

**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 15, 2025

KORE Group Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40856
(Commission
File Number)

86-3078783
(I.R.S. Employer
Identification No.)

**3 Ravinia Drive NE, Suite 500
Atlanta, GA 30346
877-710-5673**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Check the appropriate box below if the Form 8-K 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
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	KORE	New York Stock Exchange

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. ☐

Item 2.02. Results of Operations and Financial Condition.

On May 15, 2025, KORE Group Holdings, Inc. (the “Company”) issued a press release announcing its financial results for the first quarter ended March 31, 2025. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated May 15, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

KORE Group Holdings, Inc.

Date: May 15, 2025

By: /s/ Jack W. Kennedy Jr.
Name: Jack W. Kennedy Jr.
Title: Executive Vice President, Chief Legal Officer, and Secretary



KORE Reports First Quarter 2025 Results

Growth in Connections, Operating Cash and Free Cash Flow

ATLANTA – May 15, 2025 – KORE Group Holdings, Inc. (NYSE: KORE) ("KORE" or the "Company"), the global pure-play Internet of Things ("IoT") hyperscaler and provider of IoT Connectivity, Solutions, and Analytics, today reported financial and operational results for the quarter ended March 31, 2025.

Company Highlights

- Total Connections¹ increased to 19.8 million, up 8% from 18.3 million in the same period last year.
- Cash provided by operations increased to \$2.9 million, up 51% from the same period a year ago, positive for the second consecutive quarter.
- Free Cash Flow increased to \$0.6 million, up 121% from the same period a year ago, positive for the second consecutive quarter.
- Operating Expense declined to \$41.6 million, down 15% from \$49.1 million in the same period last year directly related to restructuring efforts announced in August 2024.
- IoT Solutions Margin rose to 33.0%, up 210 basis points from the same period last year.
- IoT Solutions Non-GAAP Margin rose to 39.9%, up 370 basis points from the same period last year.

"We had a solid quarter of operating performance with growth in cash provided by operations and Free Cash Flow, posting a consecutive quarter of positive cash flow. We added several exciting new customers in the quarter and continue to add new IoT connections as we approach 20 million Total Connections - an important milestone for KORE. We saw strong demand for new IoT connections that should convert to more Connectivity revenue as the year progresses," said Ron Totton, President and Chief Executive Officer of KORE.

"We also expanded our indirect channel in the quarter as part of our focus on profitable growth and are encouraged by the opportunities we are seeing and leveraging the KORE brand," added Totton.

The tables below summarize the Company's revenue and specific key operational metrics.

¹ See "Key Operational Metrics" below for definitions.

(\$ in thousands)	Three Months Ended March 31,			
	2025		2024	
IoT Connectivity	\$ 53,917	75 %	\$ 57,884	76 %
IoT Solutions	\$ 18,225	25 %	\$ 18,091	24 %
Total Revenue	\$ 72,142	100 %	\$ 75,975	100 %
Period End Total Connections	19.8 million		18.3 million	
Average Total Connections for the Period	19.7 million		18.1 million	
ARPU*	\$0.91		\$1.05	
DBNER*	99%		94%	

* See "Key Operational Metrics" below for definitions.

2025 Financial Outlook

For the twelve months ending December 31, 2025, the Company continues to expect the following:

- Revenue in the range of \$288 million to \$298 million;
- Adjusted EBITDA in the range of \$62 million to \$67 million; and
- Free Cash Flow in the range of \$10 million to \$14 million.

Conference Call Details

KORE management will hold a conference call today at 5:00 p.m. Eastern time (2:00 p.m. Pacific time) to discuss its financial results, business highlights and outlook. Interim President and CEO Ron Totton and CFO Paul Holtz will host the call, followed by a question-and-answer session.

Webcast: Link
U.S. dial-in: (877) 407-3039
International dial-in: (215) 268-9922
Conference ID: 13753735

The conference call and a supplemental slide presentation to accompany management's prepared remarks will be available via the webcast link and for download via the investor relations section of the Company's website, ir.korewireless.com.

For the conference call, please dial in 5-10 minutes prior to the start time, and an operator will register your name and organization, or you may register here. If you have difficulty with the conference call, please contact KORE investor relations at (770) 280-0324. A replay of the conference call will be available approximately three hours after the conference call ends. It will remain on the investor relations section of the Company's website for 90 days. An audio replay of the conference call may be accessed by calling (877)-660-6853 or (201)-612-7415 using access code 13753735.

