

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 8, 2019**

ANGI Homeservices Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38220
(Commission
File Number)

82-1204801
(IRS Employer
Identification No.)

3601 Walnut Street
Denver, Co
(Address of principal executive offices)

80205
(Zip Code)

Registrant's telephone number, including area code: **(303) 963-7200**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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.

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

<u>Title of each class:</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered:</u>
Class A Common Stock, par value \$0.001	ANGI	The Nasdaq Stock Market LLC

Item 2.02 Results of Operations and Financial Condition.
Item 7.01 Regulation FD Disclosure.

On May 8, 2019, the Registrant announced that it had released its results for the quarter ended March 31, 2019. The full text of the related press release, which is posted on the “Investor Relations” section of the Registrant’s website at <http://ir.angihomeservices.com/quarterly-earnings> and appears in Exhibit 99.1 hereto, is incorporated herein by reference.

Exhibit 99.1 is being furnished under both Item 2.02 “Results of Operations and Financial Condition” and Item 7.01 “Regulation FD Disclosure.”

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of ANGI Homeservices Inc., dated May 8, 2019.

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 hereunto duly authorized.

ANGI HOMESERVICES INC.

By: /s/ JAMIE COHEN
Name: Jamie Cohen
Title: Chief Financial Officer

Date: May 8, 2019

ANGI HOMESERVICES

ANGI REPORTS Q1 2019 — Q1 REVENUE EXCEEDED \$300 MILLION

DENVER— May 8, 2019—ANGI Homeservices (NASDAQ: ANGI) released its first quarter results today. A letter to IAC shareholders from IAC's CEO Joey Levin, which includes a discussion of ANGI Homeservices, was posted on the Investor Relations section of IAC's website at www.iac.com/Investors.

ANGI HOMESERVICES SUMMARY RESULTS

(\$ in millions except per share amounts)

	Q1 2019	Q1 2018	Growth
Revenue	\$ 303.4	\$ 255.3	19%
Pro Forma Revenue	303.4	249.7	22%
Operating loss	(3.6)	(10.8)	66%
Net earnings (loss)	10.0	(8.9)	NM
GAAP Diluted EPS	0.02	(0.02)	NM
Adjusted EBITDA	37.2	36.6	1%

See reconciliations of GAAP to non-GAAP measures beginning on page 9.

Q1 2019 HIGHLIGHTS

- Revenue increased 19% and Pro Forma Revenue increased 22% driven by:
 - 33% Marketplace growth
 - 11% growth in Europe, 20% growth excluding foreign exchange effects
 - Pro Forma Revenue excludes Q1 2018 deferred revenue write-offs of \$2.8 million in connection with the Angie's List transaction and revenue of \$8.5 million from Felix, which was sold on December 31, 2018.
- Marketplace service requests increased 15% year-over-year to 5.8 million and totaled 24.3 million over the trailing twelve months.
- Marketplace and Advertising paying service professionals totaled 257,000 at the end of Q1 2019.
 - Marketplace paying service professionals increased 14% to 221,000
 - Marketplace revenue per paying service professional increased 16% year-over-year
- For the three months ended March 31, 2019, net cash provided by operations increased \$15.6 million to \$26.7 million and Free Cash Flow increased \$9.3 million to \$11.5 million.
- For the full year 2019, ANGI Homeservices expects \$105-\$125 million of operating income and \$280-\$300 million of Adjusted EBITDA.

Revenue

(\$ in millions; rounding differences may occur)	As Reported			Pro Forma (a)		
	Q1 2019	Q1 2018	Growth	Q1 2019	Q1 2018	Growth
Marketplace (b)	\$ 219.9	\$ 165.6	33%	\$ 219.9	\$ 165.6	33%
Advertising & Other (c)	62.1	70.4	-12%	62.1	64.8	-4%
Total North America	\$ 282.0	\$ 236.0	19%	\$ 282.0	\$ 230.4	22%
Europe	21.4	19.3	11%	21.4	19.3	11%
Total ANGI Homeservices revenue	\$ 303.4	\$ 255.3	19%	\$ 303.4	\$ 249.7	22%

(a) Pro Forma Revenue excludes deferred revenue write-offs of \$2.8 million in Q1 2018 in connection with the Angie's List transaction and revenue of \$8.5 million from Felix, which was sold on December 31, 2018.

