating expenses

Sales and marketing

Sales and marketing expense consists of performance marketing media spend, asset creation, and other brand creative, all showroom expenses and related lease payments, payment processing fees incurred in connection with the sale of our Connected Fitness Products, sales and marketing personnel-related expenses, expenses related to the Peloton App, and depreciation of property and equipment.

General and administrative

General and administrative expense includes personnel-related expenses and facilities-related costs primarily for our executive, finance, accounting, legal, human resources, IT functions and member support. General and administrative expense also includes fees for professional services principally comprised of legal, audit, tax and accounting services, depreciation of property and equipment, and insurance, as well as litigation settlement costs.

Research and development

Research and development expense primarily consists of personnel and facilities-related expenses, consulting and contractor expenses, tooling and prototype materials, software platform expenses, and depreciation of property and equipment. We capitalize certain qualified costs incurred in connection with the development of internal-use software that may also cause research and development expenses to vary from period to period.

Impairment expense

Impairment expense consists of non-cash impairment charges relating to long-lived assets. Impairments are determined using management’s judgment about our anticipated ability to continue to use fixed assets in-service and under development, current economic and market conditions and their effects based on information available as of the date of these condensed consolidated financial statements. Management disposes of fixed assets during the regular course of business due to damage, obsolescence, strategic shifts, and loss.

Additionally, long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to future undiscounted net cash flows expected to be generated by the assets. If the carrying amount of an asset group exceeds its estimated undiscounted net future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset group exceeds its fair value.

Restructuring expense

Restructuring expense consists of severance and other personnel costs, including stock-based compensation expense, professional services, facility closures and other costs associated with exit and disposal activities.

Supplier settlements

Supplier settlements are payments made to third-party suppliers to terminate certain future inventory purchase commitments.

Non-operating income and expenses

Other (expense) income, net

Other (expense) income, net consists of interest (expense) income, unrealized and realized gains (losses) on investments, and foreign exchange gains (losses).

Income tax provision

The provision for income taxes consists primarily of income taxes related to state and international taxes for jurisdictions in which we conduct business. We maintain a valuation allowance on the majority of our deferred tax assets as we have concluded that it is more likely than not that the deferred assets will not be utilized.

Results of Operations

The following tables set forth our consolidated results of operations in dollars and as a percentage of total revenue for the periods presented. The period-to-period comparisons of our historical results are not necessarily indicative of the results that may be expected in the future.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Consolidated Statement of Operations Data:				
Revenue				
Connected Fitness Products	$ 279.9	$ 324.1	$ 779.6	$ 909.8
Subscription	437.8	424.7	1,277.3	1,248.3
Total revenue	717.7	748.9	2,056.9	2,158.1
Cost of revenue(1)(2)				
Connected Fitness Products	268.3	341.7	748.5	1,025.8
Subscription	139.8	136.9	414.0	409.8
Total cost of revenue	408.0	478.7	1,162.4	1,435.6
Gross profit	309.7	270.2	894.5	722.4
Operating expenses				
Sales and marketing(1)(2)	170.3	154.6	546.7	510.4
General and administrative(1)(2)	153.0	249.2	464.9	635.3
Research and development(1)(2)	76.8	78.2	235.4	246.3
Impairment expense	19.0	39.4	46.7	111.9
Restructuring expense(1)	37.6	12.0	68.8	167.9
Supplier settlements	(0.9)	2.9	(2.4)	22.0
Total operating expenses	455.9	536.2	1,360.1	1,693.8
Loss from operations	(146.2)	(266.0)	(465.7)	(971.3)
Other expense, net:				
Interest expense	(27.7)	(26.6)	(82.6)	(69.7)
Interest income	9.3	7.9	26.2	17.7
Foreign exchange (losses) gains	(2.1)	9.1	(0.2)	3.9
Other income, net	—	0.4	0.5	3.0
Total other expense, net	(20.4)	(9.1)	(56.1)	(45.1)
Loss before provision for income taxes	(166.7)	(275.2)	(521.8)	(1,016.4)
Income tax expense (benefit)	0.6	0.8	(0.3)	3.5
Net loss	$ (167.3)	$ (275.9)	$ (521.4)	$ (1,019.9)

(1) Includes stock-based compensation expense as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Cost of revenue				
Connected Fitness Products	$ 2.7	$ 2.4	$ 7.6	$ 11.7
Subscription	9.9	9.7	29.6	32.4
Total cost of revenue	12.6	12.0	37.2	44.1
Sales and marketing	4.9	5.8	15.6	23.9
General and administrative	34.1	37.0	101.6	129.8
Research and development	14.7	14.5	45.3	52.3
Restructuring expense	1.7	0.7	8.9	83.5
Total stock-based compensation expense	$ 67.9	$ 70.0	$ 208.6	$ 333.7

On July 1, 2022, the Compensation Committee approved a one-time repricing of certain stock option awards that had been granted under the 2019 Plan. The repricing impacted stock options held by all employees who remained employed through July 25, 2022. The repricing did not apply to our U.S.-based hourly employees (or employees with equivalent roles in non-U.S. locations) or our C-level executives. The modification resulted in incremental stock-based compensation expense of $21.9 million in the aggregate.

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(2) Includes depreciation and amortization expense as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Cost of revenue				
Connected Fitness Products	$ 4.6	$ 5.6	$ 12.1	$ 13.1
Subscription	8.5	9.8	26.5	27.1
Total cost of revenue	13.1	15.4	38.6	40.2
Sales and marketing	5.7	7.5	18.1	24.3
General and administrative	5.8	6.4	18.1	20.1
Research and development	2.5	2.9	8.2	8.6
Total depreciation and amortization expense	$ 27.1	$ 32.2	$ 83.0	$ 93.1

Comparison of the Three and Nine Months Ended March 31, 2024 and 2023

Revenue

	Three Months Ended March 31,		% Change	Nine Months Ended March 31,		% Change
	2024	2023		2024	2023	
			(dollars in millions)			
Revenue:						
Connected Fitness Products	$ 279.9	$ 324.1	(13.6)%	$ 779.6	$ 909.8	(14.3)%
Subscription	437.8	424.7	3.1	1,277.3	1,248.3	2.3
Total revenue	$ 717.7	$ 748.9	(4.2)%	$ 2,056.9	$ 2,158.1	(4.7)%
Percentage of revenue						
Connected Fitness Products	39.0 %	43.3 %		37.9 %	42.2 %	
Subscription	61.0	56.7		62.1	57.8	
Total	100.0 %	100.0 %		100.0 %	100.0 %	

Three and Nine Months Ended March 31, 2024 and 2023

Connected Fitness Products revenue decreased $44.2 million and $130.2 million for the three and nine months ended March 31, 2024, respectively, compared to the three and nine months ended March 31, 2023. These decreases were primarily attributable to fewer Bike, Accessories, and Row deliveries driven by less demand, partially offset by higher demand from our rental program and Tread+.

Subscription revenue increased $13.1 million and $29.0 million for the three and nine months ended March 31, 2024, respectively, compared to the three and nine months ended March 31, 2023. These increases were primarily attributable to continued growth in our Connected Fitness Subscriptions, primarily driven by the number of Connected Fitness Products delivered during the fiscal year ended June 30, 2023 and the six months ended December 31, 2023 under new Subscriptions, as well as other subscription revenue, and our low Average Net Monthly Paid Connected Fitness Subscription Churn of 1.2% and 1.3% for the three and nine months ended March 31, 2024.

