UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2022

- OR -

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number:
001-37470

TransUnion

(Exact name of registrant as specified in its charter)

Delaware	**61-1678417**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
555 West Adams, Chicago, Illinois	**60661**
(Address of principal executive offices)	**(Zip code)**

312-985-2000
(Registrants' telephone number, including area code)

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, $0.01 par value	TRU	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

☒ Large Accelerated Filer	☐ Accelerated Filer
☐ Non-Accelerated Filer	☐ Smaller Reporting Company
	☐ 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes	☒ No

As of September 30, 2022, there were 192.7 million shares of TransUnion common stock outstanding.

TRANSUNION
QUARTERLY REPORT ON FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2022
TABLE OF CONTENTS

	Page
PART I. FINANCIAL INFORMATION	4
ITEM 1. UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS	4
Consolidated Balance Sheets	4
Consolidated Statements of Income	5
Consolidated Statements of Comprehensive Income (Loss)	6
Consolidated Statements of Cash Flows	7
Consolidated Statements of Stockholders' Equity	8
Notes to Unaudited Consolidated Financial Statements	10
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	33
ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	50
ITEM 4. CONTROLS AND PROCEDURES	50
PART II. OTHER INFORMATION	52
ITEM 1. LEGAL PROCEEDINGS	52
ITEM 1A. RISK FACTORS	52
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	54
ITEM 6. EXHIBITS	54
SIGNATURES	55

PART I. FINANCIAL INFORMATION

ITEM 1. UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

TRANSUNION AND SUBSIDIARIES
Consolidated Balance Sheets (Unaudited)
(in millions, except per share data)

	September 30, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 596.1	$ 1,842.4
Trade accounts receivable, net of allowance of $10.9 and $10.7	634.8	558.0
Other current assets	286.5	231.6
Current assets of discontinued operations	21.4	—
Total current assets	1,538.8	2,632.0
Property, plant and equipment, net of accumulated depreciation and amortization of $684.7 and $625.4	212.0	247.7
Goodwill	5,513.4	5,525.7
Other intangibles, net of accumulated amortization of $2,144.4 and $1,908.9	3,701.6	3,770.6
Other assets	713.3	459.0
Other assets of discontinued operations	125.0	—
Total assets	$ 11,804.1	$ 12,635.0
Liabilities and stockholders' equity		
Current liabilities:		
Trade accounts payable	$ 257.3	$ 270.2
Short-term debt and current portion of long-term debt	114.6	114.6
Other current liabilities	506.9	972.2
Current liabilities of discontinued operations	11.1	—
Total current liabilities	889.9	1,357.0
Long-term debt	5,778.9	6,251.3
Deferred taxes	801.9	787.6
Other liabilities	179.6	232.9
Other liabilities of discontinued operations	0.1	—
Total liabilities	7,650.4	8,628.8
Stockholders' equity:		
Common stock, $0.01 par value; 1.0 billion shares authorized at September 30, 2022 and December 31, 2021, 198.6 million and 197.4 million shares issued at September 30, 2022 and December 31, 2021, respectively, and 192.7 million shares and 191.8 million shares outstanding as of September 30, 2022 and December 31, 2021, respectively	2.0	2.0
Additional paid-in capital	2,270.0	2,188.9
Treasury stock at cost; 5.9 million and 5.6 million shares at September 30, 2022 and December 31, 2021, respectively	(282.0)	(252.0)
Retained earnings	2,420.9	2,254.6
Accumulated other comprehensive loss	(357.4)	(285.4)
Total TransUnion stockholders' equity	4,053.5	3,908.1
Noncontrolling interests	100.2	98.1
Total stockholders' equity	4,153.7	4,006.2
Total liabilities and stockholders' equity	$ 11,804.1	$ 12,635.0

See accompanying notes to unaudited consolidated financial statements.

TRANSUNION AND SUBSIDIARIES
Consolidated Statements of Income (Unaudited)
(in millions, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue	$ 938.2	$ 743.4	$ 2,807.8	$ 2,170.4
Operating expenses				
Cost of services (exclusive of depreciation and amortization below)	305.6	243.1	911.7	704.6
Selling, general and administrative	333.6	239.6	1,020.1	658.5
Depreciation and amortization	129.6	90.9	389.0	273.6
Total operating expenses	768.7	573.7	2,320.8	1,636.7
Operating income	169.5	169.7	487.0	533.7
Non-operating income and (expense)				
Interest expense	(61.3)	(25.7)	(163.4)	(77.1)
Interest income	1.1	0.8	3.1	2.4
Earnings from equity method investments	3.5	2.9	9.7	8.6
Other income and (expense), net	(2.0)	(18.7)	(20.2)	(16.9)
Total non-operating income and (expense)	(58.7)	(40.7)	(170.9)	(83.0)
Income from continuing operations before income taxes	110.8	128.9	316.1	450.7
Provision for income taxes	(30.6)	(32.3)	(84.1)	(114.6)
Income from continuing operations	80.3	96.7	232.0	336.1
Discontinued operations, net of tax	2.4	21.5	2.3	45.6
Net income	82.7	118.2	234.3	381.7
Less: net income attributable to the noncontrolling interests	(3.5)	(4.0)	(11.3)	(12.0)
Net income attributable to TransUnion	$ 79.2	$ 114.2	$ 223.0	$ 369.7
Income from continuing operations	$ 80.3	$ 96.7	$ 232.0	$ 336.1
Less: income from continuing operations attributable to noncontrolling interests	(3.5)	(4.0)	(11.3)	(12.0)
Income from continuing operations attributable to TransUnion	76.8	92.7	220.7	324.1
Discontinued operations, net of tax	2.4	21.5	2.3	45.6
Net income attributable to TransUnion	$ 79.2	$ 114.2	$ 223.0	$ 369.7
Basic earnings per common share from:				
Income from continuing operations attributable to TransUnion	$ 0.40	$ 0.48	$ 1.15	$ 1.69
Discontinued operations, net of tax	0.01	0.11	0.01	0.24
Net Income attributable to TransUnion	$ 0.41	$ 0.60	$ 1.16	$ 1.93
Diluted earnings per common share from:				
Income from continuing operations attributable to TransUnion	$ 0.40	$ 0.48	$ 1.14	$ 1.68
Discontinued operations, net of tax	0.01	0.11	0.01	0.24
Net Income attributable to TransUnion	$ 0.41	$ 0.59	$ 1.15	$ 1.92
Weighted-average shares outstanding:				
Basic	192.6	191.6	192.4	191.3
Diluted	193.2	193.1	193.1	192.9

See accompanying notes to unaudited consolidated financial statements.

TRANSUNION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Loss) (Unaudited)
(in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net income	$ 82.7	$ 118.2	$ 234.3	$ 381.7
Other comprehensive income (loss):				
Foreign currency translation:				
Foreign currency translation adjustment	(138.0)	(54.0)	(280.3)	(49.7)
Benefit (Provision) for income taxes	0.2	0.1	(0.3)	0.1
Foreign currency translation, net	(137.8)	(53.9)	(280.6)	(49.6)
Hedge instruments:				
Net change on interest rate swap	83.6	9.3	274.5	42.5
Expense for income taxes	(20.7)	(2.3)	(68.4)	(10.6)
Hedge instruments, net	62.9	7.0	206.1	31.9
Available-for-sale securities:				
Net unrealized (loss) gain	(0.3)	(0.1)	(0.2)	—
Provision for income taxes	—	—	0.1	—
Available-for-sale securities, net	(0.3)	(0.1)	(0.1)	—
Total other comprehensive income (loss), net of tax	(75.2)	(47.0)	(74.6)	(17.7)
Comprehensive income (loss)	7.5	71.2	159.7	364.0
Less: comprehensive income attributable to noncontrolling interests	(2.3)	(3.4)	(8.5)	(10.5)
Comprehensive income (loss) attributable to TransUnion	$ 5.2	$ 67.8	$ 151.2	$ 353.5

See accompanying notes to unaudited consolidated financial statements.

TRANSUNION AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Unaudited)
(in millions)

	Nine Months Ended September 30,	
	2022	2021
Cash flows from operating activities:		
Net income	$ 234.3	$ 381.7
Less: Discontinued operations, net of tax	(2.3)	(45.6)
Income from continuing operations	232.0	336.1
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	389.0	273.6
Loss on repayment of loans	6.5	0.5
Deferred taxes	(60.7)	10.0
Stock-based compensation	62.0	49.0
Provision for losses on trade accounts receivable	4.3	(1.4)
Other	10.6	0.9
Changes in assets and liabilities:		
Trade accounts receivable	(72.7)	(61.7)
Other current and long-term assets	(31.0)	(39.5)
Trade accounts payable	(20.4)	32.4
Other current and long-term liabilities	(448.8)	3.3
Cash provided by operating activities of continuing operations	70.8	603.2
Cash provided by operating activities of discontinued operations	4.6	57.0
Cash provided by operating activities	75.4	660.2
Cash flows from investing activities:		
Capital expenditures	(192.5)	(148.7)
Proceeds from sale/maturities of other investments	85.3	27.8
Purchases of other investments	(103.9)	(53.7)
Investments in consolidated affiliates, net of cash acquired	(510.4)	—
Investments in nonconsolidated affiliates and purchase of convertible notes	(14.8)	(41.6)
Other	1.6	(0.5)
Cash used in investing activities of continuing operations	(734.7)	(216.7)
Cash (used in) provided by investing activities of discontinued operations	(1.9)	8.7
Cash used in investing activities	(736.6)	(208.0)
Cash flows from financing activities:		
Repayments of debt	(486.0)	(127.5)
Proceeds from issuance of common stock and exercise of stock options	18.7	21.2
Dividends to shareholders	(57.5)	(51.5)
Employee taxes paid on restricted stock units recorded as treasury stock	(30.0)	(34.8)
Payment of contingent consideration	(2.8)	(32.4)
Distributions to noncontrolling interests	(6.3)	(6.5)
Cash used in financing activities of continuing operations	(563.9)	(231.5)
Cash used in financing activities of discontinued operations	—	—
Cash used in financing activities	(563.9)	(231.5)
Effect of exchange rate changes on cash and cash equivalents	(21.2)	(4.8)
Net change in cash and cash equivalents	(1,246.3)	215.9
Cash and cash equivalents, beginning of period	1,842.4	492.7
Cash and cash equivalents, end of period	$ 596.1	$ 708.6

See accompanying notes to unaudited consolidated financial statements.

TRANSUNION AND SUBSIDIARIES
Consolidated Statements of Stockholders' Equity (Unaudited)
(in millions)

	Common Stock		Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
	Shares	Amount						
Balance, December 31, 2020	$ 190.5	$ 2.0	$ 2,088.1	$ (215.2)	$ 937.4	$ (272.1)	$ 95.9	$ 2,636.1
Net income	—	—	—	—	127.9	—	2.7	130.6
Other comprehensive income (loss)	—	—	—	—	—	11.7	(1.0)	10.7
Stock-based compensation	—	—	17.0	—	—	—	—	17.0
Employee share purchase plan	0.1	—	10.7	—	—	—	—	10.7
Exercise of stock options	0.1	—	1.0	—	—	—	—	1.0
Vesting of restricted stock units	0.9	—	—	—	—	—	—	—
Treasury stock purchased	(0.3)	—	—	(28.5)	—	—	—	(28.5)
Dividends to shareholders	—	—	—	—	(14.5)	—	—	(14.5)
Balance, March 31, 2021	$ 191.3	$ 2.0	$ 2,116.8	$ (243.8)	$ 1,050.8	$ (260.3)	$ 97.6	$ 2,763.1
Net income	—	—	—	—	127.6	—	5.2	132.9
Other comprehensive income	—	—	—	—	—	18.5	0.1	18.6
Distributions to noncontrolling interests	—	—	—	—	—	—	(0.6)	(0.6)
Stock-based compensation	—	—	15.9	—	—	—	—	15.9
Exercise of stock options	0.2	—	1.0	—	—	—	—	1.0
Vesting of restricted stock units	0.1	—	—	—	—	—	—	—
Treasury stock purchased	(0.1)	—	—	(5.4)	—	—	—	(5.4)
Dividends to shareholders	—	—	—	—	(18.4)	—	—	(18.4)
Other	—	—	—	—	—	—	0.5	0.5
Balance, June 30, 2021	$ 191.5	$ 2.0	$ 2,133.7	$ (249.2)	$ 1,160.1	$ (241.9)	$ 102.9	$ 2,907.6
Net income	—	—	—	—	114.2	—	4.0	118.2
Other comprehensive income	—	—	—	—	—	(46.4)	(0.6)	(47.0)
Distributions to noncontrolling interests	—	—	—	—	—	—	(5.9)	(5.9)
Stock-based compensation	—	—	16.1	—	—	—	—	16.1
Employee share purchase plan	0.1	—	11.4	—	—	—	—	11.4
Vesting of restricted stock units	—	—		—	—	—	—	—
Exercise of stock options	—	—	0.2	—	—	—	—	0.2
Treasury stock purchased	—	—	—	(0.9)	—	—	—	(0.9)
Dividends to shareholders	—	—	—	—	(18.6)	—	—	(18.6)
Balance, September 30, 2021	$ 191.6	$ 2.0	$ 2,161.5	$ (250.1)	$ 1,255.7	$ (288.3)	$ 100.4	$ 2,981.2

