



OneStream Announces Pricing of Secondary Offering of Class A Common Stock

November 14, 2024

BIRMINGHAM, Mich., Nov. 14, 2024 /PRNewswire/ -- OneStream, Inc. ("OneStream") (Nasdaq: OS) announced today the pricing of the previously announced underwritten public offering of 15,000,000 shares of its Class A common stock, at a public offering price of \$31.00 per share, of which 9,006,948 shares will be sold by selling stockholders and 5,993,052 shares will be sold by OneStream as part of a non-dilutive "synthetic secondary" transaction (the "Synthetic Secondary"). In addition, the underwriters have a 30-day option to purchase up to an additional 2,250,000 shares of Class A common stock at the public offering price, less underwriting discounts and commissions. The public offering and the Synthetic Secondary are expected to close on November 18, 2024, subject to customary closing conditions.

OneStream will not receive any proceeds from the sale of shares by the selling stockholders in the public offering. OneStream will use all of the net proceeds to it from the public offering to purchase LLC units of OneStream Software LLC (and purchase and cancel an equal number of shares of Class C common stock) from KKR Dream Holdings LLC in the Synthetic Secondary, at a purchase price per unit equal to the public offering price per share of Class A common stock sold in the public offering, net of underwriting discounts and commissions. Accordingly, OneStream will not retain any proceeds from the public offering and, upon the closing of the public offering and the Synthetic Secondary, the total number of outstanding shares of common stock of OneStream and LLC units of OneStream Software LLC will remain the same.

Morgan Stanley, J.P. Morgan and KKR are acting as lead book-running managers for the offering. Citigroup, BofA Securities and Guggenheim Securities are acting as book-running managers and Mizuho, Raymond James, Scotiabank, Truist Securities, BTIG, Piper Sandler, TD Cowen and Wolfe | Nomura Alliance are acting as additional book-running managers for the offering. Amerivet Securities, Blaylock Van, LLC, Cabrera Capital Markets LLC, Drexel Hamilton and Loop Capital Markets are acting as co-managers for the offering.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission and was declared effective on November 14, 2024. The offering is being made only by means of a prospectus. Copies of the prospectus relating to this offering may be obtained from: Morgan Stanley & Co. LLC, Prospectus Department, 180 Varick Street, New York, New York 10014, or email: prospectus@morganstanley.com; and J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or email: prospectus-eq_fi@jpmchase.com and postsalemanualrequests@broadridge.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About OneStream

OneStream is how today's Finance teams can go beyond just reporting on the past and Take Finance Further by steering the business to the future. It's the leading enterprise finance platform that unifies financial and operational data, embeds AI for better decisions and productivity, and empowers the CFO to become a critical driver of business strategy and execution.

We deliver a comprehensive cloud-based platform to modernize the Office of the CFO. Our Digital Finance Cloud unifies core financial and broader operational data and processes and embeds AI for better planning and forecasting, with an extensible architecture, so customers can adopt and develop new solutions, achieving greater value as their business needs evolve.

With over 1,500 customers, including 15% of the Fortune 500, more than 250 go-to-market, implementation, and development partners and over 1,400 employees, our vision is to be the operating system for modern finance.

Disclaimer

"Wolfe | Nomura Alliance" is the marketing name used by Wolfe Research Securities and Nomura Securities International, Inc. in connection with certain equity capital markets activities conducted jointly by the firms. Both Nomura Securities International, Inc. and WR Securities, LLC are serving as underwriters in the offering described herein. In addition, WR Securities, LLC and certain of its affiliates may provide sales support services, investor feedback, investor education, and/or other independent equity research services in connection with this offering.

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