Cost of Revenue, Gross Profit, and Gross Margin

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2024	2023	% Change	2024	2023	% Change
			(dollars in millions)			
Cost of Revenue:						
Connected Fitness Products	$ 268.3	$ 341.7	(21.5)%	$ 748.5	$ 1,025.8	(27.0)%
Subscription	139.8	136.9	2.1	414.0	409.8	1.0
Total cost of revenue	$ 408.0	$ 478.7	(14.8)%	$ 1,162.4	$ 1,435.6	(19.0)%
Gross Profit:						
Connected Fitness Products	$ 11.6	$ (17.6)	166.2%	$ 31.1	$ (116.0)	126.8%
Subscription	298.1	287.8	3.6	863.3	838.5	3.0
Total Gross profit	$ 309.7	$ 270.2	14.6%	$ 894.5	$ 722.4	23.8%
Gross Margin:						
Connected Fitness Products	4.2 %	(5.4)%		4.0 %	(12.8)%	
Subscription	68.1 %	67.8 %		67.6 %	67.2 %	

Three Months Ended March 31, 2024 and 2023

Connected Fitness Products cost of revenue for the three months ended March 31, 2024 decreased $73.4 million, or 21.5%, compared to the three months ended March 31, 2023. This decrease was primarily driven by fewer deliveries stemming from lower demand during the three months ended March 31, 2024 compared to the three months ended March 31, 2023.

Our Connected Fitness Products Gross Margin increased to 4.2% for the three months ended March 31, 2024 compared to (5.4)% for the three months ended March 31, 2023, primarily driven by lower inventory write downs and lower shipping and logistics costs compared to the three months ended March 31, 2023.

Subscription cost of revenue for the three months ended March 31, 2024 increased $2.8 million, or 2.1%, compared to the three months ended March 31, 2023. This increase was primarily driven by increases in platform streaming and content productions costs of $4.1 million and personnel related expenses of $2.5 million, partially offset by decreases in music royalties of $2.8 million and depreciation and amortization expense of $1.3 million.

Subscription Gross Margin remained consistent for the three months ended March 31, 2024 compared to the three months ended March 31, 2023.

Nine Months Ended March 31, 2024 and 2023

Connected Fitness Products cost of revenue for the nine months ended March 31, 2024 decreased $277.3 million, or 27.0%, compared to the nine months ended March 31, 2023. This decrease was primarily driven by fewer deliveries stemming from lower demand during the nine months ended March 31, 2024 compared to the nine months ended March 31, 2023.

Our Connected Fitness Products Gross Margin increased to 4.0% for the nine months ended March 31, 2024 compared to (12.8)% for the nine months ended March 31, 2023, primarily driven by lower inventory write downs, lower shipping and logistics costs, and lower net costs associated with product recall related matters.

Subscription cost of revenue for the nine months ended March 31, 2024 increased $4.1 million, or 1.0%, compared to the nine months ended March 31, 2023, primarily driven by increases in personnel related expenses of $6.2 million and platform streaming costs of $6.2 million. These increases were partially offset by decreases in music royalties of $5.9 million and stock-based compensation expense of $2.8 million.

Subscription Gross Margin remained consistent for the nine months ended March 31, 2024 compared to the nine months ended March 31, 2023.

Operating Expenses

Sales and Marketing

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
			(dollars in millions)			
Sales and marketing	$ 170.3	$ 154.6	10.2%	$ 546.7	$ 510.4	7.1%
As a percentage of total revenue	23.7 %	20.6 %		26.6 %	23.7 %	

Three and Nine Months Ended March 31, 2024 and 2023

Sales and marketing expense increased $15.7 million for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, primarily driven by an increase in spending on advertising and marketing programs of $27.4 million, partially offset by decreases of personnel-related expenses of $5.9 million, primarily due to decreased average headcount, decreases in rent and occupancy and other retail related costs of $3.4 million, primarily driven by a reduction in our retail showroom presence, and decreases in depreciation and amortization expense of $1.8 million. Sales and marketing expense increased $36.3 million for the nine months ended March 31, 2024, compared to the nine months ended March 31, 2023, primarily driven by an increase in spending on advertising and marketing programs of $90.8 million, partially offset by decreases in personnel-related expenses of $24.6 million, primarily due to decreased average headcount, decreases in rent and occupancy and other retail related costs of $13.8 million, primarily driven by a reduction in our retail showroom presence, decreases in stock-based compensation expense of $8.3 million, primarily driven by the acceleration of certain restricted stock unit vesting schedules and the repricing of certain stock option awards during the prior year, and decreases in depreciation and amortization expense of $6.1 million.

General and Administrative

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
			(dollars in millions)			
General and administrative	$ 153.0	$ 249.2	(38.6)%	$ 464.9	$ 635.3	(26.8)%
As a percentage of total revenue	21.3 %	33.3 %		22.6 %	29.4 %	

Three and Nine Months Ended March 31, 2024 and 2023

General and administrative expense decreased $96.1 million for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, primarily driven by decreases in professional services fees (comprised of legal, accounting, and consulting fees) of $81.9 million, primarily due to the $75.0 million Dish settlement during the three months ended March 31, 2023. General and administrative expense decreased $170.4 million for the nine months ended March 31, 2024, compared to the nine months ended March 31, 2023, primarily driven by decreases in professional services fees (comprised of legal, accounting, and consulting fees) of $114.7 million, primarily due to the $75.0 million Dish settlement during the nine months ended March 31, 2023, decreases in stock-based compensation expense of $28.2 million, primarily driven by the acceleration of certain restricted stock unit vesting schedules and the repricing of certain stock option awards during the prior year, and decreases in personnel-related expenses of $16.3 million primarily due to decreased average headcount.

Research and Development

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2024	**2023**	**% Change**	**2024**	**2023**	**% Change**
			(dollars in millions)			
Research and development	$ 76.8	$ 78.2	(1.8)%	$ 235.4	$ 246.3	(4.4)%
As a percentage of total revenue	10.7 %	10.4 %		11.4 %	11.4 %	

Three and Nine Months Ended March 31, 2024 and 2023

Research and development expense decreased $1.4 million for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, primarily driven by decreases of $7.7 million in product development and research costs and decreases in depreciation and amortization expense of $0.4 million, partially offset by increases of $6.8 million in personnel-related expenses, as a result of a larger portion being capitalized during the three months ended March 31, 2023. Research and development expense decreased $10.9 million for the nine months ended March 31, 2024, compared to the nine months ended March 31, 2023, primarily driven by decreases of $14.2 million in product development and research costs, and $7.0 million in stock-based compensation expense, primarily driven by the acceleration of certain restricted stock unit vesting schedules and the repricing of certain stock option awards during the prior year, partially offset by increases of $12.0 million in personnel-related expenses, as a result of a larger portion being capitalized during the nine months ended March 31, 2023.

Impairment expense

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2024	2023	% Change	2024	2023	% Change
			(dollars in millions)			
Impairment expense	$ 19.0	$ 39.4	(51.7)%	$ 46.7	$ 111.9	(58.3)%

Three and Nine Months Ended March 31, 2024 and 2023

Impairment expense decreased $20.3 million for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, primarily driven by the impairment recognized in the three months ended March 31, 2023 related to the previously planned Peloton Output Park. Impairment expense decreased $65.2 million for the nine months ended March 31, 2024, compared to the nine months ended March 31, 2023, primarily driven by decreases in asset write-downs and write-offs related to restructuring initiatives, including less Connected Fitness and capitalized software asset impairments, and asset impairments at certain corporate office locations which the Company exited during the nine months ended March 31, 2023.

Restructuring expense

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2024	2023	% Change	2024	2023	% Change
			(dollars in millions)			
Restructuring expense	$ 37.6	$ 12.0	213.9%	$ 68.8	$ 167.9	(59.0)%

Three and Nine Months Ended March 31, 2024 and 2023

Restructuring expense increased $25.6 million for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, primarily due to an increase of $26.7 million in cash severance and other personnel costs. Restructuring expense decreased $99.0 million for the nine months ended March 31, 2024, compared to the nine months ended March 31, 2023, primarily driven by decreases of $74.6 million in stock-based compensation expense, primarily due to incremental stock-based compensation expense from exercise window modifications and the acceleration of certain restricted stock unit vesting schedules pursuant to severance arrangements during the prior year, and $27.9 million in cash severance and other personnel costs.