(b) Reflects the HomeAdvisor and Handy domestic marketplace, including consumer connection revenue for consumer matches, membership subscription revenue from service professionals and revenue from completed jobs sourced through the Handy platform. It excludes revenue from Angie's List, mHelpDesk, HomeStars, Fixd Repair and Felix.

(c) Includes Angie's List revenue (revenue from service professionals under contract for advertising and membership subscription fees from consumers) as well as revenue from mHelpDesk, HomeStars, Fixd Repair (acquired on January 25, 2019) and Felix prior to its sale on December 31, 2018.

- Revenue increased 19% to \$303.4 million driven by:
 - 33% Marketplace growth due to:
 - a 15% increase in service requests to 5.8 million
 - a 14% increase in paying service professionals to 221,000
 - a 16% increase in revenue per paying service professional
 - 11% growth in Europe, impacted by \$1.6 million unfavorable foreign exchange effects (20% growth in local currency)
- Pro Forma Revenue increased 22% (excluding Q1 2018 deferred revenue write-offs of \$2.8 million in connection with the Angie's List transaction and revenue of \$8.5 million from Felix, which was sold on December 31, 2018).

Operating income (loss) and Adjusted EBITDA

(\$ in millions; rounding differences may occur)	Q1 2019	Q1 2018	Growth
Operating income (loss)			
North America	\$ 0.7	\$ (5.4)	NM
Europe	(4.4)	(5.4)	19%
Total	\$ (3.6)	\$ (10.8)	66%
Adjusted EBITDA			
North America	\$ 39.7	\$ 39.6	0%
Europe	(2.5)	(3.0)	15%
Total	\$ 37.2	\$ 36.6	1%

- Operating loss decreased \$7.1 million to \$3.6 million due to \$5.6 million lower stock-based compensation expense, \$1.8 million lower amortization of intangibles and 1% higher Adjusted EBITDA.
 - Adjusted EBITDA of \$37.2 million in Q1 2019 increased 1% year-over-year, slower than revenue due to higher selling and marketing expense as a percentage of revenue and investment at Handy and Fixd Repair, partially offset by \$5.3 million Angie's List transaction-related items in Q1 2018 (\$2.8 million in deferred revenue write-offs and \$2.5 million of severance, retention, transaction and integration-related costs)
 - The decrease in stock-based compensation expense of \$5.6 million was due primarily to \$9.5 million lower expense related to the Angie's List transaction, partially offset by \$2.9 million related to new awards issued in connection with the acquisitions of Handy and Fixd Repair
 - The decrease in amortization of intangibles of \$1.8 million was driven by lower expense related to the Angie's List transaction, partially offset by increased expense from the acquisition of Handy

Income Taxes

The Company recorded an income tax benefit of \$14.2 million in Q1 2019 and \$4.0 million in Q1 2018, primarily due to excess tax benefits generated by the exercise and vesting of stock-based awards in both periods.

Operating Metrics

	<u>Q1 2019</u>	<u>Q1 2018</u>	<u>Growth</u>
Marketplace Service Requests (in thousands) (b)(d)	5,797	5,031	15%
Marketplace Paying Service Professionals (in thousands) (b)(e)	221	194	14%
Marketplace Revenue per Paying Service Professional (b)(f)	\$ 997	\$ 855	16%
Advertising Service Professionals (in thousands) (g)	36	41	-13%

(d) Fully completed and submitted domestic customer service requests to HomeAdvisor and completed jobs sourced through the Handy platform.

(e) The number of HomeAdvisor and Handy domestic service professionals that had an active subscription and/or paid for consumer matches or completed a job sourced through the Handy platform in the last month of the period. An active HomeAdvisor subscription is a subscription for which HomeAdvisor was recognizing revenue on the last day of the relevant period.

(f) Marketplace quarterly revenue divided by Marketplace Paying Service Professionals.

(g) Reflects the total number of Angie's List service professionals under contract for advertising at the end of the period.

Free Cash Flow

For the three months ended March 31, 2019, Free Cash Flow increased \$9.3 million to \$11.5 million primarily due to net earnings for the three months ended March 31, 2019 versus a loss in the prior year period, partially offset by higher capital expenditures.