	Common Stock		Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
	Shares	Amount						
Balance, December 31, 2021	191.8	$ 2.0	$ 2,188.9	$ (252.0)	$ 2,254.6	$ (285.4)	$ 98.1	$ 4,006.2
Net income	—	—	—	—	48.3	—	3.7	52.0
Other comprehensive income	—	—	—	—	—	100.7	(0.1)	100.6
Stock-based compensation	—	—	20.1	—	—	—	—	20.1
Employee share purchase plan	0.1	—	10.0	—	—	—	—	10.0
Exercise of stock options	—	—	0.2	—	—	—	—	0.2
Vesting of restricted stock units	0.8	—	—	—	—	—	—	—
Treasury stock purchased	(0.3)	—	—	(28.7)	—	—	—	(28.7)
Dividends to shareholders	—	—	—	—	(18.4)	—	—	(18.4)
Balance, March 31, 2022	192.4	$ 2.0	$ 2,219.2	$ (280.8)	$ 2,284.5	$ (184.7)	$ 101.7	$ 4,141.9
Net income	—	—	—	—	95.6	—	4.1	99.6
Other comprehensive income	—	—	—	—	—	(98.8)	(1.5)	(100.3)
Distributions to noncontrolling interests	—	—	—	—	—	—	(4.1)	(4.1)
Stock-based compensation	—	—	20.5	—	—	—	—	20.5
Exercise of stock options	0.1	—	0.2	—	—	—	—	0.2
Vesting of restricted stock units	—	—	—	—	—	—	—	—
Treasury stock purchased	—	—	—	(0.4)	—	—	—	(0.4)
Dividends to shareholders	—	—	—	—	(18.6)	—	—	(18.6)
Balance, June 30, 2022	192.5	$ 2.0	$ 2,239.9	$ (281.2)	$ 2,361.5	$ (283.5)	$ 100.2	$ 4,138.9
Net income (loss)	—	—	—	—	79.2	—	3.5	82.7
Other comprehensive income	—	—	—	—	—	(73.9)	(1.3)	(75.2)
Distributions to noncontrolling interests	—	—	—	—	—	—	(2.2)	(2.2)
Stock-based compensation	—	—	18.7	—	—	—	—	18.7
Employee share purchase plan	0.1	—	11.0	—	—	—	—	11.0
Exercise of stock options	0.1	—	0.4	—	—	—	—	0.4
Vesting of restricted stock units	—	—	—	—	—	—	—	—
Treasury stock purchased	—	—	—	(0.8)	—	—	—	(0.8)
Dividends to shareholders	—	—	—	—	(19.8)	—	—	(19.8)
Balance, September 30, 2022	192.7	$ 2.0	$ 2,270.0	$ (282.0)	$ 2,420.9	$ (357.4)	$ 100.2	$ 4,153.7

See accompanying notes to unaudited consolidated financial statements.

TRANSUNION AND SUBSIDIARIES
Notes to Unaudited Consolidated Financial Statements

1. Significant Accounting and Reporting Policies

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements of TransUnion have been prepared in accordance with instructions to Form 10-Q and Rule 10-01 of Regulation S-X and do not include all the information required by accounting principles generally accepted in the United States of America ("U.S. GAAP") for complete financial statements. In the opinion of management, all adjustments, including normal recurring adjustments, considered necessary for a fair statement have been included. All significant intercompany transactions and balances have been eliminated. As a result of displaying amounts in millions, rounding differences may exist in the financial statements and footnote tables. The operating results of TransUnion for the periods presented are not necessarily indicative of the results that may be expected for the full year ending December 31, 2022. The Company's year-end Consolidated Balance Sheet data was derived from audited financial statements. Therefore, these unaudited consolidated financial statements should be read in conjunction with our audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Securities and Exchange Commission ("SEC") on February 22, 2022.

Unless the context indicates otherwise, any reference in this report to the "Company," "we," "our," "us," and "its" refers to TransUnion and its consolidated subsidiaries, collectively.

For the periods presented, TransUnion does not have any material assets, liabilities, revenues, expenses or operations of any kind other than its ownership investment in TransUnion Intermediate Holdings, Inc.

Principles of Consolidation

The consolidated financial statements of TransUnion include the accounts of TransUnion and all of its controlled subsidiaries. Investments in nonmarketable unconsolidated entities in which the Company is able to exercise significant influence are accounted for using the equity method. Investments in nonmarketable unconsolidated entities in which the Company is not able to exercise significant influence, our "Cost Method Investments," are accounted for at our initial cost, minus any impairment, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.

Use of Estimates

The preparation of consolidated financial statements and related disclosures in accordance with GAAP requires management to make estimates and judgments that affect the amounts reported. We believe that the estimates used in preparation of the accompanying consolidated financial statements are reasonable, based upon information available to management at this time. These estimates and judgments affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the balance sheet date, as well as the amounts of revenue and expense during the reporting period. Estimates are inherently uncertain and actual results could differ materially from the estimated amounts.

Trade Accounts Receivable

We base our allowance for doubtful accounts estimate on our historical loss experience, our current expectations of future losses, current economic conditions, an analysis of the aging of outstanding receivables and customer payment patterns, and specific reserves for customers in adverse financial condition or for existing contractual disputes.

The following is a rollforward of the allowance for doubtful accounts for the periods presented:

	Nine Months Ended September 30,	
	2022	2021
Beginning Balance	$ 10.7	$ 17.1
Provision for losses on trade accounts receivable	4.3	(1.4)
Write-offs, net of recovered accounts	(4.1)	(3.2)
Ending balance	$ 10.9	$ 12.5

Long-Lived Assets and Goodwill

We review long-lived asset groups that are subject to amortization for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. We test goodwill for impairment on an annual basis, in the fourth quarter, or more frequently if events or circumstances indicate that the carrying value of one or more of our reporting units exceeds its fair value. We continually monitor events and changes in circumstances such as changes in market conditions and other relevant factors that could indicate that the fair value of our reporting units may more likely than not have fallen below its respective carrying value. The ongoing uncertainty and the unpredictable nature of the macroeconomic environment could impact our estimates and assumptions utilized in our impairment tests, which may result in future impairments that could be material and negatively impact our results of operations.

The decrease in other intangibles, net of accumulated amortization, as of September 30, 2022, compared with December 31, 2021, is due primarily to $309.1 million of amortization expense and a decrease of $106.6 million related to our foreign entities long-lived assets resulting from changes to foreign exchange rates between periods. This decrease is partially offset by the addition of the preliminary fair value estimate of intangible assets from our recent acquisition as discussed in Note 2, “Acquisitions,” and $153.5 million of expenditures for the development of internal use software.

The decrease in goodwill as of September 30, 2022, compared with December 31, 2021, is due primarily to a decrease of $164.8 million related to our foreign entities goodwill resulting from changes to foreign exchange rates between periods. The decrease is partially offset by the net addition of the preliminary estimate of goodwill from our recent acquisition and measurement period adjustments for our 2021 acquisitions as discussed in Note 2, “Acquisitions”.

The offset to the translation adjustments are included in accumulated other comprehensive loss on our balance sheet.

Recently Adopted Accounting Pronouncements

There are no recent accounting pronouncements that have been adopted by TransUnion.

Recent Accounting Pronouncements Not Yet Adopted

There are no recent accounting pronouncements that have an impact on TransUnion.

2. Business Acquisitions

The following transactions were accounted for as business combinations under the acquisition method of accounting. The acquisition method requires, among other things, that assets acquired and liabilities assumed in a business combination generally be recognized at their fair values as of the acquisition date. The determination of fair value requires management to make significant estimates and assumptions. The excess of the purchase price over the fair value of the acquired net assets has been recorded as goodwill. The results of operations of these acquisitions are included in our consolidated financial statements from the respective dates of acquisition.

2022 Acquisitions

Verisk Financial Services

On April 8, 2022, we completed our acquisition of Verisk Financial Services ("VF"), the financial services business unit of Verisk Analytics, Inc. ("Verisk"), pursuant to a Stock Purchase Agreement dated as of February 21, 2022 (the "Purchase Agreement"), by and between Trans Union LLC and Verisk. We acquired 100% of the outstanding equity interest of the entities that comprise VF for $504.5 million in cash, including a reduction of $3.6 million recorded in the third quarter for certain customary purchase price adjustments as set forth in the Purchase Agreement. We are retaining the leading core businesses of Argus Information and Advisory Services, Inc. and Commerce Signals, Inc. (collectively, "Argus"), and intend to divest the remaining non-core businesses.

Argus is relied upon by leading financial institutions, payments providers, and retailers worldwide for competitive studies, predictive analytics, models, and advisory services to provide a clear perspective on where their business stands today and to best position them for success in the future. We leverage the data provider consortium and proprietary and differentiated benchmarking datasets of these entities to provide more enhanced and holistic solution capabilities to our customers to make better and faster decisions that will help them increase financial inclusion, acquire new accounts, and improve fraud prevention, risk management, and other solutions.

We engaged in business activities with VF prior to the acquisition that were not material. The results of operations of Argus subsequent to the acquisition date are included in the U.S. Markets segment. The pro forma effects of this acquisition are not significant to the Company's reported financial results for any period presented. Accordingly, no pro forma financial statements have been presented herein. We have classified the net assets acquired of the non-core businesses as held-for-sale as of the date of acquisition and the results of operations of those businesses are presented as discontinued operations from the date of acquisition.

Acquisition Costs

We recognized transaction costs related to the acquisition of $11.3 million for nine months ended September 30, 2022, which we have recorded within other income and expense.

Purchase Price Allocation

The purchase price for this acquisition is preliminary, pending final customary purchase price adjustments. The valuation of the assets acquired and liabilities assumed has not yet been finalized as of September 30, 2022. The purchase price allocation is preliminary and subject to change, including the allocation of value to the net assets held for sale, the valuation of intangible assets, income taxes and goodwill, among other items, and will be finalized as the information necessary to complete the analyses is obtained. We expect to complete this analysis within one year from the acquisition date.

The fair values assigned to assets acquired and liabilities assumed as of September 30, 2022, are based on management's best estimates and assumptions as of the reporting date and are considered preliminary pending finalization of the valuation analysis. The acquired assets and assumed liabilities, including the preliminary allocation of goodwill and intangible assets, are included in the U.S. Markets reporting unit.

The table below summarizes the preliminary allocation of fair value of assets acquired and liabilities assumed as of April 8, 2022, the date of acquisition, inclusive of measurement period adjustments:

(in millions)	April 8, 2022 VF
Purchase price[1]:	$ 504.5
Assets acquired:	
Cash and cash equivalents	$ 4.1
Trade accounts receivable	25.5
Other current assets	3.3
Current assets of discontinued operations	16.5
Right of use lease assets	6.6
Property, plant and equipment	2.1
Goodwill[1]	165.7
Other intangibles	195.0
Other assets	29.5
Other assets of discontinued operations	126.8
Total assets acquired	$ 575.1
Liabilities assumed:	
Trade accounts payable	$ 4.0
Other current liabilities	7.6
Current liabilities of discontinued operations	7.8
Deferred revenue	4.6
Lease liabilities	6.5
Deferred taxes	39.5
Other liabilities	0.1
Other liabilities of discontinued operations	0.6
Total liabilities assumed	$ 70.7
Net assets acquired	$ 504.5

(1) During the three months ended September 30, 2022, we reduced the purchase price for VF by $3.6 million to reflect our current estimate of purchase price adjustments. Additionally, we recorded other measurement period adjustments impacting intangibles, goodwill, and deferred taxes. The impact of these adjustments resulted in a decrease to intangibles of $25.0 million, an increase to goodwill of $16.5 million, a decrease in deferred taxes of $5.2 million and other insignificant changes.