Supplier Settlements

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2024	2023	% Change	2024	2023	% Change
			(dollars in millions)			
Supplier Settlements	$ (0.9)	$ 2.9	NM*	$ (2.4)	$ 22.0	NM*

*NM - not meaningful

Three and Nine Months Ended March 31, 2024 and 2023

Supplier settlements decreased $3.8 million and $24.3 million for the three and nine months ended March 31, 2024, compared to the three and nine months ended March 31, 2023, respectively. These costs, which consisted of settlement and related costs paid to third-party suppliers to terminate certain future inventory purchase commitments, were $2.9 million and $22.0 million for the three and nine months ended March 31, 2023, respectively.

Total Other Expense, Net and Income Tax Expense (Benefit)

	Three Months Ended March 31,			Nine Months Ended March 31,		
	2024	2023	% Change	2024	2023	% Change
	(dollars in millions)					
Interest expense	$ (27.7)	$ (26.6)	4.2%	$ (82.6)	$ (69.7)	18.4%
Interest income	9.3	7.9	17.9%	26.2	17.7	47.9%
Foreign exchange (losses) gains	(2.1)	9.1	NM*	(0.2)	3.9	NM*
Other income, net	—	0.4	(88.8)%	0.5	3.0	(84.0)%
Income tax expense (benefit)	0.6	0.8	(23.1)%	(0.3)	3.5	NM*

Total other expense, net, was composed of the following for the three and nine months ended March 31, 2024:

- Interest expense primarily related to the Term Loan, the Notes, and deferred financing costs of $27.7 million and $82.6 million, respectively;
- Interest income from cash, cash equivalents, and short-term investments of $9.3 million and $26.2 million, respectively;
- Foreign exchange losses of $2.1 million and $0.2 million, respectively; and
- Other income, net of zero and $0.5 million, respectively.

Total other expense, net, was composed of the following for the three and nine months ended March 31, 2023:

- Interest expense primarily related to the Term Loan, the Notes, and deferred financing costs of $26.6 million and $69.7 million, respectively;
- Interest income from cash, cash equivalents, and short-term investments of $7.9 million and $17.7 million, respectively;
- Foreign exchange gains of $9.1 million and $3.9 million, respectively; and
- Other income, net of $0.4 million and $3.0 million, respectively.

Income tax expense (benefit) for the three and nine months ended March 31, 2024 and 2023 was primarily due to state and international taxes.

Non-GAAP Financial Measures

In addition to our results determined in accordance with accounting principles generally accepted in the United States, or GAAP, we believe the following non-GAAP financial measures are useful in evaluating our operating performance.

Adjusted EBITDA

We calculate Adjusted EBITDA as net (loss) income adjusted to exclude: total other expense (income), net; income tax expense (benefit); depreciation and amortization expense; stock-based compensation expense; impairment expense; product recall related matters; certain litigation and settlement expenses; transaction and integration costs; reorganization, severance, exit, disposal and other costs associated with restructuring plans; supplier settlements; and other adjustment items that arise outside the ordinary course of our business.

We use Adjusted EBITDA as a measure of operating performance and the operating leverage in our business. We believe that this non-GAAP financial measure is useful to investors for period-to-period comparisons of our business and in understanding and evaluating our operating results for the following reasons:

- Adjusted EBITDA is widely used by investors and securities analysts to measure a company’s operating performance without regard to items such as stock-based compensation expense, depreciation and amortization expense, other expense (income), net, and provision for income taxes that can vary substantially from company to company depending upon their financing, capital structures, and the method by which assets were acquired;
- Our management uses Adjusted EBITDA in conjunction with financial measures prepared in accordance with GAAP for planning purposes, including the preparation of our annual operating budget, as a measure of our core operating results and the effectiveness of our business strategy, and in evaluating our financial performance; and
- Adjusted EBITDA provides consistency and comparability with our past financial performance, facilitates period-to-period comparisons of our core operating results, and may also facilitate comparisons with other peer companies, many of which use a similar non-GAAP financial measures to supplement their GAAP results.

Our use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider this measure in isolation or as a substitute for analysis of our financial results as reported under GAAP. Some of these limitations are, or may in the future be, as follows:

- Although depreciation and amortization expense are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- Adjusted EBITDA excludes stock-based compensation expense, which has recently been, and will continue to be for the foreseeable future, a significant recurring expense for our business and an important part of our compensation strategy;
- Adjusted EBITDA does not reflect: (1) changes in, or cash requirements for, our working capital needs; (2) interest expense, or the cash requirements necessary to service interest or principal payments on our debt, which reduces cash available to us; or (3) tax payments that may represent a reduction in cash available to us;
- Adjusted EBITDA does not reflect certain litigation expenses, consisting of legal settlements and related fees for specific proceedings that we have determined arise outside of the ordinary course of business and are nonrecurring, infrequent or unusual based on the following considerations which we assess regularly: (1) the frequency of similar cases that have been brought to date, or are expected to be brought within two years; (2) the complexity of the case; (3) the nature of the remedy(ies) sought, including the size of any monetary damages sought; (4) offensive versus defensive posture of us; (5) the counterparty involved; and (6) our overall litigation strategy;
- Adjusted EBITDA does not reflect transaction and integration costs related to acquisitions;
- Adjusted EBITDA does not reflect impairment charges for goodwill and fixed assets, and gains (losses) on disposals for fixed assets;
- Adjusted EBITDA does not reflect the impact of purchase accounting adjustments to inventory related to the Precor acquisition;
- Adjusted EBITDA does not reflect costs associated with certain product recall related matters including adjustments to the return reserves, inventory write-downs, logistics costs associated with Member requests, the cost to move the recalled product for those that elect the option, subscription waiver costs of service, and recall-related hardware development and repair costs;
- Adjusted EBITDA does not reflect reorganization, severance, exit, disposal, and other costs associated with restructuring plans;
- Adjusted EBITDA does not reflect nonrecurring supplier settlements; and
- The expenses and other items that we exclude in our calculation of Adjusted EBITDA may differ from the expenses and other items, if any, that other companies may exclude from Adjusted EBITDA when they report their operating results and we may, in the future, exclude other significant, unusual expenses or other items from this financial measure. Because companies in our industry may calculate this measure differently than we do, its usefulness as a comparative measure can be limited.

Because of these limitations, Adjusted EBITDA should be considered along with other operating and financial performance measures presented in accordance with GAAP.

The following table presents a reconciliation of Adjusted EBITDA to Net loss, the most directly comparable financial measure prepared in accordance with GAAP, for each of the periods indicated:

Adjusted EBITDA

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Net loss	$ (167.3)	$ (275.9)	$ (521.4)	$ (1,019.9)
Adjusted to exclude the following:				
Total other expense, net	20.4	9.1	56.1	45.1
Income tax expense (benefit)	0.6	0.8	(0.3)	3.5
Depreciation and amortization expense	27.1	32.2	83.0	93.1
Stock-based compensation expense	66.1	69.3	199.7	250.2
Impairment expense	19.0	39.4	46.7	111.9
Restructuring expense	37.6	12.0	69.9	171.6
Supplier settlements	(0.9)	2.9	(2.4)	22.0
Product recall related matters(1)	—	9.7	(8.2)	40.9
Litigation and settlement expenses(2)	3.1	81.8	10.2	106.9
Other adjustment items	—	—	—	1.0
Adjusted EBITDA	$ 5.8	$ (18.7)	$ (66.8)	$ (173.7)

(1) Represents adjustments and charges associated with certain product recall related matters, as well as accrual adjustments. For the three and nine months ended March 31, 2024, these include an adjustment to Connected Fitness Products revenue for actual and estimated future returns of zero and $(3.9) million, respectively, and recorded costs in Connected Fitness Products cost of revenue associated with recall related matters of zero and $(4.3) million, respectively. For the three and nine months ended March 31, 2023, these include an adjustment to Connected Fitness Products revenue for actual and estimated future returns of $(11.9) million and $14.6 million, respectively, recorded costs in Connected Fitness

Products cost of revenue associated with recall related matters of $21.6 million and $24.1 million, respectively, and operating expenses of zero and $2.3 million associated with recall-related hardware development costs, respectively.