(\$ in millions, rounding differences may occur)	Three Months Ended March 31,	
	2019	2018
Net cash provided by operating activities	\$ 26.7	\$ 11.1
Capital expenditures	(15.2)	(8.9)
Free Cash Flow	\$ 11.5	\$ 2.2

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2019:

- ANGI Homeservices had 506.2 million Class A and Class B common shares outstanding.
- IAC's economic interest in ANGI Homeservices was 83.3% and IAC's voting interest in ANGI Homeservices was 98.0%.
- ANGI Homeservices held \$345.4 million in cash and cash equivalents and had \$257.8 million of debt, including a current portion of \$13.8 million.
- ANGI Homeservices has a \$250 million revolving credit facility, which was undrawn as of March 31, 2019 and currently remains undrawn.

ANGI Homeservices has 15.0 million shares remaining in its stock repurchase authorization. ANGI Homeservices may purchase shares over an indefinite period on the open market and in privately negotiated transactions, depending on those factors management deems relevant at any particular time, including, without limitation, market conditions, share price and future outlook.

CONFERENCE CALL

ANGI Homeservices will audiocast a conference call to answer questions regarding its first quarter results on Thursday, May 9, 2019, at 8:30 a.m. Eastern Time. This call will include the disclosure of certain information, including forward-looking information, which may be material to an investor's understanding of ANGI Homeservices' business. The live audiocast will be open to the public at ir.angihomeservices.com or www.iac.com/Investors.

DILUTIVE SECURITIES

ANGI Homeservices has various dilutive securities. The table below details these securities as well as potential dilution at various stock prices (shares in millions; rounding differences may occur).

	Shares	Avg. Exercise Price	As of 5/3/19	Dilution at:				
				\$ 18.49	\$ 19.00	\$ 20.00	\$ 21.00	\$ 22.00
Share Price			\$ 18.49	\$ 19.00	\$ 20.00	\$ 21.00	\$ 22.00	
Absolute Shares as of 5/3/19	506.5		506.5	506.5	506.5	506.5	506.5	506.5
SARs	25.7	\$ 3.37	8.5	8.6	8.7	8.7	8.8	
Options	1.5	\$ 11.82	0.4	0.5	0.5	0.5	0.6	
RSUs and Other	5.7		1.5	1.5	1.5	1.5	1.5	
IAC denominated equity awards	2.6		0.9	0.9	0.9	0.8	0.8	
Total Dilution			11.4	11.5	11.5	11.6	11.7	
% Dilution			2.2%	2.2%	2.2%	2.2%	2.3%	
Total Diluted Shares Outstanding			518.0	518.0	518.1	518.1	518.2	

The dilutive securities presentation in the above table is calculated using the methods and assumptions described below; these are different from those used for GAAP dilution, which is calculated based on the treasury stock method.

Stock settled stock appreciation rights (“SARS”) — These awards are settled on a net basis; therefore, the dilutive effect is presented as the net number of shares expected to be issued upon exercise, assuming a withholding tax rate of 50%. Withholding taxes paid by the Company on behalf of the employees upon exercise would have been \$197.3 million, assuming a stock price of \$18.49 and a 50% withholding rate. In addition, the estimated income tax benefit from the tax deduction that will be realized by the Company upon the exercise of these awards is assumed to be used to repurchase ANGI Homeservices shares.

Upon exercise, if the Company decided to issue a sufficient number of shares to cover the \$197.3 million employee withholding tax obligation above, 10.7 million additional shares would be issued.

Options — The cash generated from the exercise of all vested and unvested options, consisting of (a) the option exercise price and (b) the estimated income tax benefit from the tax deduction received upon the exercise of options, is assumed to be used to repurchase ANGI Homeservices shares.

Subsidiary denominated equity awards and RSUs — These awards are settled on a net basis; therefore, the dilutive effect is presented as the net number of shares expected to be issued upon vesting or exercise, in each case assuming a withholding tax rate of 50%. Withholding taxes paid by the Company on behalf of the employees upon vesting or exercise would have been \$61.9 million, assuming a stock price of \$18.49 and a 50% withholding rate. In addition, the estimated income tax benefit from the tax deduction received upon the vesting or exercise of these awards is assumed to be used to repurchase ANGI Homeservices shares.