(2) We estimate that $46.8 million of the goodwill, which originated from previous acquisitions of VF, is tax deductible.

2021 Acquisitions

Neustar

On December 1, 2021, we completed the acquisition of Neustar, Inc. (“Neustar”). We acquired 100% of the equity interests of Neustar for $3,100.1 million in cash, including final purchase price adjustments as set forth in the purchase agreement. The acquisition was funded primarily with the proceeds from the issuance of our Incremental Term B-6 Loan, which closed concurrently with the closing of the transaction. See Note 10, “Debt,” for additional information about our Incremental Term B-6 Loan. There was no contingent consideration resulting from this transaction.

Neustar, a premier identity resolution company with leading solutions in Marketing, Risk and Communications, enables customers to build connected consumer experiences by combining decision analytics with real-time identity resolution services driven by its OneID platform. The acquisition of Neustar provides immediate scale to our identity resolution services through Neustar’s large, well-established customer base, accelerates the future growth of our identity-based solutions and expands our powerful digital identity capabilities through the addition of distinctive data and analytics, enabling consumers and businesses to transact online with greater confidence.

We engaged in business activities with Neustar prior to the acquisition that were not material. The results of operations of Neustar subsequent to the acquisition date are included in the U.S. Markets segment, and together with the acquired assets and assumed liabilities, including the allocation of goodwill and intangible assets, are included in the U.S. Markets reporting unit.

Sontiq

On December 1, 2021, we completed the acquisition of Sontiq, Inc. ("Sontiq"). We acquired 100% of the equity interests of Sontiq for $642.6 million in cash, including final purchase price adjustments as set forth in the purchase agreement. The acquisition was funded primarily with the proceeds from the issuance of our Second Lien Term Loan, which closed concurrently with the closing of the transaction. The Second Lien Term Loan was repaid in full prior to December 31, 2021.

Sontiq provides solutions including identity monitoring, restoration, and response products and services to help empower consumers and businesses to proactively protect against identity theft and cyber threats. The acquisition of Sontiq provides access to an attractive new base of customers and consumers through a highly recurring subscription-based revenue model and also complements and expands our Consumer Interactive solutions portfolio by providing valuable identity protection services for consumers. Sontiq's identity security monitoring products incorporate our credit data, are highly complementary to our capabilities and are expected to significantly increase our opportunities for growth.

The results of operations of Sontiq subsequent to the acquisition date are included within the Consumer Interactive segment, and together with the acquired assets and assumed liabilities, including the allocation of goodwill and intangible assets, are included in the Consumer Interactive reporting unit.

Purchase Price Allocations

The purchase price for each acquisition has now been finalized. The valuations of the assets acquired and liabilities assumed for the Neustar and Sontiq acquisitions as of September 30, 2022 is based on management's best estimates and assumptions as of the reporting date and are considered preliminary pending finalization of the valuation analysis. The table below summarizes the preliminary allocation of fair value of assets acquired and liabilities assumed, inclusive of measurement period adjustments:

	December 1, 2021		
(in millions)	Neustar	Sontiq	Total
Purchase price[1]:	$ 3,100.1	$ 642.6	$ 3,742.7
Assets acquired:			
Cash and cash equivalents	$ 122.7	$ 17.8	$ 140.4
Trade accounts receivable	118.7	10.0	128.7
Other current assets	24.6	1.5	26.1
Right of use lease assets	83.2	2.4	85.6
Property, plant and equipment	42.1	5.2	47.3
Goodwill[1,2]	1,888.5	444.5	2,332.9
Other intangibles	1,510.0	237.2	1,747.2
Other assets	5.4	0.2	5.6
Total assets acquired	$ 3,795.2	$ 718.7	$ 4,513.9
Liabilities assumed:			
Accounts payable	$ 29.1	$ 7.3	$ 36.4
Other current liabilities	157.1	4.8	161.9
Deferred revenue	49.3	19.1	68.5
Operating lease liabilities	87.8	2.4	90.1
Deferred taxes	358.4	42.4	400.8
Other liabilities	13.4	0.1	13.5
Total liabilities assumed	$ 695.1	$ 76.1	$ 771.2
Net assets acquired	$ 3,100.1	$ 642.6	$ 3,742.7

(1) During the nine months ended September 30, 2022, we reduced the purchase price for Neustar by $6.5 million to reflect the final purchase price adjustments. The impact of these adjustments resulted in a decrease to goodwill of $11.8 million, a

decrease in deferred tax liabilities of $6.7 million and other insignificant changes. Purchase price adjustments for Sontiq were insignificant for the nine months ended September 30, 2022.

(2) For tax purposes, we estimate that $326.6 million of the goodwill, which originated from previous acquisitions of Neustar and Sontiq, is tax deductible.

Identifiable Intangible Assets and Goodwill

Identifiable Intangible Assets

The following table sets forth the components of identifiable intangible assets acquired, inclusive of measurement period adjustments, and the weighted average amortization period as of the acquisition date:

	April 8, 2022		December 1, 2021			
	Argus[1]		Neustar[1]		Sontiq[1]	
(dollars in millions)	Preliminary Fair Value	Weighted-Average Amortization Period	Fair Value	Weighted-Average Amortization Period	Fair Value	Weighted-Average Amortization Period
Customer related assets	$ 171.0	18 years	$ 1,180.0	18 years	$ 183.3	17 years
Technology and software	22.0	7 years	320.0	10 years	49.7	10 years
Trade names and trademarks	2.0	1 year	10.0	1 year	1.5	1 year
Non-compete agreements	—	—	—	—	2.7	2 years
Total identifiable intangible assets	$ 195.0	16 years	$ 1,510.0	16 years	$ 237.2	15 years

(1) As discussed above, the valuation of intangible assets is preliminary for Argus, Neustar, and Sontiq as of September 30, 2022.

In determining the fair value of the identifiable intangible assets, we utilized various forms of the income approach, depending on the asset being valued. The estimation of fair value requires significant judgment related to cash flow forecasts, discount rates reflecting the risk inherent in each cash flow stream, competitive trends, market comparables, and other factors. Other inputs included historical data, current and anticipated market conditions, and growth rates.

The intangible assets were valued using the following valuation approaches:

Customer related assets

For each acquisition, a customer related asset was deemed to be the primary asset, which we valued using the multi-period excess-earnings method, a form of the income approach, which required the application of judgment for significant assumptions. Significant assumptions include customer attrition rates, EBITDA margins, and discount rates.

For Argus, we also identified another customer related asset that met the criteria to be recognized separate from the primary asset, which we valued using the lost income method, a form of the income approach, which required the application of judgment for significant assumptions. Significant assumptions include the expected length of time to recreate the customer relationships, EBITDA margins, and discount rates.

Technology and software

We valued the developed technology using the relief-from-royalty method, a form of the income approach, which required the application of judgment for significant assumptions. Significant assumptions include the royalty rate, economic depreciation factors, and discount rates.

Other identifiable intangible assets

Other identifiable intangible assets include trade names and trademarks and non-compete agreements for key employees, which are not material. Trade names and trademarks were valued using the relief-from-royalty method, and non-compete agreements were valued using the lost income method.

Goodwill

We recorded the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired and liabilities assumed as goodwill. The purchase price of each acquisition exceeded the fair value of the net assets acquired primarily due to expected future revenue growth opportunities, synergies, operating efficiencies, and the assembled workforce. The acquisition of Argus provides proprietary competitive portfolio performance insights sourced from a consortium of financial institutions that, when combined with TransUnion's authoritative datasets, is expected to allow us to better serve our customers by providing enhanced insights and solutions. The acquisition of Neustar is expected to accelerate growth through both material revenue synergies and increased participation in the fast-growing digital marketing and identity verification marketplaces. The acquisition of Sontiq is expected to result in a more comprehensive set of offerings which are expected to significantly increase growth opportunities for the Company.

3. Discontinued Operations

Non-core businesses from the VF acquisition

As discussed in Note 2, "Business Acquisitions," on April 8, 2022, we completed the acquisition of VF, including several businesses that we intend to divest within a year of the date of acquisition. We have classified the net assets of these businesses as held for sale and the results of operations as discontinued operations, net of tax, in the consolidated statements of income.

Healthcare business

On December 17, 2021, we completed the sale of our Healthcare business for total consideration of $1,706.4 million in cash, including a $0.5 million true-up to our estimate of net working capital recorded in the nine months ended September 30, 2022. The after-tax net proceeds were approximately $1.4 billion. The terms and conditions of the transaction are set forth in the Stock Purchase Agreement dated as of October 26, 2021, by and between Trans Union LLC and nThrive, Inc. ("nThrive"). We also entered into a transition services agreement ("TSA") that requires Trans Union LLC to provide certain administrative and operational services to nThrive on a transitional basis for generally up to 24 months. This agreement is not material and does not confer upon us the ability to influence the operating or financial policies of nThrive subsequent to the closing date. Income generated from the services provided under the TSA has been recorded in other income and (expense), net in the consolidated statements of income. As the transaction closed on December 17, 2021, there are no assets or liabilities of the Healthcare business on our consolidated balance sheet as of September 30, 2022 and December 31, 2021. The results of operations of our Healthcare business are included as discontinued operations, net of tax, in our consolidated statements of income.

Income from discontinued operations

The income from discontinued operations, net of tax reflected in the table below for the three and nine months ended September 30, 2022 are related to the non-core businesses from the VF acquisition as well as an incremental gain on sale of discontinued operations, net of tax, resulting from the final net working capital adjustment related to our Healthcare business. The results reflected for three and nine months ended September 30, 2021 are exclusively attributed to the Healthcare business that we disposed of in December 2021:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2022	2021	2022	2021
Revenue	$ 12.9	$ 48.3	$ 23.8	$ 140.7
Operating expenses				
Cost of services (exclusive of depreciation and amortization below)	3.1	16.1	7.8	48.1
Selling, general and administrative	5.3	7.6	9.8	23.9
Depreciation and amortization	—	4.9	—	14.9
Total operating expenses	$ 8.4	$ 28.6	$ 17.6	$ 86.9
Operating income of discontinued operations	4.6	19.7	6.2	53.8
Non-operating income and (expense)	(1.4)	8.6	(3.6)	6.2
Income before income taxes from discontinued operations	$ 3.2	$ 28.3	$ 2.6	$ 60.0
Provision for income taxes	(0.8)	(6.8)	(0.8)	(14.4)
Gain on sale of our Healthcare discontinued operations, net of tax	—	—	0.5	—
Income from discontinued operations, net of tax	$ 2.4	$ 21.5	$ 2.3	$ 45.6

4. Fair Value

The following table summarizes financial instruments measured at fair value, on a recurring basis, as of September 30, 2022:

(in millions)	Total	Level 1	Level 2	Level 3
Assets				
Interest rate swaps (Notes 6 and 10)	$ 252.1	$ —	$ 252.1	$ —
Available-for-sale marketable securities (Note 5)	2.7	—	2.7	—
Total	$ 254.8	$ —	$ 254.8	$ —
Liabilities				
Put option on Cost Method Investment (Note 9)	$ 8.7	$ —	$ —	$ 8.7
Total	$ 8.7	$ —	$ —	$ 8.7

The following table summarizes financial instruments measured at fair value, on a recurring basis, as of December 31, 2021:

(in millions)	Total	Level 1	Level 2	Level 3
Assets				
Interest rate swaps (Notes 6 and 10)	$ 12.1	$ —	$ 12.1	$ —
Available-for-sale marketable securities (Note 5)	3.1	—	3.1	—
Total	$ 15.2	$ —	$ 15.2	$ —
Liabilities				
Interest rate swaps (Notes 9 and 10)	$ 34.5	$ —	$ 34.5	$ —
Put option on Cost Method Investment (Note 9)	11.9	—	—	11.9
Contingent consideration (Note 8)	16.8	—	—	16.8
Total	$ 63.2	$ —	$ 34.5	$ 28.7

Level 2 instruments consist of interest rate swaps and available-for-sale foreign exchange-traded corporate bonds. The interest rate swaps fair values are determined using the market standard methodology of discounting the future expected net cash receipts or payments that would occur if variable interest rates rise above or fall below the fixed rates of the swaps. The variable interest rates used in the calculations of projected receipts on the swaps are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities. Foreign exchange-traded corporate bonds are available-for-sale marketable securities valued at their current quoted prices. These securities mature between 2027 and 2033. Unrealized gains and losses on available-for-sale marketable securities, which are not material, are included in other comprehensive income.