(2) Includes litigation-related expenses for certain patent infringement litigation, consumer arbitration, and product recalls for the three and nine months ended March 31, 2024, that arise outside of the ordinary course of business and are nonrecurring, infrequent, or unusual. Includes Dish settlement accrual of $75.0 million and other litigation-related expenses and settlements for certain patent infringement litigation, securities litigation, and consumer arbitration determined to be nonrecurring, infrequent, or unusual for the three and nine months ended March 31, 2023.

Subscription Contribution and Subscription Contribution Margin

We define “Subscription Contribution” as Subscription revenue less cost of Subscription revenue, adjusted to exclude from cost of Subscription revenue, depreciation and amortization expense, and stock-based compensation expense. Subscription Contribution Margin is calculated by dividing Subscription Contribution by Subscription revenue.

We use Subscription Contribution and Subscription Contribution Margin to measure our ability to scale and leverage the costs of our Connected Fitness Subscriptions. We believe that these non-GAAP financial measures are useful to investors for period-to-period comparisons of our business and in understanding and evaluating our operating results because our management uses Subscription Contribution and Subscription Contribution Margin in conjunction with financial measures prepared in accordance with GAAP for planning purposes, including the preparation of our annual operating budget, as a measure of our core operating results and the effectiveness of our business strategy, and in evaluating our financial performance.

The use of Subscription Contribution and Subscription Contribution Margin as analytical tools has limitations, and you should not consider these in isolation or as substitutes for analysis of our financial results as reported under GAAP. Some of these limitations are as follows:

- Although depreciation and amortization expense are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Subscription Contribution and Subscription Contribution Margin do not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements; and
- Subscription Contribution and Subscription Contribution Margin exclude stock-based compensation expense, which has recently been, and will continue to be for the foreseeable future, a significant recurring expense for our business and an important part of our compensation strategy.

Because of these limitations, Subscription Contribution and Subscription Contribution Margin should be considered along with other operating and financial performance measures presented in accordance with GAAP.

The following table presents a reconciliation of Subscription Contribution and Subscription Contribution Margin to Subscription Gross Profit and Subscription Gross Margin, respectively, which are the most directly comparable financial measures prepared in accordance with GAAP, for each of the periods indicated:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(dollars in millions)			
Subscription Revenue	$ 437.8	$ 424.7	$ 1,277.3	$ 1,248.3
Less: Cost of Subscription	139.8	136.9	414.0	409.8
Subscription Gross Profit	$ 298.1	$ 287.8	$ 863.3	$ 838.5
Subscription Gross Margin	68.1 %	67.8 %	67.6 %	67.2 %
Add back:				
Depreciation and amortization expense	$ 8.5	$ 9.8	$ 26.5	$ 27.1
Stock-based compensation expense	9.9	9.7	29.6	32.4
Subscription Contribution	$ 316.4	$ 307.2	$ 919.4	$ 898.0
Subscription Contribution Margin	72.3 %	72.3 %	72.0 %	71.9 %

We believe continued growth of our Connected Fitness Subscription base will allow us to improve our Subscription Contribution Margin. While there are variable costs, including music royalties, associated with our Connected Fitness Subscriptions, a significant portion of our content creation costs are fixed given that we operate with a limited number of production studios and instructors. We expect the fixed nature of those expenses to scale over time as we grow our Connected Fitness Subscription base.

Free Cash Flow

We define Free Cash Flow as Net cash provided by (used in) operating activities less capital expenditures and capitalized internal-use software development costs. Free cash flow reflects an additional way of viewing our liquidity that, we believe, when viewed with our GAAP results, provides management, investors, and other users of our financial information with a more complete understanding of factors and trends affecting our cash flows.

The use of Free Cash Flow as an analytical tool has limitations due to the fact that it does not represent the residual cash flow available for discretionary expenditures. For example, Free Cash Flow does not incorporate payments made for purchases of marketable securities, business combinations and asset acquisitions. Because of these limitations, Free Cash Flow should be considered along with other operating and financial performance measures presented in accordance with GAAP.

The following table presents a reconciliation of Free Cash Flow to Net cash provided by (used in) operating activities, the most directly comparable financial measure prepared in accordance with GAAP, for each of the periods indicated:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2024	2023	2024	2023
	(in millions)			
Net cash provided by (used in) operating activities	$ 11.6	$ (40.9)	$ (98.8)	$ (332.2)
Capital expenditures and capitalized internal-use software development costs	(3.0)	(14.3)	(13.0)	(63.8)
Free Cash Flow	$ 8.6	$ (55.3)	$ (111.8)	$ (396.0)

Liquidity and Capital Resources

Our operations have been funded primarily through net proceeds from the sales of our equity and convertible debt securities, and a term loan, as well as cash flows from operating activities. As of March 31, 2024, we had Cash and cash equivalents of approximately $794.5 million.

We anticipate capital expenditures over the next 12 months to include investments in product development, content and our studios, and systems implementation.

We believe our existing cash and cash equivalent balances and cash flow from operations will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months and beyond. Our future capital requirements may vary materially from those currently planned and will depend on many factors, including our rate of revenue growth, timing to adjust our supply chain and cost structures in response to material fluctuations in product demand, timing and amount of spending related to acquisitions, the timing and amount of spending on research and development and manufacturing initiatives, the timing and financial impact of product recalls, sales and marketing activities, the timing of new product introductions, market acceptance of our Connected Fitness Products, timing and investments needed for international expansion, and overall economic conditions. To the extent that current and anticipated future sources of liquidity are insufficient to fund our future business activities and requirements, we may be required to seek additional equity or debt financing. The sale of additional equity would result in further dilution to our stockholders. The incurrence of debt financing would result in debt service obligations and the instruments governing such debt could provide for operating and financing covenants that would restrict our operations. There can be no assurances that we will be able to raise additional capital. The inability to raise capital would adversely affect our ability to achieve our business objectives.

Restructuring

In February 2022, we announced and began implementing the 2022 Restructuring Plan to realign our operational focus to support our multi-year growth, scale the business, and improve costs. The 2022 Restructuring Plan originally included: (i) reducing our headcount; (ii) closing several assembly and manufacturing plants, including the completion and subsequent sale of the shell facility for our previously planned Peloton Output Park; (iii) closing and consolidating several distribution facilities; and (iv) shifting to third-party logistics providers in certain locations.

In fiscal year 2023, we continued to take actions to implement the 2022 Restructuring Plan. In July 2022, we announced we were exiting all owned-manufacturing operations and expanding our relationship with a Taiwanese manufacturer, Rexon Industrial Corporation. Additionally, in August 2022, we announced our decision to (i) fully transition our North American Field Operations to third-party providers, including the significant reduction of our delivery workforce teams; (ii) eliminate a significant number of roles on the North America Member Support team and exit our real-estate footprints in our Plano and Tempe locations; and (iii) reduce our retail showroom presence. In January 2024, we completed the sale of the Peloton Output Park building and a portion of the corresponding land and received net proceeds of approximately $31.9 million. The Company continues to market the remaining land parcel.

On April 22, 2024, the Company's Board of Directors approved a new restructuring plan to expand upon its 2022 restructuring plan (as expanded, the "2024 Restructuring Plan"). The 2024 Restructuring Plan will position Peloton for sustained, positive free cash flow, while enabling the company to continue to invest in software, hardware and content innovation, improvements to its member support experience, and optimizations to marketing efforts to scale the business. The 2024 Restructuring Plan includes: (i) a reduction in global headcount; and (ii) continued closures of our retail locations. The Company expects the 2024 Restructuring Plan to be substantially implemented by the end of fiscal 2025.