IAC denominated equity awards — IAC denominated equity awards represent options and performance-based restricted stock units denominated in the shares of IAC that have been issued to employees of ANGI Homeservices. Upon the exercise or vesting of IAC equity awards, IAC will settle the awards with shares of IAC, and ANGI Homeservices will issue additional shares of ANGI Homeservices to IAC as reimbursement. The estimated income tax benefit from the tax deduction received upon the exercise or vesting of IAC denominated equity awards is assumed to be used to repurchase ANGI Homeservices shares.

GAAP FINANCIAL STATEMENTS

ANGI HOMESERVICES CONSOLIDATED STATEMENT OF OPERATIONS
 (\$ in thousands except per share data)

	Three Months Ended March 31,	
	2019	2018
Revenue	\$ 303,443	\$ 255,311
Operating costs and expenses:		
Cost of revenue (exclusive of depreciation shown separately below)	10,011	13,595
Selling and marketing expense	175,302	137,932
General and administrative expense	84,429	76,270
Product development expense	15,804	15,780
Depreciation	6,999	6,184
Amortization of intangibles	14,539	16,306
Total operating costs and expenses	<u>307,084</u>	<u>266,067</u>
Operating loss	(3,641)	(10,756)
Interest expense—third party	(2,994)	(2,654)
Interest expense—related party	(16)	(45)
Other income, net	2,287	356
Loss before income taxes	(4,364)	(13,099)
Income tax benefit	14,215	3,985
Net earnings (loss)	9,851	(9,114)
Net loss attributable to noncontrolling interests	118	229
Net earnings (loss) attributable to ANGI Homeservices Inc. shareholders	<u>\$ 9,969</u>	<u>\$ (8,885)</u>
Per share information attributable to ANGI Homeservices Inc. shareholders:		
Basic earnings (loss) per share	\$ 0.02	\$ (0.02)
Diluted earnings (loss) per share	\$ 0.02	\$ (0.02)
Stock-based compensation expense by function:		
Cost of revenue	\$ —	\$ —
Selling and marketing expense	959	661
General and administrative expense	16,107	21,694
Product development expense	2,216	2,551
Total stock-based compensation expense	<u>\$ 19,282</u>	<u>\$ 24,906</u>

ANGI HOMESERVICES CONSOLIDATED BALANCE SHEET
(\$ in thousands)

	March 31, 2019	December 31, 2018
ASSETS		
Cash and cash equivalents	\$ 345,351	\$ 336,984
Marketable securities	—	24,947
Accounts receivable, net of allowance and reserves	52,255	27,263
Other current assets	81,948	84,933
Total current assets	479,554	474,127
Right of use assets	91,650	—
Property and equipment, net of accumulated depreciation and amortization	79,618	70,859
Goodwill	915,932	894,709
Intangible assets, net of accumulated amortization	290,172	304,295
Deferred income taxes	54,870	40,837
Other non-current assets	8,406	23,200
TOTAL ASSETS	\$ 1,920,202	\$ 1,808,027
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES:		
Current portion of long-term debt	\$ 13,750	\$ 13,750
Accounts payable	21,803	20,083
Deferred revenue	62,941	61,417
Accrued expenses and other current liabilities	120,466	105,987
Total current liabilities	218,960	201,237
Long-term debt, net	241,664	244,971
Long-term debt—related party	—	1,015
Deferred income taxes	3,513	3,808
Other long-term liabilities	100,922	16,846
Redeemable noncontrolling interests	23,242	18,163
Commitments and contingencies		
SHAREHOLDERS' EQUITY:		
Class A common stock	85	81
Class B convertible common stock	421	421
Class C common stock	—	—
Additional paid-in capital	1,331,371	1,333,097
Accumulated deficit	(8,828)	(18,797)
Accumulated other comprehensive loss	(191)	(1,861)
Total ANGI Homeservices Inc. shareholders' equity	1,322,858	1,312,941
Noncontrolling interests	9,043	9,046
Total shareholders' equity	1,331,901	1,321,987
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 1,920,202	\$ 1,808,027

Effective January 1, 2019, the Company adopted ASU 2016-02, *Leases (Topic 842)*. The adoption resulted in the recognition of right of use assets and related lease liabilities. At March 31, 2019, the Company has \$91.7 million of right of use assets and \$111.4 million of lease liabilities (\$11.7 million included in Accrued expenses and other current liabilities and \$99.7 million in Other long-term liabilities). There was no impact on the Company's consolidated statement of operations and cash flows.