Level 3 instruments consist of contingent consideration related to a Cost Method investment we acquired in 2021, a put option on the same Cost Method investment, and a contingent consideration obligation of an acquisition made by Neustar prior to the date we acquired Neustar. The put option allows the owner of the other shares to compel TransUnion to purchase their remaining shares, subject to the fulfillment of certain conditions. The fair value of the put option is determined using a Monte Carlo analysis with assumptions that include revenue projections, volatility rates, discount rates and the option period, among others. During the first quarter of 2022, we paid $14.8 million of contingent consideration obligation related to the Cost Method investment. During the second quarter of 2022, we paid $2.8 million of Neustar's contingent consideration obligation.

5. Other Current Assets

Other current assets consisted of the following:

(in millions)	September 30, 2022	December 31, 2021
Prepaid expenses	$ 148.1	$ 136.2
Contract assets (Note 12)	8.0	5.2
Marketable securities (Note 4)	2.7	3.1
Other	127.7	87.1
Total other current assets	$ 286.5	$ 231.6

Other includes other investments in non-negotiable certificates of deposit that are recorded at their carrying value, which approximates fair value, and which was the primary reason for the increase in other.

6. Other Assets

Other assets consisted of the following:

(in millions)	September 30, 2022	December 31, 2021
Investments in affiliated companies (Note 7)	$ 263.6	$ 240.5
Interest rate swaps (Notes 4, 9 and 10)	252.1	12.1
Right-of-use lease assets	131.5	145.1
Other	66.1	61.3
Total other assets	$ 713.3	$ 459.0

The increase in the interest rate swaps asset was due primarily to changes in the forward LIBOR curve during the period.

7. Investments in Affiliated Companies

Investments in affiliated companies represent our investment in non-consolidated domestic and foreign entities. These entities are in businesses similar to ours.

We use the equity method to account for investments in affiliates where we are able to exercise significant influence. For these investments, we adjust the carrying value for our proportionate share of the affiliates' earnings, losses and distributions, as well as for purchases and sales of our ownership interest.

We account for nonmarketable investments in equity securities in which we are not able to exercise significant influence, our "Cost Method Investments", at our initial cost, minus any impairment, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. For these investments, we adjust the carrying value for any purchases or sales of our ownership interests. We record any dividends received from these investments as other income in non-operating income and expense.

We have elected to account for our investment in a limited partnership, which is not material, using the net asset value fair value practical expedient. Gains and losses on this investment, which are not material, are included in other income and expense in the consolidated statements of income.

Investments in affiliated companies consisted of the following:

(in millions)	September 30, 2022	December 31, 2021
Equity Method investments	$ 45.5	$ 46.1
Cost Method investments	215.5	192.6
Limited Partnership investment	2.6	1.8
Total investments in affiliated companies (Note 6)	$ 263.6	$ 240.5

These balances are included in other assets in the consolidated balance sheets.

The increase in Cost Method Investment at September 30, 2022 compared with December 31, 2021 was due primarily to a Cost Method Investment acquired as part of our VF acquisition. There are call and put options associated with one of our Cost Method Investments that are exercisable in 2024 and 2025, subject to certain restrictions. The carrying value of the call option is included in other assets on our balance sheet. The fair value of the put option is included in other liabilities on our balance sheet, and is adjusted to fair value at each reporting date. See Note 4, “Fair Value,” and Note 9, “Other Liabilities,” for additional information about the contingent consideration and put option.

Earnings from equity method investments, which are included in other non-operating income and expense, and dividends received from equity method investments consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2022	2021	2022	2021
Earnings from equity method investments (Note 15)	$ 3.5	$ 2.9	$ 9.7	$ 8.6
Dividends received from equity method investments	$ 0.5	$ —	$ 11.1	$ 8.0

8. Other Current Liabilities

Other current liabilities consisted of the following:

(in millions)	September 30, 2022	December 31, 2021
Accrued payroll and employee benefits	$ 164.5	$ 279.9
Accrued legal and regulatory (Note 16)	119.1	85.6
Deferred revenue (Note 12)	112.9	133.6
Operating lease liabilities	34.0	38.4
Income taxes payable	15.0	351.1
Contingent consideration (Note 4)	—	16.8
Other	61.4	66.8
Total other current liabilities	$ 506.9	$ 972.2

The decrease in accrued payroll was due primarily to the payment of accrued bonuses during the first quarter of 2022 that were earned in 2021. The increase in accrued legal and regulatory was due primarily to an increase of our estimated liabilities for certain legal and regulatory expenses. The decrease in income taxes payable was primarily due to the taxes due on the gain on the sale of our Healthcare business that were paid in the second quarter of 2022.

9. Other Liabilities

Other liabilities consisted of the following:

(in millions)	September 30, 2022	December 31, 2021
Operating lease liabilities	$ 106.9	$ 119.1
Unrecognized tax benefits, net of indirect tax effects (Note 14)	42.3	40.7
Put option on Cost Method Investment (Note 4)	8.7	11.9
Deferred revenue (Note 12)	6.5	6.5
Interest rate swaps (Notes 4, 6 and 10)	—	34.5
Other	15.2	20.2
Total other liabilities	$ 179.6	$ 232.9

The decrease in the interest rate swaps liability was due primarily to changes in the forward LIBOR curve during the period.

10. Debt

Debt outstanding consisted of the following:

(in millions)	September 30, 2022	December 31, 2021
Senior Secured Term Loan B-6, payable in quarterly installments through December 1, 2028, with periodic variable interest at LIBOR or alternate base rate, plus applicable margin (5.37% at September 30, 2022, and 2.75% at December 31, 2021), net of original issue discount and deferred financing fees of $6.0 million and $33.7 million, respectively, at September 30, 2022, and original issue discount and deferred financing fees of $7.7 million and $43.1 million, respectively, at December 31, 2021	$ 2,637.1	$ 3,049.2
Senior Secured Term Loan B-5, payable in quarterly installments through November 15, 2026, with periodic variable interest at LIBOR or alternate base rate, plus applicable margin (4.87% at September 30, 2022, and 1.85% at December 31, 2021), net of original issue discount and deferred financing fees of $2.7 million and $6.6 million, respectively, at September 30, 2022, and original issue discount and deferred financing fees of $3.2 million and $7.7 million, respectively, at December 31, 2021	2,209.2	2,227.1
Senior Secured Term Loan A-3, payable in quarterly installments through December 10, 2024, with periodic variable interest at LIBOR or alternate base rate, plus applicable margin (4.87% at September 30, 2022, and 1.35% at December 31, 2021), net of original issue discount and deferred financing fees of $1.4 million and $0.9 million, respectively, at September 30, 2022, and original issue discount and deferred financing fees of $1.9 million and $1.2 million, respectively, at December 31, 2021	1,047.1	1,089.4
Senior Secured Revolving Credit Facility	—	—
Finance leases	0.1	0.2
Total debt	5,893.5	6,365.9
Less short-term debt and current portion of long-term debt	(114.6)	(114.6)
Total long-term debt	$ 5,778.9	$ 6,251.3

Senior Secured Credit Facility

On June 15, 2010, we entered into a Senior Secured Credit Facility with various lenders. This facility has been amended several times and currently consists of the Senior Secured Term Loan B-6, Senior Secured Term Loan B-5, Senior Secured Term Loan A-3 (collectively, the "Senior Secured Term Loans"), and the Senior Secured Revolving Credit Facility.

On December 1, 2021, we entered into an agreement to amend certain provisions of the Senior Secured Credit Facility and exercise our right to draw additional debt in an amount of $3,100.0 million, less original issue discount and deferred financing fees of $7.8 million and $43.6 million, respectively. Proceeds from the incremental loan on the Senior Secured Credit Facility were used to fund the acquisition of Neustar.

During the nine months ended September 30, 2022, we prepaid $400.0 million of our Senior Secured Term Loan B-6, funded from our cash on hand. As a result of this prepayment, we expensed $6.5 million of our unamortized original issue discount and deferred financing fees to other income and expense in the consolidated statement of income.

As of September 30, 2022, we had no outstanding balance under the Senior Secured Revolving Credit Facility and $0.1 million of outstanding letters of credit, and could have borrowed up to the remaining $299.9 million available.

TransUnion also has the ability to request incremental loans on the same terms under the Senior Secured Credit Facility up to the sum of the greater of $1,000.0 million and 100% of Consolidated EBITDA, minus any amounts of secured indebtedness previously issued under this provision, and may incur additional incremental loans so long as the senior secured net leverage ratio does not exceed 4.25-to-1, subject to certain additional conditions and commitments by existing or new lenders to fund any additional borrowings.

With certain exceptions, the Senior Secured Credit Facility obligations are secured by a first-priority security interest in substantially all of the assets of Trans Union LLC, including its investment in subsidiaries. The Senior Secured Credit Facility contains various restrictions and nonfinancial covenants, along with a senior secured net leverage ratio test. The nonfinancial covenants include restrictions on dividends, investments, dispositions, future borrowings and other specified payments, as well as additional reporting and disclosure requirements. The senior secured net leverage test must be met as a condition to incur additional indebtedness, make certain investments, and may be required to make certain restricted payments. The senior secured net leverage ratio must not exceed 5.5-to-1 at any such measurement date. Under the terms of the Senior Secured Credit Facility, TransUnion may make dividend payments up to the greater of $100 million or 10.0% of Consolidated EBITDA per year, or an unlimited amount provided that no default or event of default exists and so long as the total net leverage ratio does not exceed 4.75-to-1. As of September 30, 2022, we were in compliance with all debt covenants.

Interest Rate Hedging

On December 23, 2021, we entered into new interest rate swap agreements with various counterparties that effectively fix our LIBOR exposure on a portion of our Senior Secured Term Loan or similar replacement debt. The new swaps commenced on December 31, 2021, and expire on December 31, 2026, with a current aggregate notional amount of $1,588.0 million that amortizes each quarter. The agreement requires TransUnion to pay fixed rates varying between 1.4280% and 1.4360% in exchange for receiving a variable rate that matches the variable rate on our loans. We have designated these swap agreements as cash flow hedges.

On March 10, 2020, we entered into two tranches of interest rate swap agreements with various counterparties that effectively fix our LIBOR exposure on a portion of our Senior Secured Term Loans or similar replacement debt. The first swap commenced on June 30, 2020, and expired on June 30, 2022. The first swap required TransUnion to pay fixed rates varying between 0.5200% and 0.5295% in exchange for receiving a variable rate that matches the variable rate on our loans. The second swap commenced on June 30, 2022, and expires on June 30, 2025, with an initial aggregate notional amount of $1,105.0 million that amortizes each quarter after it commences. The second swap requires TransUnion to pay fixed rates varying between 0.9125% and 0.9280% in exchange for receiving a variable rate that matches the variable rate on our loans. We have designated these swap agreements as cash flow hedges.

On December 17, 2018, we entered into interest rate swap agreements with various counterparties that effectively fix our LIBOR exposure on a portion of our Senior Secured Term Loans or similar replacement debt. The current aggregate notional amount under these agreements is $1,375.0 million, decreasing each quarter until the second agreement terminates on December 30, 2022. The agreements require TransUnion to pay fixed rates currently fixed at 2.702% and 2.706% in exchange for receiving a variable rate that matches the variable rate on our loans. We have designated these swap agreements as cash flow hedges.

The change in the fair value of our hedging instruments, included in our assessment of hedge effectiveness, is recorded in other comprehensive income, and reclassified to interest expense when the corresponding hedged debt affects earnings.