Total charges related to the 2022 Restructuring Plan were $10.4 million and $66.8 million for the three and nine months ended March 31, 2024, respectively, and $48.0 million and $280.2 million for the three and nine months ended March 31, 2023, respectively. Total charges for the three and nine months ended March 31, 2024 consisted of cash charges of $2.3 million and $16.1 million for exit and disposal costs and professional fees and $1.1 million and $7.5 million for severance and other personnel costs, respectively, and non-cash charges of $7.0 million and $31.1 million related to non-inventory asset write-downs and write-offs, zero and $7.2 million for stock-based compensation expense, zero and $3.8 million for the loss on sale of a manufacturing subsidiary in Taiwan, and zero and $1.0 million for write-offs of inventory related to restructuring activities, respectively. Total charges for the three and nine months ended March 31, 2023 consisted of cash charges of $6.9 million and $68.0 million for severance and other personnel costs and $4.4 million and $16.4 million for exit and disposal costs and professional fees, respectively, and non-cash charges of $36.0 million and $108.6 million related to non-inventory asset write-downs and write-offs, $0.7 million and $83.5

million for stock-based compensation expense, and zero and $3.7 million for write-offs of inventory related to restructuring activities, respectively.

Total charges related to the 2024 Restructuring Plan were $45.0 million for both the three and nine months ended March 31, 2024, consisting of cash charges totaling $32.5 million for severance and other personnel costs, and non-cash charges of $10.8 million related to asset write-downs and write-offs and $1.7 million for stock-based compensation. The majority of the cash charges are expected to be paid during the fourth quarter of fiscal year 2024.

In connection with the 2024 Restructuring Plan, which includes any remaining restructuring activity under the original 2022 Restructuring Plan, we estimate that we will incur additional cash charges of approximately $45.0 million, primarily composed of lease termination and other exit costs, which are expected to be substantially incurred by the end of fiscal year 2025. Additionally, we expect to recognize additional non-cash charges of approximately $20.0 million, primarily composed of non-inventory asset impairment charges, which are expected to be substantially incurred by the end of fiscal year 2025.

Upon full implementation, the company expects the plan to result in reduced annual run-rate expenses by more than $200 million by the end of its 2025 fiscal year. We do not believe these cost-saving measures will impair our ability to conduct any of our key business functions. We may not be able to realize the cost savings and benefits initially anticipated as a result of the 2022 Restructuring Plan and the 2024 Restructuring Plan, and costs may be greater than expected. See *"Risk Factors—Risks Related to Our Business—We may not successfully execute or achieve the expected benefits of our restructuring initiatives and other cost-saving measures we may take in the future, and our efforts may result in further actions and/or additional asset impairment charges and adversely affect our business*" in our Form 10-K.

Convertible Notes

In February 2021, we issued $1.0 billion aggregate principal amount of 0% Convertible Senior Notes due 2026 (the "Notes") in a private offering, including the exercise in full of the over-allotment option granted to the initial purchasers of $125.0 million. The Notes were issued pursuant to an Indenture (the "Indenture") between us and U.S. Bank National Association, as trustee. The Notes are our senior unsecured obligations and do not bear regular interest, and the principal amount of the Notes does not accrete. The net proceeds from the offering were approximately $977.2 million, after deducting the initial purchasers' discounts and commissions and our offering expenses.

Capped Call Transactions

In connection with the offering of the Notes, we entered into privately negotiated capped call transactions with certain counterparties (the "Capped Call Transactions"). The Capped Call Transactions have an initial strike price of approximately $239.23 per share, subject to adjustments, which corresponds to the approximate initial conversion price of the Notes. The cap price of the Capped Call Transactions will initially be approximately $362.48 per share. The Capped Call Transactions cover, subject to anti-dilution adjustments substantially similar to those applicable to the Notes, 6.9 million shares of Class A common stock. The Capped Call Transactions are expected generally to reduce potential dilution to the Class A common stock upon any conversion of Notes and/or offset any potential cash payments we would be required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap based on the cap price. If, however, the market price per share of Class A common stock, as measured under the terms of the Capped Call Transactions, exceeds the cap price of the Capped Call Transactions, there would be dilution and/or there would not be an offset of such potential cash payments, in each case, to the extent that the then-market price per share of the Class A common stock exceeds the cap price of the Capped Call Transactions.

Second Amended and Restated Credit Agreement

In 2019, the Company entered into an amended and restated revolving credit agreement.

On May 25, 2022, the Company entered into an Amendment and Restatement Agreement providing for a Second Amended and Restated Credit Agreement (as amended, restated or otherwise modified from time to time, the "Second Amended and Restated Credit Agreement") with JPMorgan Chase Bank, N.A., as administrative agent, and certain banks and financial institutions party thereto as lenders and issuing banks.

The Second Amended and Restated Credit Agreement provides for a $750.0 million term loan facility (the "Term Loan"), which will be due and payable on May 25, 2027 or, if greater than $200.0 million of the Notes are outstanding on November 16, 2025 (the "Springing Maturity Condition"), November 16, 2025 (the "Springing Maturity Date"). The Term Loan amortizes in quarterly installments of 0.25%, payable at the end of each fiscal quarter and on the maturity date.

The Second Amended and Restated Credit Agreement also provided for a $500.0 million revolving credit facility (the "Revolving Facility"), $35.0 million of which would mature on June 20, 2024 (the "Non-Consenting Commitments"), with the rest ($465.0 million) maturing on December 10, 2026 (the "Consenting Commitments") or if the Springing Maturity Condition is met and the Term Loan is outstanding on such date, the Springing Maturity Date. On August 24, 2022, the Company amended the Second Amended and Restated Credit Agreement (the "First Amendment") such that the Company is only required to meet the total liquidity covenant, set at $250.0 million (the "Liquidity Covenant"), and the total revenues covenant, set at $3.0 billion for the four-quarter trailing period, to the extent any revolving loans are borrowed and outstanding. On May 2, 2023, the Company further amended the Second Amended and Restated Credit Agreement (the "Second Amendment") to, among other things, (i) reduce the aggregate revolving credit commitments from $500.0 million to $400.0 million, with the Non-Consenting Commitments reduced to $28.0 million and the Consenting Commitments reduced to $372.0 million, and (ii) remove the covenant requiring the Company to maintain a minimum total four-quarter revenue level of $3.0 billion at any time when revolving loans are outstanding. Following the Second Amendment, borrowings under the Revolving Facility are limited to the lesser of (a) $400.0 million and (b) an amount equal to the "Subscription" revenue of the Company and its subsidiaries for the most recently completed fiscal quarter of the Company. The Liquidity Covenant will be replaced with a covenant to maintain a minimum secured debt to adjusted EBITDA ratio upon our meeting a specified adjusted EBITDA threshold.

The Revolving Facility bears interest at a rate equal to, at our option, either at the Adjusted Term SOFR Rate (as defined in the Second Amended and Restated Credit Agreement) plus 2.25% per annum or the Alternate Base Rate (as defined in the Second Amended and Restated Credit Agreement) plus 1.25% per annum for the Consenting Commitments, and bears interest at a rate equal to, at our option, either at the Adjusted Term SOFR Rate plus 2.75% per annum or the Alternate Base Rate plus 1.75% per annum for the Non-Consenting Commitments. The Company is required to pay an annual commitment fee of 0.325% per annum and 0.375% per annum on a quarterly basis based on the unused portion of the Revolving Facility for the Consenting Commitments and the Non-Consenting Commitments, respectively.

The Term Loan bears interest at a rate equal to, at our option, either at the Alternate Base Rate (as defined in the Second Amended and Restated Credit Agreement) plus 5.50% per annum or the Adjusted Term SOFR Rate (as defined in the Second Amended and Restated Credit Agreement) plus 6.50% per annum. Any borrowing at the Alternate Base Rate is subject to a 1.00% floor and a term loan borrowed at the Adjusted Term SOFR Rate is subject to a 0.50% floor and any revolving loan borrowed at the Adjusted Term SOFR Rate is subject to a 0.00% floor.