ANGI HOMESERVICES CONSOLIDATED STATEMENT OF CASH FLOWS
(\$ in thousands)

	Three Months Ended March 31,	
	2019	2018
Cash flows from operating activities:		
Net earnings (loss)	\$ 9,851	\$ (9,114)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Stock-based compensation expense	19,282	24,906
Amortization of intangibles	14,539	16,306
Bad debt expense	14,310	9,434
Depreciation	6,999	6,184
Deferred income taxes	(14,377)	(4,178)
Other adjustments, net	1,352	(63)
Changes in assets and liabilities, net of effects of acquisitions and dispositions:		
Accounts receivable	(39,729)	(17,650)
Other assets	1,159	(13,748)
Accounts payable and other liabilities	11,856	(5,329)
Income taxes payable and receivable	146	162
Deferred revenue	1,314	4,191
Net cash provided by operating activities	26,702	11,101
Cash flows from investing activities:		
Acquisition, net of cash acquired	(20,341)	—
Capital expenditures	(15,177)	(8,886)
Proceeds from maturities of marketable debt securities	25,000	—
Net proceeds from the sale of a business	23,655	—
Proceeds from sale of fixed assets	—	10,410
Other, net	(103)	—
Net cash provided by investing activities	13,034	1,524
Cash flows from financing activities:		
Principal payments on term loan	(3,438)	(3,438)
Principal payments on related party debt	(1,008)	(618)
Proceeds from the exercise of stock options	573	1,752
Withholding taxes paid on behalf of employees on net settled stock-based awards	(16,544)	(2,925)
Distribution to IAC pursuant to the tax sharing agreement	(11,355)	—
Purchase of noncontrolling interests	—	(234)
Other, net	—	39
Net cash used in financing activities	(31,772)	(5,424)
Total cash provided	7,964	7,201
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	401	22
Net increase in cash, cash equivalents, and restricted cash	8,365	7,223
Cash, cash equivalents, and restricted cash at beginning of period	338,821	221,521
Cash, cash equivalents, and restricted cash at end of period	\$ 347,186	\$ 228,744

RECONCILIATIONS OF GAAP TO NON-GAAP MEASURES
(\$ in millions; rounding differences may occur)

Q1 2019 REVENUE TO PRO FORMA REVENUE RECONCILIATION

	Three Months Ended March 31		
	2019	2018	% Growth
Revenue	\$ 303.4	\$ 255.3	19%
Add back: Angie's List deferred revenue write-offs	—	2.8	
Less: Felix revenue (sold on December 31, 2018)	—	(8.5)	
Pro Forma Revenue	303.4	249.7	22%

EUROPE RECONCILIATION OF GAAP REVENUE TO NON-GAAP REVENUE, EXCLUDING FOREIGN EXCHANGE EFFECTS

	Three Months Ended March 31			
	2019	\$ Change	% Change	2018
Europe Revenue, as reported	\$ 21.4	\$ 2.2	11%	\$ 19.3
Foreign exchange effects	1.6			
Europe Revenue excluding foreign exchange effects	\$ 23.1	\$ 3.8	20%	\$ 19.3

ANGI HOMESERVICES RECONCILIATION OF OPERATING INCOME (LOSS) TO ADJUSTED EBITDA

For the three months ended March 31, 2019					
	Operating income (loss)	Stock-based compensation expense	Depreciation	Amortization of intangibles	Adjusted EBITDA
North America	\$ 0.7	\$ 19.1	\$ 6.2	\$ 13.7	\$ 39.7
Europe	(4.4)	0.2	0.8	0.9	(2.5)
Total	\$ (3.6)	\$ 19.3	\$ 7.0	\$ 14.5	\$ 37.2

For the three months ended March 31, 2018					
	Operating loss	Stock-based compensation expense	Depreciation	Amortization of intangibles	Adjusted EBITDA
North America	\$ (5.4)	\$ 24.6	\$ 5.6	\$ 14.8	\$ 39.6
Europe	(5.4)	0.3	0.6	1.5	(3.0)
Total	\$ (10.8)	\$ 24.9	\$ 6.2	\$ 16.3	\$ 36.6

2019 OPERATING INCOME TO ADJUSTED EBITDA GUIDANCE RECONCILIATION

	FY 2019 Guidance
Operating income	\$105-\$125
Amortization of intangibles	60
Depreciation	35
Stock-based compensation expense (a)	80
Adjusted EBITDA	\$280-\$300

(a) Includes ~\$35 million of charges in connection with the Angie’s List transaction.