The net change in the fair value of the swaps resulted in unrealized gains of $83.6 million ($62.9 million, net of tax) and $274.5 million ($206.1 million, net of tax) for the three and nine months ended September 30, 2022, respectively, recorded in other comprehensive income. The net change in the fair value of the swaps resulted in unrealized gains of $9.3 million ($7.0 million, net of tax) and $42.5 million ($31.9 million, net of tax) for the three and nine months ended September 30, 2021, respectively, recorded in other comprehensive income. Interest income on the swaps in the three months ended September 30, 2022 was $5.1 million ($3.9 million, net of tax). Interest expense on the swaps in the nine months ended September 30, 2022 was $17.2 million ($12.9 million, net of tax). Interest expense on the swaps in the three and nine months ended September 30, 2021 was $10.6 million ($8.0 million, net of tax) and $31.2 million ($23.5 million, net of tax), respectively. We currently expect to recognize a gain of approximately $85.7 million as interest expense due to our expectation that LIBOR will exceed the fixed rates of interest over the next twelve months.

Fair Value of Debt

As of September 30, 2022 and December 31, 2021 the fair value of our Senior Secured Term Loan B-6, excluding original issue discounts and deferred fees was approximately $2,583.1 million and $3,096.1 million, respectively. As of September 30, 2022 and December 31, 2021 the fair value of our Senior Secured Term Loan B-5, excluding original issue discounts and deferred fees was approximately $2,140.9 million and $2,217.0 million, respectively. As of September 30, 2022 and December 31, 2021, the fair value of our Senior Secured Term Loan A-3, excluding original issue discounts and deferred fees, was approximately $1,023.1 million and $1,076.1 million, respectively. The fair values of our variable-rate term loans are determined using Level 2 inputs, based on quoted market prices for the publicly traded instruments.

11. Stockholders' Equity

Common Stock Dividends

In the first and second quarter of 2022 we paid dividends of $0.095 per share and in the third quarter of 2022 we paid dividends of $0.105 per share, totaling $18.3 million, $18.3 million, and $20.2 million, in each respective quarter. Dividends declared accrue to outstanding restricted stock units and are paid to employees as dividend equivalents when the restricted stock units vest.

Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend on a number of factors, including our liquidity, results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors our board of directors deems appropriate. We currently have capacity and intend to continue to pay a quarterly dividend, subject to approval by our board.

Treasury Stock

On February 13, 2017, our board of directors authorized the repurchase of up to $300.0 million of our common stock over the next 3 years. Our board of directors removed the three-year time limitation on February 8, 2018. To date, we have repurchased $133.5 million of our common stock and have the ability to repurchase the remaining $166.5 million.

We have no obligation to repurchase additional shares. Any determination to repurchase additional shares will be at the discretion of management and will depend on a number of factors, including our liquidity, results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law, market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities, and other factors management deems appropriate. Any repurchased shares will have the status of treasury shares and may be used, if and when needed, for general corporate purposes.

For the nine months ended September 30, 2022 and 2021, 0.9 million and 1.1 million outstanding employee restricted stock units vested and became taxable to the employees, respectively. For the three months ended September 30, 2022, the outstanding employee restricted stock units that vested and became taxable to employees were less than 0.1 million. For the three months ended September 30, 2021, the outstanding employee restricted stock units that vested and became taxable to employees were less than 0.1 million. Employees satisfy their payroll tax withholding obligations in a net share settlement arrangement. During the nine months ended September 30, 2022 and 2021, we remitted cash equivalent to the value of the shares employees used to satisfy their withholding obligations of $30.0 million and $34.8 million, respectively. During the three months ended September 30, 2022 and 2021, we remitted cash equivalent to the value of the shares employees used to satisfy their withholding obligations of $0.9 million and $0.9 million, respectively.

Preferred Stock

As of September 30, 2022 and December 31, 2021, we had 100.0 million shares of preferred stock authorized, and no preferred stock issued or outstanding.

12. Revenue

All of our revenue is derived from contracts with customers and is reported as revenue in the consolidated statements of income generally as, or at the point in time, the performance obligation is satisfied. A performance obligation is a promise in a contract to transfer a distinct good or service to a customer. We have contracts with two general groups of performance obligations: those that require us to stand ready to provide goods and services to a customer to use as and when requested ("Stand Ready Performance Obligations") and those that do not require us to stand ready ("Other Performance Obligations"). Our Stand Ready Performance Obligations include obligations to stand ready to provide data, process transactions, access our databases, software-as-a-service and direct-to-consumer products, provide rights to use our intellectual property and other services. Our Other Performance Obligations include the sale of certain batch data sets and various professional and other services.

Most of our Stand Ready Performance Obligations consist of a series of distinct goods and services that are substantially the same and have the same monthly pattern of transfer to our customers. We consider each month of service in this time series to be a distinct performance obligation and, accordingly, recognize revenue over time. For a majority of these Stand Ready Performance Obligations, the total contract price is variable because our obligation is to process an unknown quantity of transactions, as and when requested by our customers, over the contract period. We allocate the variable price to each month of service using the time-series concept and recognize revenue based on the most likely amount of consideration to which we will be entitled**,** which is generally the amount we have the right to invoice. This monthly amount can be based on the actual volume of units delivered or a guaranteed minimum, if higher. Occasionally we have contracts where the amount we will be entitled to for the transactions processed is uncertain, in which case we estimate the revenue based on what we consider to be the most likely amount of consideration we will be entitled to, and adjust any estimates as facts and circumstances evolve.

For all contracts that include a Stand Ready Performance Obligation with variable pricing, we are unable to estimate the variable price attributable to future performance obligations because the number of units to be purchased is not known. As a result, we use the exception available to forgo disclosures about revenue attributable to the future performance obligations where we recognize revenue using the time-series concept as discussed above, including those qualifying for the right to invoice practical expedient. We also use the exception available to forgo disclosures about revenue attributable to contracts with expected durations of one year or less.

Certain of our Other Performance Obligations, including certain batch data sets and certain professional and other services, are delivered at a point in time. Accordingly, we recognize revenue upon delivery, once we have satisfied that obligation. For certain Other Performance Obligations, including certain professional and other services, we recognize revenue over time, based on an estimate of progress towards completion of that obligation. These contracts are not material.

In certain circumstances we apply the revenue recognition guidance to a portfolio of contracts with similar characteristics. We use estimates and assumptions when accounting for a portfolio that reflect the size and composition of the portfolio of contracts.

Our contracts include standard commercial payment terms generally acceptable in each region, and do not include financing with extended payment terms. We have no significant obligations for refunds, warranties, or similar obligations. Our revenue does not include taxes collected from our customers.

Accounts receivable are shown separately on our balance sheet. Contract assets and liabilities result due to the timing of revenue recognition, billings and cash collections. Contract assets include our right to payment for goods and services already transferred to a customer when the right to payment is conditional on something other than the passage of time, for example, contracts pursuant to which we recognize revenue over time but do not have a contractual right to payment until we complete the contract. Contract assets are included in other current assets and are not material as of September 30, 2022 and December 31, 2021.

As our contracts with customers generally have a duration of one year or less, our contract liabilities consist of deferred revenue that is primarily short-term in nature. Contract liabilities include current and long-term deferred revenue that is included in other current liabilities and other liabilities. We expect to recognize the December 31, 2021, current deferred revenue balance as revenue during 2022. The majority of our long-term deferred revenue, which is not material, is expected to be recognized in less than two years.

We have certain contracts that have a duration of more than one year. For these contracts, the transaction price allocable to the future performance obligations is primarily fixed but contains a variable component. There is one material fixed fee contract with a duration of more than one year, and for this contract, we expect to recognize revenue of approximately $117.0 million over the next two years and $92.6 million thereafter.

For additional disclosures about the disaggregation of our revenue see Note 15, “Reportable Segments.”

13. Earnings Per Share

Basic earnings per share represents income available to common stockholders divided by the weighted-average number of common shares outstanding during the reported period. Diluted earnings per share reflects the effect of the increase in shares outstanding determined by using the treasury stock method for awards issued under our incentive stock plans.

As of September 30, 2022, there were approximately 1.1 million anti-dilutive weighted stock-based awards outstanding, compared to less than 0.1 million as of September 30, 2021. As of September 30, 2022, there were approximately 0.2 million contingently-issuable performance-based stock awards outstanding that were excluded from the diluted earnings per share calculation, because the contingencies had not been met, compared to approximately 0.1 million as of September 30, 2021.

Basic and diluted weighted average shares outstanding and earnings per share were as follows:

(in millions, except per share data)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Income from continuing operations	$ 80.3	$ 96.7	$ 232.0	$ 336.1
Less: income from continuing operations attributable to noncontrolling interests	(3.5)	(4.0)	(11.3)	(12.0)
Income from continuing operations attributable to TransUnion	$ 76.8	$ 92.7	$ 220.7	$ 324.1
Discontinued operations, net of tax	2.4	21.5	2.3	45.6
Net income attributable to TransUnion	$ 79.2	$ 114.2	$ 223.0	$ 369.7
Basic Earnings Per Share:				
Income from continuing operations attributable to TransUnion	$ 0.40	$ 0.48	$ 1.15	$ 1.69
Discontinued operations, net of tax	0.01	0.11	0.01	0.24
Net Income attributable to TransUnion	$ 0.41	$ 0.60	$ 1.16	$ 1.93
Diluted Earnings Per Share:				
Income from continuing operations attributable to TransUnion	$ 0.40	$ 0.48	$ 1.14	$ 1.68
Discontinued operations, net of tax	0.01	0.11	0.01	0.24
Net Income attributable to TransUnion	$ 0.41	$ 0.59	$ 1.15	$ 1.92
Weighted-average shares outstanding:				
Basic	192.6	191.6	192.4	191.3
Dilutive impact of stock based awards	0.5	1.5	0.7	1.6
Diluted	193.2	193.1	193.1	192.9

14. Income Taxes

For the three months ended September 30, 2022, we reported an effective tax rate of 27.6%, which was higher than the 21.0% U.S. federal statutory rate due primarily to increases in valuation allowances, nondeductible expenses in connection with executive compensation limitations, non-U.S. return-to-provision adjustments and other rate-impacting items, partially offset by benefits from foreign rate differential that includes the cumulative effect of a legal entity restructuring implemented in the third quarter and the research and development credit.

For the nine months ended September 30, 2022, we reported an effective tax rate of 26.6%, which was higher than the 21.0% U.S. federal statutory rate due primarily to nondeductible expenses in connection with certain legal and regulatory matters and executive compensation limitations, increases in valuation allowances and other rate-impacting items, partially offset by excess tax benefits on stock-based compensation, benefits from the research and development credit, and benefits from foreign rate differential that includes the cumulative effect of a legal entity restructuring implemented in the third quarter.

For the three months ended September 30, 2021, we reported an effective tax rate of 25.1%, which was higher than the 21.0% U.S. federal statutory rate due primarily to various foreign, federal and state taxes, partially offset by excess tax benefits on stock-based compensation.

For the nine months ended September 30, 2021, we reported an effective tax rate of 25.4%, which was higher than the 21.0% U.S. federal statutory rate due primarily to recording tax expense related to the remeasurement of our U.K. deferred taxes to reflect an increase in the U.K. corporate income tax rate enacted in the second quarter 2021, partially offset by discrete tax benefit related to electing the GILTI high-tax exclusion retroactively for the 2018 and 2019 tax years and excess tax benefits on stock-based compensation.

The gross amount of unrecognized tax benefits, which excludes indirect tax effects, was $47.4 million as of September 30, 2022, and $45.8 million as of December 31, 2021. The amounts that would affect the effective tax rate if recognized are $30.5 million and $28.3 million, respectively. We classify interest and penalties as income tax expense in the consolidated statements of income and their associated liabilities as other liabilities in the consolidated balance sheets. Interest and penalties on unrecognized tax benefits were $9.5 million as of September 30, 2022, and $7.6 million as of December 31, 2021. We are

regularly audited by federal, state and foreign taxing authorities. Given the uncertainties inherent in the audit process, it is reasonably possible that certain audits could result in a significant increase or decrease in the total amounts of unrecognized tax benefits. An estimate of the range of the increase or decrease in unrecognized tax benefits due to audit results cannot be made at this time. Tax years 2009 and forward remain open for examination in some foreign jurisdictions, 2012 and forward for U.S. federal income tax purposes and 2015 and forward in some state jurisdictions.

15. Reportable Segments

We have three reportable segments, U.S. Markets, International, and Consumer Interactive, and the Corporate unit, which provides support services to each of the segments. Our chief operating decision maker ("CODM") uses the profit measure of Adjusted EBITDA, on both a consolidated and a segment basis, to allocate resources and assess performance of our businesses. We use Adjusted EBITDA as our profit measure because it eliminates the impact of certain items that we do not consider indicative of operating performance, which is useful to compare operating results between periods. Our board of directors and executive management team also use Adjusted EBITDA as a compensation measure for both segment and corporate management under our incentive compensation plans. Adjusted EBITDA is also a measure frequently used by securities analysts, investors and other interested parties in their evaluation of the operating performance of companies similar to ours.