The Second Amended and Restated Credit Agreement contains customary affirmative covenants as well as customary covenants that restrict our ability to, among other things, incur additional indebtedness, sell certain assets, guarantee obligations of third parties, declare dividends or make certain distributions, and undergo a merger or consolidation or certain other transactions. The Second Amended and Restated Credit Agreement also contains certain customary events of default. Certain baskets and covenant levels have been decreased and will apply equally to both the Term Loan and Revolving Facility for so long as the Term Loan is outstanding. After the repayment in full of the Term Loan, such baskets and levels will revert to those previously disclosed in connection with the Amended and Restated Credit Agreement.

The obligations under the Second Amended and Restated Credit Agreement with respect to the Term Loan and the Revolving Facility are secured by substantially all of our assets, with certain exceptions set forth in the Second Amended and Restated Credit Agreement, and are required to be guaranteed by certain material subsidiaries of the Company if, at the end of future financial quarters, certain conditions are not met.

As of March 31, 2024, we had not drawn on our Revolving Facility and as such did not have to test the financial covenants under the Second Amended and Restated Credit Agreement. As of March 31, 2024, we had drawn the full amount of the Term Loan, and we therefore had $736.9 million total outstanding borrowings under the Second Amended and Restated Credit Agreement. As of March 31, 2024, we had outstanding letters of credit totaling $54.2 million, which are classified as Restricted cash on the Condensed Consolidated Balance Sheet. Upon entering into the Term Loan, the effective interest rate was 10.2%. On each of November 25, 2022 and May 25, 2023, the rate was updated to 13.7% and 14.3%, respectively. The current effective interest rate on the Term Loan is 14.5% as of March 31, 2024.

Cash Flows

	Nine Months Ended March 31,	
	2024	**2023**
	(in millions)	
Net cash used in operating activities	$ (98.8)	$ (332.2)
Net cash provided by (used in) investing activities	33.5	(51.4)
Net cash provided by financing activities	29.0	70.0

Operating Activities

Net cash used in operating activities of $98.8 million for the nine months ended March 31, 2024 was primarily due to a net loss of $521.4 million, partially offset by a net increase in operating assets and liabilities of $19.7 million and non-cash adjustments of $402.9 million. The increase in operating assets and liabilities was primarily due to a $136.8 million decrease in inventory, partially offset by $64.5 million decrease in net operating lease liabilities due to lease payments and lease terminations and a $40.5 million decrease in accounts payable and accrued expenses. Non-cash adjustments primarily consisted of $208.6 million of stock-based compensation expense, $83.0 million of depreciation and amortization, $50.0 million of operating lease expense, and $46.7 million of impairment expense.

Investing activities

Net cash provided by investing activities for the nine months ended March 31, 2024 of $33.5 million was primarily due to $31.9 million in proceeds from the sale of Peloton Output Park and $14.6 million in proceeds from the sale of a manufacturing subsidiary in Taiwan, partially offset by $13.0 million in capital expenditures related to the build out of our warehouses, studios and offices, and product development.

Financing activities

Net cash provided by financing activities of $29.0 million for the nine months ended March 31, 2024 was primarily related to proceeds from employee stock plans of $33.1 million, partially offset by $5.6 million in principal repayments on the Term Loan.

Commitments

As of March 31, 2024, our contractual obligations were as follows:

Contractual obligations:	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
	(in millions)				
Lease obligations [1]	$ 804.5	$ 108.6	$ 200.1	$ 149.6	$ 346.1
Minimum guarantees [2]	72.4	66.4	6.0	—	—
Unused credit facility fee payments [3]	4.0	1.5	2.6	—	—
Other purchase obligations [4]	119.7	53.9	64.9	0.9	—
Convertible senior notes [5]	1,000.0	—	1,000.0	—	—
Term loan [5]	736.9	7.5	15.0	714.4	—
Total	$ 2,737.6	$ 237.9	$ 1,288.6	$ 864.9	$ 346.2

(1) Lease obligations relate to our office space, warehouses, production studios, retail locations, and equipment. The original lease terms are between one and 21 years, and the majority of the lease agreements are renewable at the end of the lease period. The Company has finance lease obligations of $0.1 million, also included above.

(2) We are subject to minimum royalty payments associated with our license agreements for the use of licensed content. See *"Risk Factors — Risks Related to Our Business— We depend upon third-party licenses for the use of music in our content. An adverse change to, loss of, or claim that we do not hold necessary licenses may have an adverse effect on our business, operating results, and financial condition"* in our Form 10-K.

(3) Pursuant to the Second Amended and Restated Credit Agreement, we are required to pay a commitment fee of 0.325% and 0.375% on a quarterly basis based on the unused portion of the Revolving Facility for the Consenting Commitments and the Non-Consenting Commitments, respectively. As of March 31, 2024, we had outstanding letters of credit totaling $54.2 million, which are classified as Restricted cash on the Condensed Consolidated Balance Sheet.

(4) Other purchase obligations include all other non-cancelable contractual obligations. These contracts are primarily related to cloud computing costs.

(5) Refer to *Note 7 - Debt* in the Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for further details regarding our Notes and Term Loan obligations.

The commitment amounts in the table above are associated with contracts that are enforceable and legally binding and that specify all significant terms, including fixed or minimum services to be used, fixed, minimum or variable price provisions, and the approximate timing of the actions under the contracts.

We utilize contract manufacturers to build our products and accessories. These contract manufacturers acquire components and build products based on demand forecast information we supply, which typically covers a rolling 12-month period. Consistent with industry practice, we acquire inventories from such manufacturers through blanket purchase orders against which orders are applied based on projected demand information and availability of goods. Such purchase commitments typically cover our forecasted product and manufacturing requirements for periods that range a number of months. In certain instances, these agreements allow us the option to cancel, reschedule, and/or adjust our requirements based on our business needs for a period of time before the order is due to be fulfilled. While our purchase orders are legally cancellable in many situations, some purchase orders are not cancellable in the event of a demand plan change or other circumstances, such as where the supplier has procured unique, Peloton-specific designs, and/or specific non-cancellable, non-returnable components based on our provided forecasts.

As of March 31, 2024, our commitments to contract with third-party manufacturers for their inventory on-hand and component purchase commitments related to the manufacture of our products were estimated to be approximately $123.5 million. See *"Risk Factors—Risks Related to Our Business—Our operating results have been, and could in the future be, adversely affected if we are unable to accurately forecast consumer demand for our products and services and adequately manage our inventory*" in our Form 10-K.

Off-Balance Sheet Arrangements

We did not have any undisclosed off-balance sheet arrangements as of March 31, 2024.

Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with GAAP. In preparing the condensed consolidated financial statements, we make estimates and judgments that affect the reported amounts of assets, liabilities, stockholders' equity, revenue, expenses, and related disclosures. We re-evaluate our estimates on an on-going basis. Our estimates are based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Because of the uncertainty inherent in these matters, actual results may differ from these estimates and could differ based upon other assumptions or conditions. The critical accounting policies that reflect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements include those described in *"Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates"* in Part I, Item 7 of our Form 10-K.

Revenue Recognition

As described in *Note 8 - Commitments and Contingencies* in the Notes to Condensed Consolidated Financial Statements, the Company announced a voluntary recall of the Company's Tread+ product, permitting customers to return the product for a refund. The amount of a refund customers are eligible to receive may differ based on the status of an approved remediation of the issue driving the recall, and the age of the

Connected Fitness product being returned. We estimate return reserves primarily based on historical and expected product returns, product warranty, and service call trends. We also consider current trends in consumer behavior in order to identify correlations to current trends in returns. However, with current uncertainty in the global economy, negative press and general sentiment surrounding Peloton's post-pandemic business and financial performance, predicting expected product returns based on historical returns becomes less relevant, requiring reliance on highly subjective estimates based on our interpretation of how current conditions and factors will drive consumer behavior.

On October 18, 2022, the CPSC and the Company jointly announced that consumers have more time to get a full refund if they wish to return their Tread+, extending the full refund period for one additional year, to November 6, 2023. With the extension period now over, the Company adjusted its reserve assumptions for lower volume of expected returns, as well as an increase in estimated take rate of the rear guard repair, resulting in a reduction to the return reserve. As of March 31, 2024 and June 30, 2023, our return reserves related to the impacts of the recalls was $7.5 million and $24.4 million, respectively.