About KORE

KORE is a pioneer, leader, and trusted advisor delivering mission-critical IoT solutions and services. We empower organizations of all sizes to improve operational and business results by simplifying the complexity of IoT. Our deep IoT knowledge and experience, global reach, purpose-built solutions, and deployment agility accelerate and materially impact our customers' business outcomes. For more information, visit www.korewireless.com.

Non-GAAP Financial Measures

In addition to our results as determined in accordance with GAAP, we believe the following non-GAAP measures are useful in evaluating our operational performance. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors in assessing our operating performance.

EBITDA and Adjusted EBITDA

"EBITDA" is defined as net income (loss) before other non-operating expenses or income, income tax expense or benefit, and depreciation and amortization. "Adjusted EBITDA" is defined as EBITDA adjusted for unusual and other significant items that management views as distorting the operating results from period to period. Such adjustments may include stock-based compensation, integration and acquisition-related charges, tangible and intangible asset impairment charges, certain contingent liability reversals, transformation, and foreign currency transaction gains and losses. EBITDA and Adjusted EBITDA are intended as supplemental measures of our performance that are neither required by nor presented in accordance with GAAP. We believe that the use of EBITDA and Adjusted EBITDA provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing the Company's financial measures with those of comparable companies, which may present similar non-GAAP financial measures to investors. However, you should be aware that when evaluating EBITDA and Adjusted EBITDA, we may incur future expenses similar to those excluded when calculating these measures. In addition, our presentation of these measures should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Our computation of Adjusted EBITDA may not be comparable to other similarly titled measures computed by other companies because all companies may not calculate Adjusted EBITDA in the same fashion.

Because of these limitations, EBITDA and Adjusted EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using EBITDA and Adjusted EBITDA on a supplemental basis. You should review the reconciliation of net loss to EBITDA and Adjusted EBITDA below and not rely on any single financial measure to evaluate our business.

Free Cash Flow

Free Cash Flow is a non-GAAP measure defined as net cash used in operating activities - continuing operations, reduced by capital expenditures (consisting of purchases of property and equipment), purchases of intangible assets and capitalization of internal use software. We believe Free Cash Flow is an important liquidity measure of the cash that is available for operational expenses, investments in our business, strategic acquisitions, and for certain other activities such as repaying debt obligations and stock repurchases. Free Cash Flow is a key financial indicator used by management. Free Cash Flow is useful to investors as a liquidity measure because it measures our ability to generate or use cash. The use of Free Cash Flow as an analytical tool has limitations because it does not represent

the residual cash flow available for discretionary expenditures. Because of these limitations, Free Cash Flow should be considered along with other operating and financial performance measures presented in accordance with GAAP.

Non-GAAP Margin

Non-GAAP Margin is a non-GAAP measure defined as non-GAAP Gross Profit (“Non-GAAP Profit”) divided by revenue, expressed as a percentage. Non-GAAP Profit is a non-GAAP measure defined as gross profit excluding certain (i) inventory adjustments that may not be indicative of ongoing operations, (ii) depreciation and (iii) amortization.

We have not provided the forward-looking GAAP equivalents for the forward-looking non-GAAP financial measures Adjusted EBITDA and Free Cash Flow or a GAAP reconciliation as a result of the uncertainty regarding, and the potential variability of, reconciling items including but not limited to stock-based compensation expense, foreign currency loss or gain and acquisition and integration-related expenses. Accordingly, a reconciliation of these non-GAAP guidance metrics to their corresponding GAAP equivalents is not available without unreasonable effort. However, it is important to note that material changes to reconciling items could have a significant effect on future GAAP results, and, as such, we also believe that any reconciliations provided would imply a degree of precision that could be confusing or misleading to investors.

Key Operational Metrics

KORE reviews a number of operational metrics to measure our performance, identify trends affecting our business, prepare financial projections, and make strategic decisions. The calculation of the key operational metrics discussed below may differ from other similarly titled metrics used by other companies, securities analysts, or investors.