We define Adjusted EBITDA as net income (loss) attributable to each segment plus net interest expense, plus (less) provision (benefit) for income taxes, plus depreciation and amortization, plus stock-based compensation, plus mergers, acquisitions, divestitures and business optimization-related expenses including certain integration-related expenses, plus certain accelerated technology investment expenses to migrate to the cloud, plus (less) certain other expenses (income).

The segment financial information below aligns with how we report information to our CODM to assess operating performance and how we manage the business. The accounting policies of the segments are the same as described in Note 1, "Significant Accounting and Reporting Policies" and Note 12, "Revenue."

The following is a more detailed description of our reportable segments and the Corporate unit, which provides support services to each segment:

U.S. Markets

The U.S. Markets segment provides consumer reports, actionable insights and analytics to businesses. These businesses use our services to acquire customers, assess consumers' ability to pay for services, identify cross-selling opportunities, measure and manage debt portfolio risk, collect debt, verify consumer identities and mitigate fraud risk. The core capabilities and delivery methods in our U.S. Markets segment allow us to serve a broad set of customers across industries. We report disaggregated revenue of our U.S. Markets segment for Financial Services and Emerging Verticals.

- ***Financial Services:*** The Financial Services vertical consists of our consumer lending, mortgage, auto and cards and payments lines of business, and our recently acquired Argus business. Our Financial Services clients consist of most banks, credit unions, finance companies, auto lenders, mortgage lenders, FinTechs, and other consumer lenders in the United States. We also distribute our solutions through most major resellers, secondary market players and sales agents. Beyond traditional lenders, we work with a variety of credit arrangers, such as auto dealers and peer-to-peer lenders. We provide solutions across every aspect of the lending lifecycle; customer acquisition and engagement, fraud and ID management, retention and recovery. Our products are focused on mitigating risk and include credit reporting, credit marketing, analytics and consulting, identity verification and authentication and debt recovery solutions. The results of operations of Argus are included in the U.S. Markets segment in our consolidated statements of income since the date of the acquisition.

- ***Emerging Verticals:*** Emerging Verticals include Insurance, Services and Collections, Tenant and Employment, Technology, Commerce & Communications, Public Sector, Media, and other emerging verticals we serve, as well as our Neustar business. Our solutions in these verticals are also data-driven and address the entire customer lifecycle. We offer onboarding and transaction processing products, scoring and analytic products, marketing solutions, fraud and identity management solutions and customer retention solutions. The results of operations of Neustar are included in the U.S. Markets segment in our consolidated statements of income since the date of the acquisition.

International

The International segment provides services similar to our U.S. Markets segment to businesses in select regions outside the United States. Depending on the maturity of the credit economy in each country, services may include credit reports, analytics and solutions services, and other value-added risk management services. In addition, we have insurance, business and automotive databases in select geographies. These services are offered to customers in a number of industries including financial services, insurance, automotive, collections, and communications, and are delivered through both direct and indirect channels. The International segment also provides consumer services similar to those offered by our Consumer Interactive segment that help consumers proactively manage their personal finances and take precautions against identity theft.

We report disaggregated revenue of our International segment for the following regions: Canada, Latin America, the United Kingdom, Africa, India and Asia Pacific.

Consumer Interactive

The Consumer Interactive segment offers solutions that help consumers manage their personal finances and take precautions against identity theft. Services in this segment include paid and free credit reports, scores and freezes, credit monitoring, identity protection and resolution, and financial management for consumers. The segment also provides solutions that help businesses respond to data breach events. Our products are provided through user-friendly online and mobile interfaces and are supported by educational content and customer support. Our Consumer Interactive segment serves consumers through both direct and indirect channels, as well as our recently acquired Sontiq business. The results of operations of Sontiq are included in the Consumer Interactive segment in our consolidated statements of income since the date of the acquisition.

Corporate

Corporate provides support services for each of the segments, holds investments, and conducts enterprise functions. Certain costs incurred in Corporate that are not directly attributable to one or more of the segments remain in Corporate. These costs are typically enterprise-level costs and are primarily administrative in nature.

Selected segment financial information and disaggregated revenue consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2022	2021	2022	2021
Gross Revenue:				
U.S. Markets:				
Financial Services	$ 291.4	$ 277.6	$ 869.1	$ 811.4
Emerging Verticals	329.7	172.5	985.4	499.1
Total U.S. Markets	$ 621.1	$ 450.1	$ 1,854.4	$ 1,310.5
International:				
Canada	$ 32.4	$ 30.6	$ 96.2	$ 95.0
Latin America	28.6	26.7	85.3	76.8
United Kingdom	48.5	54.6	154.5	158.3
Africa	15.5	15.1	45.9	44.0
India	44.4	34.5	129.8	96.4
Asia Pacific	19.8	16.5	55.7	46.2
Total International	$ 189.2	$ 178.0	$ 567.4	$ 516.7
Total Consumer Interactive	$ 147.3	$ 135.0	$ 444.3	$ 401.9
Total revenue, gross	$ 957.6	$ 763.1	$ 2,866.1	$ 2,229.1
Intersegment revenue eliminations:				
U.S. Markets	$ (17.6)	$ (17.7)	$ (53.1)	$ (52.7)
International	(1.5)	(1.5)	(4.5)	(4.4)
Consumer Interactive	(0.3)	(0.5)	(0.8)	(1.6)
Total intersegment eliminations	$ (19.4)	$ (19.7)	$ (58.4)	$ (58.7)
Total revenue as reported	$ 938.2	$ 743.4	$ 2,807.8	$ 2,170.4

A reconciliation of Segment Adjusted EBITDA to income from continuing operations before income taxes for the periods presented is as follows:

(in millions)	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
U.S. Markets Adjusted EBITDA	$ 218.4	$ 185.7	$ 669.5	$ 549.2
International Adjusted EBITDA	83.9	77.7	246.9	221.3
Consumer Interactive Adjusted EBITDA	73.1	69.4	210.0	192.8
Total	$ 375.3	$ 332.8	$ 1,126.4	$ 963.2
Adjustments to reconcile to income before income taxes:				
Corporate expenses[(1)]	$ (34.7)	$ (31.1)	$ (101.2)	$ (88.7)
Net interest expense	(60.2)	(24.9)	(160.4)	(74.7)
Depreciation and amortization	(129.6)	(90.9)	(389.0)	(273.6)
Stock-based compensation[(2)]	(19.9)	(16.7)	(60.8)	(49.2)
Mergers and acquisitions, divestitures and business optimization[(3)]	(7.8)	(18.8)	(36.4)	(29.4)
Accelerated technology investment[(4)]	(12.1)	(12.6)	(32.2)	(29.7)
Net other[(5)]	(3.8)	(12.8)	(41.7)	20.9
Net loss (income) attributable to non-controlling interests	3.5	4.0	11.3	12.0
Total adjustments	$ (264.5)	$ (203.9)	$ (810.3)	$ (512.5)
Income from continuing operations before income taxes	$ 110.8	$ 128.9	$ 316.1	$ 450.7

(1) Certain costs that are not directly attributable to one or more of the segments remain in Corporate. These costs are typically enterprise-level costs and are primarily administrative in nature.

(2) Consisted of stock-based compensation, including amounts which are cash settled.

(3) Mergers and acquisitions, divestitures and business optimization consisted of the following adjustments:

For the three months ended September 30, 2022, $(8.7) million of Neustar integration costs; $(3.4) million of acquisition expenses; a $3.4 million gain related to a government tax reimbursement from a recent business acquisition; $0.7 million reimbursements for transition services related to divested businesses, net of separation expenses; and a $0.3 million adjustment to the fair value of a put option liability related to a minority investment.

For the nine months ended September 30, 2022, $(21.4) million of acquisition expenses; $(25.5) million of Neustar integration costs; a $6.0 million reimbursements for transition services related to divested businesses, net of separation expenses; a $3.4 million gain related to a government tax reimbursement from a recent business acquisition; and a $1.0 million adjustment to the fair value of a put option liability related to a minority investment.

For the three months ended September 30, 2022, $(18.3) million of acquisition expenses and $(0.5) million of adjustments to contingent consideration expense from previous acquisitions.

For the nine months ended September 30, 2021, $(20.4) million of acquisition expenses; $(8.4) million of adjustments to contingent consideration expense from previous acquisitions; a $(1.1) million gain reduction to notes receivable that were converted into equity upon acquisition and consolidation of an entity; and a $0.5 million gain on the sale of a cost method investment.

(4) Represents expenses associated with our accelerated technology investment to migrate to the cloud.

(5) Net other consisted of the following adjustments:

For the three months ended September 30, 2022, a $(3.8) million net loss from currency remeasurement of our foreign operations, loan fees and other.

For the nine months ended September 30, 2022, $(28.4) million for certain legal and regulatory expenses; $(6.5) million of deferred loan fees written off as a result of the prepayments on our debt; and a $(6.8) million of net loss from currency remeasurement of our foreign operations, loan fees and other.

For the three months ended September 30, 2022, $(12.0) million for certain legal and regulatory expenses and a $(0.8) million net loss from currency remeasurement of our foreign operations, loan fees and other.

For the nine months ended September 30, 2021, a $20.4 million net reduction in certain legal and regulatory expenses; and a $0.5 million net gain from currency remeasurement of our foreign operations, loan fees and other.

Earnings from equity method investments included in non-operating income and expense was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2022	2021	2022	2021
U.S. Markets	$ 0.2	$ 0.6	$ 1.0	$ 1.9
International	3.3	2.2	8.7	6.7
Total	$ 3.5	$ 2.9	$ 9.7	$ 8.6

16. Contingencies

Legal and Regulatory Matters

We are routinely named as defendants in, or parties to, various legal actions and proceedings relating to our current or past business operations. These actions generally assert claims for violations of federal or state credit reporting, consumer protection or privacy laws, or common law claims related to the unfair treatment of consumers, and may include claims for substantial or indeterminate compensatory or punitive damages, or injunctive relief, and may seek business practice changes. We believe that most of these claims are either without merit or we have valid defenses to the claims, and we vigorously defend these matters or seek non-monetary or small monetary settlements, if possible. However, due to the uncertainties inherent in litigation, we cannot predict the outcome of each claim in each instance.

In the ordinary course of business, we also are subject to governmental and regulatory examinations, information-gathering requests, investigations and proceedings (both formal and informal), certain of which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief. In connection with formal and informal inquiries by these regulators, we routinely receive requests, subpoenas and orders seeking documents, testimony, and other information in connection with various aspects of our activities.

In view of the inherent unpredictability of legal and regulatory matters, particularly where the damages sought are substantial or indeterminate or when the proceedings or investigations are in the early stages, we cannot determine with any degree of certainty the timing or ultimate resolution of legal and regulatory matters or the eventual loss, fines or penalties, if any, that may result from such matters. We establish reserves for legal and regulatory matters when those matters present loss contingencies that are both probable and can be reasonably estimated. However, for certain of the matters, we are not able to reasonably estimate our exposure because damages have not been specified and (i) the proceedings are in early stages, (ii) there is uncertainty as to the likelihood of a class being certified or the ultimate size of the class, (iii) there is uncertainty as to the outcome of similar matters pending against our competitors, (iv) there are significant factual issues to be resolved, and/or (v) there are legal issues of a first impression being presented. The actual costs of resolving legal and regulatory matters, however, may be substantially higher than the amounts reserved for those matters, and an adverse outcome in certain of these matters could have a material adverse effect on our consolidated financial statements in particular quarterly or annual periods. We accrue amounts for certain legal and regulatory matters for which losses were considered to be probable of occurring based on our best estimate of the most likely outcome. It is reasonably possible actual losses could be significantly different from our current estimates. In addition, there are some matters for which it is reasonably possible that a loss will occur, however we cannot estimate a range of the potential losses for these matters. Legal fees incurred in connection with ongoing litigation are considered a period cost and are expensed as incurred.

