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- our prospects and the history and prospects for the industry in which we compete;
- an assessment of our management;
- our prospects for future earnings;
- the general condition of the securities markets at the time of this offering;
- the recent market prices of, and demand for, publicly traded common stock of generally comparable companies; and
- other factors deemed relevant by the underwriters and us.

Neither we, the selling stockholders nor the underwriters can assure investors that an active trading market will develop for our common shares, or that the shares will trade in the public market at or above the initial public offering price.

Other than in the United States, no action has been taken by us or the underwriters that would permit a public offering of the securities offered by this prospectus in any jurisdiction where action for that purpose is required. The securities offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such securities be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

The underwriters have informed us that they do not expect to sell more than 5% of the common stock in the aggregate to accounts over which they exercise discretionary authority.

The LOYAL3 Platform

At our request, the underwriters have reserved up to 5% of the shares of common stock offered by this prospectus to be offered to certain non-management employees and our customers, partners and individual investors through the LOYAL3 platform. Any purchases of shares in this offering through the LOYAL3 platform will be at the initial public offering price, will be fee-free to investors and will be in dollar amounts that may include fractional shares. The LOYAL3 platform is designed to facilitate participation of individual purchasers in initial public offerings in amounts starting at \$100. Individual investors in the United States who are interested in purchasing shares of common stock in this offering through the LOYAL3 platform may go to LOYAL3's website for information about how to become a customer of LOYAL3, which is required to purchase shares of common stock through the LOYAL3 platform. Sales of our common stock by investors using the LOYAL3 platform will be completed through a batch or combined order process typically only once per day. The LOYAL3 platform and information on the LOYAL3 website do not form a part of this prospectus. The LOYAL3 platform is administered by LOYAL3 Securities, Inc., which is a U.S.-registered broker-dealer unaffiliated with the Company. LOYAL3 Securities, Inc. is acting as a co-manager for our offering.

Up to _____ of the shares offered through the LOYAL3 platform will be allocated among approximately 1,600 non-management employees in amounts determined by us. Such employees will not be required to pay for these shares, and we will make payments to such employees in amounts estimated by us to be sufficient to pay the income and payroll taxes arising from the receipt of the shares (valued at the initial public offering price) and the associated taxes on such payments. These shares will not be subject to lock-up agreements with the underwriters and may be resold in the public market immediately after this offering.