

team will have broad discretion in using the net proceeds from this offering.

## DIVIDEND POLICY

We have never declared nor paid any cash dividends on our capital stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not expect to pay any dividends on our capital stock in the foreseeable future. Any future determination relating to our dividend policy will be made by our board of directors and will depend on a number of factors, including: our historic and projected financial condition, liquidity, and results of operations; our capital levels and needs; tax considerations; any acquisitions or potential acquisitions that we may examine; statutory and regulatory prohibitions and other limitations; the terms of any credit agreements, including our existing revolving line of credit facility, or other borrowing arrangements that restrict the amount of cash dividends that we can pay; general economic conditions; and other factors deemed relevant by our board of directors. We are not obligated to pay dividends on our Class A common stock.

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## CAPITALIZATION

The following table sets forth our cash and cash equivalents, as well as our capitalization, as of September 30, 2015, as follows:

- on an actual basis;
- on a pro forma basis, giving effect to the reclassification of all outstanding shares of our common stock into an equivalent number of shares of our Class B common stock, the automatic conversion and reclassification of all outstanding shares of our convertible preferred stock into an aggregate of 140,552,507 shares of our Class B common stock (including those additional shares issuable upon conversion and reclassification of our Series E convertible preferred stock), and the effectiveness of our amended and restated certificate of incorporation, as if such conversion, reclassification, and effectiveness had occurred on September 30, 2015; and
- on a pro forma as adjusted basis, giving effect to the actual and pro forma adjustments set forth above and the sale and issuance of 25,650,000 shares of our Class A common stock by us in this offering, based upon the assumed initial public offering price of \$12.00 per share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus, and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us.

If the initial public offering price is equal to the midpoint of the estimated offering price range set forth on the cover page of this prospectus, the 9,700,289 outstanding shares of our Series E convertible preferred stock would convert and be reclassified into 14,999,987 shares of our Class B common stock. These 5,299,698 additional shares represent approximately 1.6% of the total number of shares of our Class A common stock and Class B common stock to be outstanding after this offering. A \$1.00 decrease in the initial public offering price would increase the number of shares of our Class B common stock issuable upon conversion and reclassification of our Series E convertible preferred stock by 1,363,637, and a \$1.00 increase in the initial public offering price would decrease the number of shares of our Class B common stock issuable upon conversion and reclassification of our Series E convertible preferred stock by 1,153,845.

You should read this table in conjunction with "Selected Consolidated Financial and Other Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and our consolidated financial statements and related notes included elsewhere in this prospectus.

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<b>As of September 30, 2015</b>		
<b>Actual</b>	<b>Pro Forma</b>	<b>Pro Forma As Adjusted</b>