To reduce our exposure to an unexpected significant monetary award resulting from an adverse judicial decision, we maintain insurance that we believe is appropriate and adequate based on our historical experience. We regularly advise our insurance carriers of the claims (threatened or pending) against us in the course of litigation and generally receive a reservation of rights letter from the carriers when such claims exceed applicable deductibles. We are not aware of any significant monetary claim that has been asserted against us in the course of pending litigation that would not have some level of coverage by insurance after the relevant deductible, if any, is met.

As of September 30, 2022 and December 31, 2021, we have accrued $119.1 million and $85.6 million, respectively, for anticipated claims. These amounts were recorded in other accrued liabilities in the consolidated balance sheets and the associated expenses were recorded in selling, general and administrative expenses in the consolidated statements of income. Legal fees incurred in connection with ongoing litigation are considered period costs and are expensed as incurred.

The following discussion describes material developments in previously disclosed material legal and regulatory matters that occurred in the nine months ended September 30, 2022. Refer to Part II, Item 8, Footnote 22, “Contingencies” of our Annual Report on Form 10-K for the year ended December 31, 2021, for a full description of our material pending legal and regulatory matters at that time.

Ramirez v. Trans Union LLC

On January 24, 2022, we reached a tentative class settlement with the plaintiffs, which has been preliminarily approved by the court on July 19, 2022. We expect this matter to be resolved by the end of 2022.

Accordingly, in 2021, we revised the amount of the probable loss that we previously estimated, resulting in a reduction of our estimated liability and partially offsetting insurance receivable, and a corresponding net reduction recorded in selling, general and administrative expense for the year end December 31, 2021.

CFPB Matters

In June 2021, we received a Notice and Opportunity to Respond and Advise ("NORA") letter from the Consumer Financial Protection Bureau ("CFPB"), informing us that the CFPB's Enforcement Division was considering whether to recommend that the CFPB take legal action against us and certain of our executive officers. The NORA letter alleged that we failed to comply with and timely implement a Consent Order issued by the CFPB in January 2017 (the "Consent Order"), and further alleged additional violations related to Consumer Interactive's marketing practices. On September 27, 2021, the Enforcement Division advised us that it had obtained authority to pursue an enforcement action. On April 12, 2022, after failed settlement negotiations with the CFPB related to the matter, the CFPB filed a lawsuit against us, Trans Union LLC, TransUnion Interactive, Inc. (collectively, the "TU Entities") and the former President of Consumer Interactive, John Danaher, in the United States District Court for the Northern District of Illinois seeking restitution, civil money penalties, and injunctive relief, among other remedies, and alleging that the TU Entities violated the Consent Order, engaged in deceptive acts and practices in marketing the TransUnion Credit Monitoring product, failed to obtain signed written authorizations from consumers before debiting their bank accounts for the TransUnion Credit Monitoring product and diverted consumers from their free annual file disclosure into paid subscription products. The CFPB further alleges that Mr. Danaher violated the Consent Order and that we and Trans Union LLC provided substantial assistance to TransUnion Interactive, Inc. in violating the Consent Order and the law. We continue to believe that our marketing practices are lawful and appropriate and that we have been, and remain, in compliance with the Consent Order, and we will vigorously defend against allegations to the contrary in such proceedings. On July 8, 2022, the TU Entities and Mr. Danaher each filed a motion to dismiss the lawsuit.

As of September 30, 2022, we have an accrued liability of $56.0 million, compared with $26.5 million as of December 31, 2021, in connection with this matter and there is a reasonable possibility that a loss in excess of the amount accrued may be incurred, and such an outcome could have a material adverse effect on our results of operations and financial condition. However, any possible loss or range of loss in excess of the amount accrued is not reasonably estimable at this time. In addition, we will incur increased costs litigating this matter.

In March 2022, we received a NORA letter from the CFPB, informing us that the CFPB's Enforcement Division is considering whether to recommend that the CFPB take legal action against us related to our tenant and employment screening business, TransUnion Rental Screening Solutions, Inc. ("TURSS"). The NORA letter alleges that Trans Union LLC and TURSS violated the Fair Credit Reporting Act by failing to (i) follow reasonable procedures to assure maximum possible accuracy of information in consumer reports and (ii) disclose to consumers the sources of such information. We believe that our acts and practices are lawful and we intend to vigorously defend against any allegations to the contrary. Should the CFPB commence an action against us, it may seek restitution, disgorgement, civil monetary penalties, injunctive relief or other corrective action. We cannot provide assurance that the CFPB will not ultimately commence a legal action against us in this matter, nor are we able to predict the likely outcome of any such action. As of September 30, 2022, we have recorded an accrued liability for an immaterial amount in connection with this matter. There is a reasonable possibility that a loss in excess of the amount accrued may be incurred, and such an outcome could have a material adverse effect on our results of operations and financial condition. However, any possible loss or range of loss in excess of the amount accrued is not reasonably estimable at this time.

In June 2022, the CFPB informed Trans Union LLC that it intended to issue a NORA letter following an investigation relating to potential violations of law in connection with the placement and lifting of security freezes resulting from certain system issues. In August 2022, the TransUnion Entities received a NORA letter from the CFPB, informing us that the CFPB's Enforcement Division is considering whether to recommend that the CFPB take legal action against us. We have corrected associated system issues and have processes in place to monitor and address issues going forward. Should the CFPB commence an action against us, it may seek restitution, disgorgement, civil monetary penalties, injunctive relief or other corrective action. We cannot provide assurance that the CFPB will not ultimately commence a legal action against us in this matter, nor are we able to predict the likely outcome, which could have a material adverse effect on our results of operations and financial condition. As of September 30, 2022, we are not able to reasonably estimate our potential loss or range of loss related to this matter.

Argus Department of Justice Matter

We are cooperating with an inquiry originating from the civil division of the United States Attorney's Office for the Eastern District of Virginia related to Argus's use of certain data it collected under certain government contracts. We acquired Argus in

connection with our acquisition of VF in April 2022. This matter pertains to alleged conduct that commenced before we acquired Argus. We cannot predict the timing, outcome, or potential impact of this matter, financial or otherwise. Under the stock purchase agreement Trans Union LLC entered into with Verisk Analytics, Inc. (the "Seller") pursuant to which we acquired VF, including Argus, the Seller agreed to indemnify us for certain losses with respect to this matter, including all losses directly resulting from any settlement agreement in connection with this matter, including civil monetary penalties, remediation costs and fees and expenses.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of TransUnion's financial condition and results of operations is provided as a supplement to, and should be read in conjunction with, TransUnion's audited consolidated financial statements, the accompanying notes, "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2021, as well as the unaudited consolidated financial statements and the related notes presented in Part I, Item 1, of this Quarterly Report on Form 10-Q.

In addition to historical data, this discussion contains forward-looking statements about our business, operations and financial performance based on current expectations that involve risks, uncertainties and assumptions. Our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those discussed below in "Cautionary Notice Regarding Forward-Looking Statements," and Part II, Item 1A, "Risk Factors."

References in this discussion and analysis to "the Company," "we," "us" and "our" refer to TransUnion and its direct and indirect subsidiaries, collectively.

Overview

TransUnion is a leading global information and insights company that makes trust possible between businesses and consumers, working to help people around the world access opportunities that can lead to a higher quality of life. That trust is built on TransUnion's ability to deliver safe, innovative solutions with credibility and consistency. We call this Information for Good.

Grounded in our heritage as a credit reporting agency, we have built robust and accurate databases of information for a large portion of the adult population in the markets we serve. We use our data fusion methodology to link and match an increasing set of disparate data to further enrich our database. We use this enriched data, combined with our expertise, to continuously develop more insightful solutions for our customers, all in accordance with global laws and regulations. Because of our work, organizations can better understand consumers in order to make more informed decisions, and earn consumer trust through great, personalized experiences, and the proactive extension of the right opportunities, tools and offers. In turn, we believe consumers can be confident that their data identities will result in better offers and opportunities.

We provide solutions that enable businesses to manage and measure credit risk, market to new and existing customers, verify consumer identities, mitigate fraud, and effectively manage call center operations. Businesses embed our solutions into their process workflows to deliver critical insights and enable effective actions. Consumers use our solutions to view their credit profiles and access analytical tools that help them understand and manage their personal financial information and take precautions against identity theft. We have deep domain expertise across a number of attractive industries, which we also refer to as verticals, including Financial Services and the Emerging Verticals, consisting of Insurance, Services and Collections, Tenant and Employment, Technology, Commerce & Communications, Public Sector, Media, and other emerging verticals we serve, as well as Neustar, Inc. ("Neustar"). We have a global presence in over 30 countries and territories across North America, Latin America, Europe, Africa, India, and Asia Pacific.

Our addressable market includes the global data and analytics market, which continues to grow as companies around the world increasingly recognize the benefits of data and analytics-based decision making, and as consumers recognize the important role that their data identities play in their ability to procure goods and services. There are several underlying trends supporting this market growth, including the proliferation of data, advances in technology and analytics that enable data to be processed more quickly and efficiently to provide business insights, and growing demand for these business insights across industries and geographies. Leveraging our established position as a leading provider of information and insights, we have grown our business by expanding the breadth and depth of our data, strengthening our analytics capabilities to deliver innovative solutions, expanding into complementary adjacencies and vertical markets, investing in technology infrastructure to leverage capabilities to best serve our customers and enhancing our global operating model. As a result, over the long term we believe we are well positioned to expand our share within the markets we currently serve and capitalize on the larger data and analytics opportunity.

Our solutions are based on a foundation of data assets across financial, credit, alternative credit, identity, phone activity, digital device information, marketing, bankruptcy, lien, judgment, insurance claims, automotive and other relevant information obtained from thousands of sources including financial institutions, private databases and public records repositories. We refine, standardize and enhance this data using sophisticated algorithms to create proprietary databases. Our acquisition of Neustar, and particularly its OneID platform, further enhances our ability to deliver real-time, persistent identity resolution of disparate data fragments and attributes, in a privacy compliant manner. Our technology infrastructure allows us to efficiently integrate our data with our analytics and technology capabilities to create and deliver innovative solutions to our customers and to quickly adapt to changing customer needs. Our deep analytics resources, including our people and tools driving predictive modeling and scoring, customer segmentation, benchmarking and forecasting, enable us to provide businesses and consumers with better insights.

We leverage our differentiated capabilities in order to serve a global customer base across multiple geographies and industry verticals. We offer our solutions to business customers in Financial Services, Insurance and other industries, and our customer base includes many of the largest companies in the industries we serve. We sell our solutions to leading consumer lending banks, credit card issuers, alternative lenders, online-only lenders ("FinTechs"), Point of Sale ("POS")/Buy Now Pay Later ("BNPL") lenders, auto lenders, auto insurance carriers, cable and telecom operators, retailers, and federal, state and local government agencies. We have been successful in leveraging our brand, our expertise and our solutions and have a leading presence in several high-growth international markets. Millions of consumers across the globe also use our data to help manage their personal finances and take precautions against identity theft.

We believe we have an attractive business model that has recurring and diversified revenue streams, low capital requirements, significant operating leverage and strong and stable cash flows. The proprietary and embedded nature of our solutions and the integral role that we play in our customers' decision-making processes have historically translated into high customer retention and revenue visibility. We continue to deliver organic growth by increasing our sales to existing customers, developing new solutions and gaining new customers. We have a diversified portfolio of businesses across our segments, reducing our exposure to cyclical trends in any particular industry vertical or geography. We operate primarily on contributory data models in which we typically obtain updated information including a growing set of public record and alternative data, at little or no cost, as we develop new solutions and expand into new industries and geographies. We are evolving our hybrid public-private cloud technology infrastructure to ensure that our systems remain highly secure, reliable, scalable, and performant by design. We are focused on processes and foundational technology that allows us to leverage demand-led consumption from public cloud providers and from our high performance privately owned infrastructure.

Segments

We manage our business and report our financial results, including disaggregated revenue, in three reportable segments: U.S. Markets, International and Consumer Interactive.

U.S. Markets

The U.S. Markets segment provides consumer reports, actionable insights and analytics to businesses. These businesses use our services to acquire customers, assess consumers' ability to pay for services, identify cross-selling opportunities, measure and manage debt portfolio risk, collect debt, verify consumer identities and mitigate fraud risk. The core capabilities and delivery methods in our U.S. Markets segment allow us to serve a broad set of customers across industries. We report disaggregated revenue of our U.S. Markets segment for Financial Services and Emerging Verticals.