ANGI HOMESERVICES PRINCIPLES OF FINANCIAL REPORTING

ANGI Homeservices reports Pro Forma Revenue, Revenue excluding Foreign Exchange Effects, Adjusted EBITDA and Free Cash Flow, all of which are supplemental measures to GAAP. Pro Forma Revenue, Adjusted EBITDA and Free Cash Flow are among the primary metrics by which we evaluate the performance of our businesses, on which our internal budgets are based and by which management is compensated. Revenue Excluding Foreign Exchange Effects provides a comparable framework for assessing how our business performed without the effect of exchange rate differences when compared to prior periods. We believe that investors should have access to, and we are obligated to provide, the same set of tools that we use in analyzing our results. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, however, should not be considered a substitute for or superior to GAAP results. ANGI Homeservices endeavors to compensate for the limitations of the non-GAAP measures presented by providing the comparable GAAP measures with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the non-GAAP measures. We encourage investors to examine the reconciling adjustments between the GAAP and non-GAAP measures, which are included in this release. Interim results are not necessarily indicative of the results that may be expected for a full year.

Definitions of Non-GAAP Measures

Pro Forma Revenue is defined as revenue excluding (i) in any prior period, revenue from any businesses sold or disposed of, and for which no revenue is reflected in the current period and (ii) any write-offs of deferred revenue as a result of purchase accounting adjustments. The percentage change in revenue on a Pro Forma Revenue basis is calculated by subtracting Pro Forma Revenue for the applicable period in the year ended December 31, 2018 from the GAAP as reported or forecasted revenue in the applicable period in the year ended December 31, 2019 and dividing the resulting difference by the Pro Forma Revenue in the applicable period in the year ended December 31, 2018. We believe the presentation of Pro Forma Revenue and the percentage change in revenue on a pro forma basis, in addition to revenue on a GAAP basis, helps improve the ability to understand ANGI Homeservices' revenue performance because it presents revenue on a comparable basis by excluding the revenue from any businesses sold or disposed of, and for which no revenue is reflected in the current period and any write-offs of deferred revenue as a result of purchase accounting adjustments.

Revenue Excluding Foreign Exchange Effects is calculated by translating current period revenues using prior period exchange rates. The percentage change in Revenue Excluding Foreign Exchange Effects is calculated by determining the change in current period revenues over prior period revenues where current period revenues are translated using prior period exchange rates. We believe the impact of foreign exchange rates on ANGI Homeservices may be an important factor in understanding period over period comparisons if movement in rates is significant. Since our results are reported in U.S. dollars, international revenues are favorably impacted as the U.S. dollar weakens relative to other foreign currencies, and unfavorably impacted as the U.S. dollar strengthens relative to other foreign currencies. We believe the presentation of revenue excluding foreign exchange in addition to reported revenue helps improve the ability to understand ANGI Homeservices' performance because it excludes the impact of foreign currency volatility that is not indicative of ANGI Homeservices' core operating results.

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) is defined as operating income excluding: (1) stock-based compensation expense; (2) depreciation; and (3) acquisition-related items consisting of amortization of intangible assets and impairments of goodwill and intangible assets, if applicable. We believe this measure is useful for analysts and investors as this measure allows a more meaningful comparison between our performance and that of our competitors. The above items are excluded from our Adjusted EBITDA measure because these items are non-cash in nature. Adjusted EBITDA has certain limitations because it excludes the impact of certain expenses.

Free Cash Flow is defined as net cash provided by operating activities, less capital expenditures. We believe Free Cash Flow is useful to investors because it represents the cash that our operating businesses generate, before taking into account non-operational cash movements. Free Cash Flow has certain limitations in that it does not represent the total increase or decrease in the cash balance for the period, nor does it represent the residual cash flow for discretionary expenditures. For example, it does not take into account mandatory debt service requirements. Therefore, we think it is important to evaluate Free Cash Flow along with our consolidated statement of cash flows.