Number of Customer Connections

Our “Total Number of Connections” or “Total Connections” with respect to any financial period constitutes the total of all our IoT Connectivity services connections for such period, which includes the contribution of eSIMs but excludes certain connections where mobile carriers license our subscription management platform from us. The “Average Connections Count” with respect to any financial period is the simple average of the total connections for such period.

These metrics are the principal measures used by management to assess the growth of the business on a periodic basis, on a SIM and/or device-based perspective. We believe that investors also use these metrics for similar purposes.

Dollar-Based Net Expansion Rate (DBNER)

Dollar-Based Net Expansion Rate (DBNER) tracks the combined effect of cross-sales of IoT Solutions to KORE’s existing customers, its customer retention and the growth of its existing business. KORE calculates DBNER by dividing the revenue for a given period (“given period”) from existing go-forward customers by the revenue from the same customers for the same period measured one year prior (“base period”).

The revenue included in the current period excludes revenue from (i) customers that are “non-go-forward” customers, meaning customers that have either communicated to KORE before the last day of the current period their intention not to provide future business to KORE or customers that KORE

has determined are transitioning away from KORE based on a sustained multi-year time period of declines in revenue and (ii) new customers that started generating revenue after the end of the base period. For the purposes of calculating DBNER, if KORE acquires a company during the given period or the base period, then the revenue of a customer before the acquisition but during either the given period or the base period is included in the calculation. For example, to calculate our DBNER for the trailing 12 months ended March 31, 2025, we divide (i) revenue, for the trailing 12 months ended March 31, 2025, from go-forward customers that started generating revenue on or before March 31, 2024, by (ii) revenue, for the trailing 12 months ended March 31, 2024, from the same cohort of customers.

It is often difficult to ascertain which customers should be deemed not to be go-forward customers for purposes of calculating DBNER. Customers are not required to give notice of their intention to transition off of the KORE platform, and a customer's exit from the KORE platform can take months or longer, and total connections of any particular customer can at any time increase or decrease for any number of reasons, including pricing, customer satisfaction or product fit—accordingly, a decrease in total connections may not indicate that a customer is intending to exit the KORE platform, particularly if that decrease is not sustained over a period of several quarters. DBNER would be lower if it were calculated using revenue from non-go-forward customers.

DBNER is used by management as a measure of growth of KORE's existing customers (i.e., "same store" growth) and as a measure of customer retention, from a revenue perspective. It is not intended to capture the effect of either new customer wins or the declines from non-go-forward customers on KORE's total revenue growth. This is because DBNER excludes new customers who started generating revenue after the base period and also excludes any customers who are non-go-forward customers on the last day of the current period. Revenue increases from new customer wins, and a decline in revenue from non-go-forward customers are also important factors in assessing KORE's revenue growth, but these factors are independent of DBNER.

Estimated Annual Recurring Revenue (eARR)

eARR, or Estimated Annual Recurring Revenue, multiplies the estimated monthly recurring revenue in the twelfth month of the contract by twelve to estimate the annual recurring revenue. We believe that this key performance metric is useful to both management and investors for forecasting purposes and also for understanding the financial health of our subscription-based businesses.

Average Revenue Per User (ARPU)

Average Revenue Per User (ARPU) is used by management as a measure to assess the revenue generated per connection per month. It is calculated by dividing the total IoT Connectivity Revenue during the period by the total number of connections during that same period. We believe that ARPU is an important metric for both management and investors to help in understanding the financial performance and effectiveness of the company's monetization per connection. ARPU is calculated on a three-month (current quarter) basis only, as longer periods are not meaningful.

Cautionary Note on Forward-Looking Statements

This press release includes certain statements that are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "guidance," "project," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," and similar

expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding expected financial and other risks, statements regarding future operational performance and efficiency, statements regarding the expected cost savings, revenue growth and profitability from the Company's restructuring plan, 2025 guidance, estimates and forecasts of revenue, Adjusted EBITDA, Free Cash Flow and other financial and performance metrics, statements regarding growth from the Company's indirect channel partner relationships, projections regarding recent customer engagements, projections of market opportunity and conditions, the impact of SGP.32 eSIM architecture, and the Estimated Annual Recurring Revenue ("eARR") of contracts and potential revenue opportunities in KORE's sales funnel. These statements are based on various assumptions and on the current expectations of KORE's management. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by any investor or other person as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of KORE. These forward-looking statements are subject to a number of risks and uncertainties, including general economic, financial, legal, political and business conditions and changes in domestic and foreign markets; the potential effects of COVID-19; risks related to the rollout of KORE's business and the timing of expected business milestones; risks relating to the integration of KORE's acquired companies, including the acquisition of Twilio's IoT business, changes in the assumptions underlying KORE's expectations regarding its future business; our ability to negotiate and sign a definitive contract with a customer in our sales funnel; our ability to realize some or all of the eARR of customer contracts as revenue, including any contractual options available to customers or contractual periods that are subject to termination for convenience provisions; the effects of competition on KORE's future business; and the outcome of judicial proceedings to which KORE is, or may become a party. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that KORE presently does not know or that KORE currently believes are immaterial that could also cause actual results to differ materially from those contained in the forward-looking statements. In addition, forward-looking statements reflect KORE's expectations, plans or forecasts of future events and views as of the date of this press release. KORE anticipates that subsequent events and developments will cause these assessments to change. However, while KORE may elect to update these forward-looking statements at some point in the future, KORE specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing KORE's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

KORE Investor Contact:

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(770) 280-0324

KORE GROUP HOLDINGS, INC.
RECONCILIATION OF NET LOSS TO ADJUSTED EBITDA
(UNAUDITED)

<i>(in thousands)</i>	Three Months Ended March 31,	
	2025	2024
Net loss	\$ (14,908)	\$ (17,587)
Income tax expense (benefit)	1,109	(420)
Interest expense, net	12,833	12,640
Depreciation and amortization	13,911	13,606
EBITDA	\$ 12,945	\$ 8,239
Change in fair value of warrant liability	(1,804)	(2,321)
Integration-related restructuring costs	4,144	4,573
Stock-based compensation	589	2,708
Foreign currency (gain) loss	(1,482)	1,344
Other ⁽¹⁾	63	214
Adjusted EBITDA	\$ 14,455	\$ 14,757

⁽¹⁾ "Other" adjustments are comprised of adjustments for certain indirect or non-income based taxes.

KORE GROUP HOLDINGS, INC.
RECONCILIATION OF NET CASH PROVIDED BY OPERATING ACTIVITIES TO FREE CASH FLOW
(UNAUDITED)

(in thousands)	Three Months Ended March 31,	
	2025	2024
Net cash provided by operating activities	\$ 2,874	\$ 1,904
Purchases of property and equipment	(126)	(877)
Additions to intangible assets	(2,151)	(3,808)
Free cash flow	\$ 597	\$ (2,781)

KORE GROUP HOLDINGS, INC.
RECONCILIATION OF GROSS MARGIN TO NON-GAAP MARGIN
(UNAUDITED)

(\$ in thousands)	Three Months Ended March 31,			
	2025		2024	
IoT Connectivity				
Revenue	\$	53,917	\$	57,884
Cost of revenue, excluding depreciation and amortization		22,216		22,676
Depreciation and amortization in cost of revenue ⁽¹⁾		11,710		10,808
Gross Profit \$ / Margin %	\$	19,991	37.1 %	\$ 24,400 42.2 %
Exclude: Depreciation and amortization		11,710		10,808
Non-GAAP Profit \$ / Non-GAAP Margin %	\$	31,701	58.8 %	\$ 35,208 60.8 %
IoT Solutions				
Revenue	\$	18,225	\$	18,091
Cost of revenue, excluding depreciation and amortization		10,806		11,537
Depreciation and amortization in cost of revenue ⁽¹⁾		1,403		972
Gross Profit \$ / Margin %	\$	6,016	33.0 %	\$ 5,582 30.9 %
Exclude: Inventory adjustments		(141)		—
Exclude: Depreciation and amortization		1,403		972
Non-GAAP Profit \$ / Non-GAAP Margin %	\$	7,278	39.9 %	\$ 6,554 36.2 %
Overall Gross Profit \$ / Margin %	\$	26,007	36.0 %	\$ 29,982 39.5 %
Non-GAAP Profit \$ / Non-GAAP Margin %	\$	38,979	54.0 %	\$ 41,762 55.0 %

⁽¹⁾ Depreciation and amortization as included in cost of revenue for GAAP. Separately shown for recalculation purposes.