Product Recall Related Matters

The Company accrues cost of product recalls and potential corrective actions based on management estimate of when it is probable that a liability has been incurred and the amount can be reasonably estimated, which occurs when management commits to a corrective action plan or when required by regulatory requirements. Costs of product recalls and corrective actions are recognized in Connected Fitness Products cost of revenue, which may include the cost of the development of the product being replaced, logistics costs, and other related costs such as product scrap cost, inventory write-down and cancellation of any supplier commitments. The accrued cost is based on management's estimate of the cost to repair each affected product and the estimated number of products to be repaired based on actions taken by the impacted customers. Estimating both cost to repair each affected product and the number of units to be repaired is highly subjective and requires significant management judgment. Based on information that is currently available, management believes that the accruals are adequate. It is possible that substantial additional charges may be required in future periods based on new information, changes in facts and circumstances, and actions the Company may commit to or be required to undertake. As of March 31, 2024 and June 30, 2023, accruals related to product recall related matters were $14.3 million and $63.4 million respectively.

Recent Accounting Pronouncements

See *Note 2 - Summary of Significant Accounting Policies* in the Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report on Form 10-Q under the section titled *"Recently Issued Accounting Pronouncements"* for a discussion about new accounting pronouncements adopted and not yet adopted as of the date of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We had Cash and cash equivalents of $794.5 million as of March 31, 2024. The primary objective of our investment activities is the preservation of capital, and we do not enter into investments for trading or speculative purposes. We have not been exposed, nor do we anticipate being exposed, to material risks due to changes in interest rates. A hypothetical 10% increase in interest rates during any of the periods presented in this Quarterly Report on Form 10-Q would not have had a material impact on our condensed consolidated financial statements.

We are primarily exposed to changes in short-term interest rates with respect to our cost of borrowing under our Second Amended and Restated Credit Agreement. We monitor our cost of borrowing under our facilities, taking into account our funding requirements, and our expectations for short-term rates in the future. A hypothetical 10% change in the interest rate on our Second Amended and Restated Credit Agreement for all periods presented would not have a material impact on our condensed consolidated financial statements.

Foreign Currency Risk

Our international sales are primarily denominated in foreign currencies and any unfavorable movement in the exchange rate between U.S. dollars and the currencies in which we conduct sales in foreign countries could have an adverse impact on our revenue. We source and manufacture inventory primarily in U.S. dollars and Taiwanese dollars. A portion of our operating expenses are incurred outside the United States and are denominated in foreign currencies, which are also subject to fluctuations due to changes in foreign currency exchange rates. For example, some of our contract manufacturing takes place in Taiwan and the related agreements are denominated in foreign currencies and not in U.S. dollars. Further, certain of our manufacturing agreements provide for fixed costs of our Connected Fitness Products and hardware in Taiwanese dollars but provide for payment in U.S. dollars based on the then-current Taiwanese dollar to U.S. dollar spot rate. In addition, our suppliers incur many costs, including labor and supply costs, in other currencies. While we are not currently contractually obligated to pay increased costs due to changes in exchange rates, to the extent that exchange rates move unfavorably for our suppliers, they may seek to pass these additional costs on to us, which could have a material impact on our gross margins. Our operating results and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates. We have the ability to use derivative instruments, such as foreign currency forwards, and have the ability to use option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. Our exposure to foreign currency exchange rates historically has been partially hedged as our foreign currency denominated inflows create a natural hedge against our foreign currency denominated expenses.

Inflation Risk

Given the recent rise in inflation, there have been and may continue to be additional pressures on the ongoing increases in supply chain and logistics costs, materials costs, and labor costs. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we have recently experienced the effects of inflation on our results of operations and financial condition. Our business could be more affected by inflation in the future which could have an adverse effect on our ability to maintain current levels of gross margin and operating expenses as a percentage of net revenue if we are unable to fully offset such higher costs through price increases. Additionally, because we purchase component parts from our suppliers, we may be adversely impacted by their inability to adequately mitigate inflationary, industry, or economic pressures.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision of our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2024.

Disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. As described below, we have identified material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company’s annual or interim financial statements will not be prevented or detected on a timely basis. Solely as a result of these material weaknesses in our internal control over financial reporting described below, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of March 31, 2024.

Material Weaknesses and Remediation Plans

Previously Reported Material Weaknesses

As reported in Part II, Item 9A. “Controls and Procedures” of our Annual Reports on Form 10-K for the fiscal years ended June 30, 2023, June 30, 2022, and June 30, 2021, we identified a material weakness in our internal control over financial reporting related to controls around the existence, completeness, and valuation of inventory.

Management has continued its enhancements to the Company’s inventory management process related to the existence, completeness, and valuation of inventory and has made further progress in the implementation of the remediation efforts, including:

- Increased frequency of the periodic inventory physical count process at our distribution centers and final mile and locations;
- Increased accuracy of periodic inventory count at all third-party logistics service providers through increased communication, oversight of their inventory management policies and procedures, and higher partner accountability when dealing with errors;
- Designed and implemented management oversight controls specifically related to inventory counts at third party distribution centers and final mile locations;
- Increased operational accuracy of inventory cycle count processes;
- Improved timeliness and accuracy of transactional processing between Peloton and third-party service providers and increased the accuracy of inventory data across Peloton internal systems, Peloton warehouses, and third-party providers;
- Consolidation of our inventory network and reduced our inventory exposure to locations with historically high physical count inaccuracy; and
- Enhancements to training of standard operating procedures and internal controls to key stakeholders within the supply chain, logistics, and inventory processes.

These steps are subject to ongoing senior management review, as well as oversight by the audit committee of our Board of Directors.

While management has improved the periodic inventory physical count accuracy across locations and has made progress towards the remediation of the material weakness, including the implementation of a number of operational enhancements to our inventory management process as outlined above, additional time is required to complete the material weakness remediation work, as management needs to ensure the sustainability of the design and operational effectiveness of recently implemented controls. In addition, as part of the remediation effort, we may deem it necessary to implement additional controls, such as enhancements to our physical count controls and systematic reconciliations between warehouse management and Peloton general ledger systems. We believe the steps discussed above will be effective in the remediation of the material weakness, but these remediation steps currently remain ongoing. As a result, we have not yet fully remediated the material weakness relating to controls around the existence, completeness, and valuation of inventory. We concluded this material weakness did not result in any material misstatements in our financial statements or related disclosures in any of the fiscal years ended June 30, 2021, 2022, or 2023. Based on additional procedures and post-closing review, management concluded that the consolidated financial statements included in this Quarterly Report on Form 10-Q present fairly, in all material respects, our financial position, results of operations, and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States.

In addition, as reported in Part II, Item 9A. “Controls and Procedures” of our Form 10-K, we identified a material weakness related to information technology general controls (“ITGCs”) in the area of user access over a certain information technology system specific to Precor. Specifically, the Company did not design and maintain sufficient user access controls to ensure appropriate segregation of duties and adequately restrict user and privileged access to a financial application, programs, and data to appropriate Company personnel. Automated and manual business process controls that are dependent on the affected ITGCs were also deemed ineffective because they could have been adversely affected to the extent that they rely upon information and configurations from the affected IT system.

In order to remediate the material weakness in ITGCs around user access, management is in progress of completing the following measures as of March 31, 2024:

- rationalization of access privileges for all system users and critical transactions based on job responsibilities considering segregation of duties;
- limiting excess rights and access for all system users;
- implementation of controls that require periodic re-evaluation of user access privileges, including administrative access;
- design of compensating business process review controls for any high risk segregation of duties conflicts not able to be resolved by limiting user access in the system;
- engaging an accounting advisory firm to assist with the documentation, evaluation, remediation, and testing of our internal control over financial reporting related to user access controls based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission; and
- training of relevant personnel on the design and operation of our internal controls over financial reporting related to our ITGCs.