*ANGI HOMESERVICES PRINCIPLES OF FINANCIAL REPORTING - continued***Non-Cash Expenses That Are Excluded From Our Non-GAAP Measures**

Stock-based compensation expense consists principally of expense associated with the grants, including unvested grants assumed in acquisitions (including the combination of HomeAdvisor and Angie's List), of SARs, RSUs, stock options and performance-based RSUs. These expenses are not paid in cash and we view the economic cost of stock-based awards to be the dilution to our share base; we also include the related shares in our fully diluted shares outstanding for GAAP earnings per share using the treasury stock method. Performance-based RSUs are included only to the extent the applicable performance condition(s) have been met (assuming the end of the reporting period is the end of the contingency period). To the extent stock-based awards are settled on a net basis, the Company remits the required tax-withholding amounts from its current funds.

Please see page 5 for a summary of our dilutive securities as of May 3, 2019 and a description of the calculation methodology.

Depreciation is a non-cash expense relating to our property and equipment and is computed using the straight-line method to allocate the cost of depreciable assets to operations over their estimated useful lives, or, in the case of leasehold improvements, the lease term, if shorter.

Amortization of intangible assets and impairments of goodwill and intangible assets are non-cash expenses related primarily to acquisitions (including the combination of HomeAdvisor and Angie's List). At the time of an acquisition, the identifiable definite-lived intangible assets of the acquired company, such as service professional relationships, technology, memberships, customer lists and user base and trade names, are valued and amortized over their estimated lives. Value is also assigned to acquired indefinite-lived intangible assets, which comprise trade names and trademarks, and goodwill that are not subject to amortization. An impairment is recorded when the carrying value of an intangible asset or goodwill exceeds its fair value. We believe that intangible assets represent costs incurred by the acquired company to build value prior to acquisition and the related amortization and impairment charges of intangible assets or goodwill, if applicable, are not ongoing costs of doing business.

OTHER INFORMATION**Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995**

This press release and our conference call, which will be held at 8:30 a.m. Eastern Time on May 9, 2019, may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as “anticipates,” “estimates,” “expects,” “plans” and “believes,” among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: the Company’s future financial performance, business prospects and strategy, anticipated trends and prospects in the home services industry and other similar matters. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others: our ability to compete, the failure or delay of the home services market to migrate online, adverse economic events or trends (particularly those that adversely impact consumer confidence and spending behavior), our ability to establish and maintain relationships with quality service professionals, our ability to build, maintain and/or enhance our various brands, our ability to market our various products and services in a successful and cost-effective manner, our continued ability to communicate with consumers and service professionals via e-mail (or other sufficient means), our ability develop and monetize version of our products and services for mobile devices, the integrity, efficiency and scalability of our technology systems and infrastructures (and those of third parties), any challenge to the contractor classification or employment status of Handy service professionals, our ability to protect our systems, technology and infrastructure from cyberattacks and to protect personal and confidential user information, the occurrence of data security breaches, fraud and/or additional regulation involving or impacting credit card payments, operational and financial risks relating to acquisitions, our ability to operate (and expand into) international markets successfully, our ability to adequately protect our intellectual property rights and not infringe the intellectual property rights of third parties, changes in key personnel, increased costs and strain on our management as a result of operating as a new public company and various risks related to our relationship with IAC and our outstanding indebtedness. Certain of these and other risks and uncertainties are discussed in ANGI Homeservices’ filings with the Securities and Exchange Commission. Other unknown or unpredictable factors that could also adversely affect ANGI Homeservices’ business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, these forward-looking statements may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of ANGI Homeservices’ management as of the date of this press release. ANGI Homeservices does not undertake to update these forward-looking statements.

About ANGI Homeservices Inc.

ANGI Homeservices Inc. (NASDAQ: ANGI) turns home improvement jobs imagined into jobs well-done. People throughout North America and Europe rely on us to book quality home service pros across 500 different categories, from repairing and remodeling to cleaning and landscaping. Over 250,000 service professionals find work through ANGI Homeservices, and consumers turn to at least one of our brands to find a pro for more than 20 million projects each year. We’ve established category-transforming products through brands such as HomeAdvisor®, Angie’s List®, Handy and Fixd Repair — as well as international brands such as HomeStars, MyHammer, MyBuilder, Instapro, Travaux and Werkspot. Our marketplaces have enabled more than 150 million consumer-to-pro connections, meaningfully redefining how easily and effectively home pros are discovered and hired. The Company is headquartered in Denver, Colorado. Learn more at www.angihomeservices.com.

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