These steps are subject to ongoing senior management review, as well as oversight by the audit committee of our Board of Directors. Additional or modified measures may also be required to remediate the material weaknesses. We will not be able to conclude that we have completely remediated the material weaknesses until the applicable controls are fully implemented and operate for a sufficient period of time and management has concluded, through formal testing, that the remediated controls are operating effectively. We will continue to monitor the design and effectiveness of these and other processes, procedures, and controls and make any further changes management deems appropriate.

New Material Weakness

During the quarter ended March 31, 2024, management determined an additional and separate material weakness in our internal control over financial reporting exists related to Precor’s business process control environment. These business process controls were inherently deemed ineffective in the prior year due to the existing material weakness related to lack of effective ITGCs over its underlying financial reporting IT system, and as such were not separately assessed for design and operating effectiveness. In the current year, in parallel with progressing remediation efforts outlined above related to the ITGC-related material weakness, management assessed the design and operating effectiveness of automated and manual business process controls in Precor’s environment. We completed our evaluation as of March 31, 2024, and identified a number of deficiencies in Precor’s business process control environment related to lack of proper design of controls and lack of sufficient documentation to validate control design effectiveness, in particular management review controls. Management determined that in the aggregate, these control deficiencies constitute a material weakness.

Management has designed and performed additional procedures on a quarterly basis to gain comfort over the completeness and accuracy of the financial information relied upon at Precor and to ensure material errors do not exist within the Precor information consolidated into Peloton’s financial statements. We have not identified any material errors or misstatements as a result of these procedures in our interim financial statements for the quarter ended March 31, 2024 or in our annual financial statements for the year ended June 30, 2023.

In order to remediate the material weakness related to Precor’s business process controls, management has designed the following remediation plan and is actively executing on this plan:

– taking a risk-based approach to remediation, prioritizing business process controls designed to mitigate significant financial statement risk areas, including financial statement close process review controls and management review controls over inventory and revenue judgments and estimates
– engaging an accounting advisory firm to assist with the documentation, evaluation, remediation, and testing of our internal control over financial reporting related to Precor’s business process control environment based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission
– training of relevant personnel on the design and operation of our internal control over financial reporting relating to Precor’s business process control environment
– hiring additional qualified accounting and financial reporting personnel with internal control expertise to support the Precor business

While management has made progress towards remediation of critical business process controls, we will not be able to conclude that we have remediated this material weakness until the applicable remedial measures are fully implemented and operate for a sufficient period of time and management has concluded, through formal testing, that the remediated controls are operating effectively. These steps are subject to ongoing senior management review, as well as oversight by the audit committee of our Board of Directors. We will continue to monitor the design and effectiveness of these controls and make any further changes management deems appropriate.

We concluded with respect to each of the material weaknesses described above that these material weaknesses did not result in any material misstatements in our financial statements or disclosures in the current year or in our interim or annual consolidated financial statements in any of the fiscal years ended June 30, 2021, 2022, or 2023. Based on additional procedures and post-closing review, management concluded that the consolidated financial statements included in this Quarterly Report on Form 10-Q present fairly, in all material respects, our financial position, results of operations, and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States.

Changes in Internal Control over Financial Reporting

Other than the ongoing remediation efforts and the new material weakness described above, there were 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.

Limitations on the Effectiveness of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be involved in claims and proceedings arising in the ordinary course of our business. The outcome of any such claims or proceedings, regardless of the merits, is inherently uncertain.

For a discussion of legal and other proceedings in which we are involved, see *Note 8 - Commitments and Contingencies* in the Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There have been no material changes to the risks disclosed in the Form 10-K.

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

April 2024 Restructuring Plan; Asset Impairments

We are reporting the following information in lieu of reporting on a Current Report on Form 8-K under Item 2.05 Costs Associated with Exit or Disposal Activities and under Item 2.06 Material Impairments.

On April 22, 2024, in connection with previously disclosed market factors impacting the business of Peloton Interactive Inc. (the "Company"), the Company's Board of Directors approved a new restructuring plan to expand upon its 2022 restructuring plan (as expanded, the "2024 Restructuring Plan"). The 2024 Restructuring Plan will position Peloton for sustained, positive free cash flow, while enabling the company to continue to invest in software, hardware and content innovation, improvements to its member support experience, and optimizations to marketing efforts to scale the business. The 2024 Restructuring Plan includes: (i) a reduction in global headcount by approximately 15%, which impacts roughly 400 Peloton team members; and (ii) continued closures of our retail locations. The Company expects the 2024 Restructuring Plan to be substantially implemented by the end of fiscal 2025.

In connection with the 2024 Restructuring Plan, the Company recognized charges of $45.0 million during the third quarter of fiscal 2024, consisting of cash charges totaling $32.5 million for severance and other personnel costs, and non-cash charges of $10.8 million related to asset write-downs and write-offs and $1.7 million for stock-based compensation. In connection with the 2024 Restructuring Plan, which includes any remaining restructuring activity under the original 2022 restructuring plan, the Company estimates that it will incur additional cash charges of approximately $45.0 million, primarily composed of lease termination and other exit costs, which are expected to be substantially incurred by the end of fiscal year 2025. Additionally, the Company expects to recognize additional non-cash charges of approximately $20.0 million, primarily composed of non-inventory asset impairment charges in connection with the 2024 Restructuring Plan, which are expected to be substantially incurred by the end of fiscal year 2025.

Upon full implementation, the company expects the plan to result in reduced annual run-rate expenses by more than $200 million by the end of its 2025 fiscal year. We do not believe these cost-saving measures will impair our ability to conduct any of our key business functions. We may not be able to realize the cost savings and benefits initially anticipated as a result of the 2024 Restructuring Plan, and costs may be greater than expected. See *"Risk Factors—Risks Related to Our Business—We may not successfully execute or achieve the expected benefits of our restructuring initiatives and other cost-saving measures we may take in the future, and our efforts may result in further actions and/or additional asset impairment charges and adversely affect our business*" in our Form 10-K.

Rule 10b5-1 Trading Plans

During the three months ended March 31, 2024, none of our directors or officers (as defined in Item 408 of Regulation S-K of the Exchange Act) adopted or terminated Rule 10b5-1 trading arrangements (as defined in Item 408 of Regulation S-K of the Exchange Act).

Item 6. Exhibits

Exhibit Number	Exhibit Title	Incorporated by Reference				Filed or Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Restated Certificate of Incorporation.	10-Q	001-39058	3.1	11/06/2019	
3.2	Second Amended and Restated Bylaws.	8-K	001-39058	3.1	04/08/2024	
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					XX
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					XX
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.					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document.					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.					X
104	Cover Page Interactive Data File (formatted in iXBRL and contained in Exhibit 101).					X

X Filed herewith.
XX Furnished herewith.
The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and are not deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act of the Exchange Act.

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.

PELOTON INTERACTIVE, INC.

Date:

By: /s/ Barry McCarthy

Barry McCarthy
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Elizabeth F Coddington

Elizabeth F Coddington
Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Barry McCarthy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Peloton Interactive, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2024

By: /s/ Barry McCarthy

Barry McCarthy
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Elizabeth F Coddington, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Peloton Interactive, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(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 15(d)-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.

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 2, 2024

By: /s/ Elizabeth F Coddington

Elizabeth F Coddington
Chief Financial Officer
(Principal Financial Officer)

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

I, Barry McCarthy, Chief Executive Officer of Peloton Interactive, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended March 31, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

Date: May 2, 2024

By: /s/ Barry McCarthy

Barry McCarthy
President and Chief Executive Officer
(Principal Executive Officer)

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

I, Elizabeth F Coddington, Chief Financial Officer of Peloton Interactive, Inc. (the “Company”), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended March 31, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

Date: May 2, 2024

By: /s/ Elizabeth F Coddington

Elizabeth F Coddington
Chief Financial Officer
(Principal Financial Officer)