- ***Financial Services:*** The Financial Services vertical consists of our consumer lending, mortgage, auto and cards and payments lines of business, and our recently acquired Argus business. Our Financial Services clients consist of most banks, credit unions, finance companies, auto lenders, mortgage lenders, FinTechs, and other consumer lenders in the United States. We also distribute our solutions through most major resellers, secondary market players and sales agents. Beyond traditional lenders, we work with a variety of credit arrangers, such as auto dealers and peer-to-peer lenders. We provide solutions across every aspect of the lending lifecycle; customer acquisition and engagement, fraud and ID management, retention and recovery. Our products are focused on mitigating risk and include credit reporting, credit marketing, analytics and consulting, identity verification and authentication and debt recovery solutions. The results of operations of Argus are included in the U.S Markets segment in our consolidated statements of income since the date of the acquisition.

- ***Emerging Verticals:*** Emerging Verticals include Insurance, Services and Collections, Tenant and Employment, Technology, Commerce & Communications, Public Sector, Media, and other emerging verticals we serve, as well as our Neustar business. Our solutions in these verticals are also data-driven and address the entire customer lifecycle. We offer onboarding and transaction processing products, scoring and analytic products, marketing solutions, fraud and identity management solutions and customer retention solutions. The results of operations of Neustar are included in the U.S Markets segment in our consolidated statements of income since the date of the acquisition.

International

The International segment provides services similar to our U.S. Markets segment to businesses in select regions outside the United States. Depending on the maturity of the credit economy in each country, services may include credit reports, analytics and solutions services, and other value-added risk management services. In addition, we have insurance, business and automotive databases in select geographies. These services are offered to customers in a number of industries including financial services, insurance, automotive, collections, and communications, and are delivered through both direct and indirect channels. The International segment also provides consumer services similar to those offered by our Consumer Interactive segment that help consumers proactively manage their personal finances and take precautions against identity theft.

We report disaggregated revenue of our International segment for the following regions: Canada, Latin America, the United Kingdom, Africa, India and Asia Pacific.

Consumer Interactive

The Consumer Interactive segment offers solutions that help consumers manage their personal finances and take precautions against identity theft. Services in this segment include paid and free credit reports, scores and freezes, credit monitoring, identity protection and resolution, and financial management for consumers. The segment also provides solutions that help businesses respond to data breach events. Our products are provided through user-friendly online and mobile interfaces and are supported by educational content and customer support. Our Consumer Interactive segment serves consumers through both direct and indirect channels, as well as our Sontiq business. The results of operations of Sontiq are included in the Consumer Interactive segment in our consolidated statements of income since the date of the acquisition.

Corporate

Corporate provides support services for each of the segments, holds investments, and conducts enterprise functions. Certain costs incurred in Corporate that are not directly attributable to one or more of the segments remain in Corporate. These costs are typically enterprise-level costs and are primarily administrative in nature.

Factors Affecting Our Results of Operations

The following are certain key factors that affect, or have recently affected, our results of operations:

Macroeconomic and Industry Trends

Our revenues and results of operations have been and can be significantly influenced by general macroeconomic conditions, including but not limited to, interest rates, inflation, housing demand, the availability of credit and capital, employment levels, consumer confidence and the impact of the global COVID-19 pandemic.

During 2021, in the markets where we compete, we saw generally improving macroeconomic conditions, driven by an increase in gross domestic product ("GDP"), interest rates that remained near historic lows, and continuing increases in employment levels. During the first nine months of 2022, while employment levels have continued to increase and supply chain constraints have begun to ease, persistent inflation, rapidly increasing energy prices, repeated actions on interest rates by the Federal Reserve and falling financial markets have all contributed to an economic downturn. In addition, a slowing housing market, coupled with lower GDP growth, softening consumer confidence and global geopolitical events have also added to the deterioration of global macroeconomic conditions and increasing recession fears compared to the post-pandemic rebound of 2021. These slowing macroeconomic conditions had a more pronounced impact in our developed markets compared to our emerging markets, although the impact of exchange rates had a significant impact on our international segment.

The ongoing uncertainty and the unpredictable nature of the macroeconomic environment could have a material adverse impact on various aspects of our business in the future, including our stock price, results of operations and financial condition, including the carrying value of our long-lived assets such as goodwill and intangible assets.

Effects of Inflation

We believe that inflation has had a significant negative impact on our business and results of operations, including decreased demand for our services resulting from the Federal Reserve raising interest rates to combat inflation, slowing consumer spending on non-essential goods and services, and consequently lower demand for credit, during the last several months. The impact of significant recent and expected future inflation could have a material adverse impact on various aspect of our business in the future.

Recent Developments

The following developments impact the comparability of our balance sheets, results of operations and cash flows between years:

Since December 1, 2021, we completed the acquisition of three businesses that collectively materially affected, and will continue to materially affect, our results of operations in 2022 and the comparability of results to prior year periods. See Part I, Item 1, Note 2 "Business Acquisitions" for further information about these transactions.

On April 12, 2022, after failed settlement negotiations with the Consumer Financial Protection Bureau ("CFPB") regarding a certain regulatory matter, the CFPB filed a lawsuit against us, Trans Union, LLC, TransUnion Interactive, Inc. and our former President of Consumer Interactive. As of September 30, 2022, we have an accrued liability of $56.0 million, compared with $26.5 million as of December 31, 2021, in connection with this matter and there is a reasonable possibility that a loss in excess of the amount accrued may be incurred. Such an outcome could have a material adverse effect on our results of operations and financial condition. See Part I, Item 1, "Notes to Unaudited Consolidated Financial Statements," Note 16, "Contingencies," for further information about this matter.

On January 31, 2022, we prepaid $400 million of our Senior Secured Term Loan B-6, funded from our cash on hand.

On January 24, 2022, we reached a tentative class settlement with the plaintiffs in *Ramirez v. Trans Union LLC* ("Ramirez" or the "Ramirez Litigation"), which will require court approval. We expect this matter to be resolved by the end of 2022. See Part 1, Item 1, Note 16, "Contingencies" for additional information.

On December 23, 2021, we entered into a tranche of interest rate swap agreements with various counter parties that effectively fix our LIBOR exposure on a portion of our Senior Secured Term Loan or similar replacement debt. The tranche commenced on December 31, 2021, and expires on December 31, 2026, with a current aggregate notional amount of $1,600.0 million that amortizes each quarter. The tranche requires TransUnion to pay fixed rates varying between 1.428% and 1.4360% in exchange for receiving a variable rate that matches the variable rate on our loans. We have designated these swap agreements as cash flow hedges.

On December 17, 2021, we completed the sale of our Healthcare business. The Healthcare business met the criteria for discontinued operations at December 31, 2021, as the sale represented a strategic shift in our business that will have a major effect on our results of operations. The results of operations are classified as discontinued operations, net of tax, in our consolidated statement of income for all periods presented. All tables and discussions below exclude the impact of the Healthcare business.

On December 1, 2021, we entered into an agreement to amend certain provisions of the Senior Secured Credit Facility and exercise our right to draw additional debt in an amount of $3,100 million, less original issue discount and deferred financing fees of $7.8 million and $43.6 million, respectively. Proceeds from the incremental loan on the Senior Secured Credit Facility were used to finance the acquisition of Neustar.

In March 2021, we prepaid $85.0 million of our Senior Secured Term Loans, funded from our cash on hand.

Recent Acquisitions

We selectively evaluate acquisitions as a means to expand our business and enter new markets. Since January 1, 2021, we have completed the following acquisitions, including those that impact the comparability of our results between periods:

- On April 8, 2022, we acquired 100% of the equity of the entities that comprised Verisk Financial Services ("VF"), the financial services business unit of Verisk Analytics, Inc. We are retaining the leading core business of Argus, and intend to divest the remaining non-core businesses. Argus is relied upon by leading financial institutions, payments providers, and retailers worldwide for competitive studies, predictive analytics, models, and advisory services to provide a clear perspective on where their business stands today and to best position them for success in the future. The results of operations of Argus are included in the U.S. Markets segment in our consolidated statements of income since the date of the acquisition. The non-core businesses from the acquisition were classified as held for sale and are presented as discontinued operations, net of tax, for the three and nine months ended September 30, 2022.
- On December 1, 2021, we acquired 100% of the equity of Neustar, a premier identity resolution company with leading solutions in Marketing, Risk and Communications, enables customers to build connected consumer experiences by combining decision analytics with real-time identity resolution services driven by its OneID platform. The results of operations of Neustar are included in the U.S. Markets segment in our consolidated statements of income since the date of the acquisition.
- On December 1, 2021, we acquired 100% of the equity of Sontiq, a leader in digital identity protection and security, provides solutions including identity monitoring, restoration, and response products and services to help empower consumers and businesses to proactively protect against identity theft and cyber threats. The results of operations of Sontiq are included in the Consumer Interactive segment in our consolidated statements of income since the date of the acquisition.

Key Components of Our Results of Operations

Revenue

The following is a more detailed description of how we derive and report revenue for our three reportable segments:

U.S. Markets

U.S. Markets provides consumer reports, actionable insights and analytics such as credit and other scores, and solutions capabilities to businesses. We report disaggregated revenue of our U.S. Markets segment in the Financial Services Vertical, which includes Argus, and the Emerging Verticals, which includes Neustar.

International

The International segment provides services similar to our U.S. Markets segment to businesses in select regions outside the United States. We report disaggregated revenue of our International segment for the following regions: Canada, Latin America, the United Kingdom, Africa, India, and Asia Pacific.

Consumer Interactive

The Consumer Interactive segment offers solutions that help consumers manage their personal finances and take precautions against identity theft. Our Consumer Interactive segment serves consumers through both direct and indirect channels, and includes Sontiq.

Cost of Services

Costs of services include data acquisition and royalty fees, personnel costs related to our databases and software applications, consumer and call center support costs, hardware and software maintenance costs, telecommunication expenses and occupancy costs associated with the facilities where these functions are performed.

Selling, General and Administrative

Selling, general and administrative expenses include personnel-related costs for sales, administrative and management employees, costs for professional and consulting services, advertising and occupancy and facilities expense of these functions.

Non-Operating Income and Expense

Non-operating income and expense includes interest expense, interest income, earnings from equity-method investments, dividends from cost-method investments, fair-value adjustments of equity-method and Cost Method investments, expenses related to successful and unsuccessful business acquisitions, loan fees, debt refinancing expenses, certain acquisition-related gains and losses and other non-operating income and expenses.

Results of Operations

Key Performance Measures

Management, including our chief operating decision maker ("CODM"), evaluates the financial performance of our businesses based on a variety of key indicators. These indicators include the GAAP measures of revenue, segment Adjusted EBITDA, cash provided by operating activities and cash paid for capital expenditures, and the non-GAAP measure consolidated Adjusted EBITDA. Refer to the "Non-GAAP Key Performance Indicators" section immediately below the table for more information, including the definitions of our non-GAAP measures.

For the three and nine months ended September 30, 2022 and 2021, these key indicators were as follows:

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in millions)	2022	2021	$ Change	% Change	2022	2021	$ Change	% Change
Revenue:								
Consolidated revenue as reported	$ 938.2	$ 743.4	$ 194.9	26.2 %	$ 2,807.8	$ 2,170.4	$ 637.3	29.4 %
U.S. Markets gross revenue	$ 621.1	$ 450.1	$ 171.0	38.0 %	$ 1,854.4	$ 1,310.5	$ 543.9	41.5 %
International gross revenue	189.2	178.0	11.2	6.3 %	567.4	516.7	50.7	9.8 %
Consumer Interactive gross revenue	147.3	135.0	12.3	9.1 %	444.3	401.9	42.4	10.5 %
Reconciliation of net income attributable to TransUnion to Adjusted EBITDA:								
Net income attributable to TransUnion	$ 79.2	$ 114.2	$ (35.0)	(30.7)%	$ 223.0	$ 369.7	$ (146.7)	(39.7)%
Discontinued operations	(2.4)	(21.5)	19.1	(88.9)%	(2.3)	(45.6)	43.3	(94.9)%
Net income from continuing operations attributable to TransUnion	$ 76.8	$ 92.7	$ (15.9)	(17.2)%	$ 220.7	$ 324.1	$ (103.4)	(31.9)%
Net interest expense	60.2	24.9	35.3	141.9 %	160.4	74.7	85.6	114.6 %
Provision for income taxes	30.6	32.3	(1.7)	(5.3)%	84.1	114.6	(30.5)	(26.6)%
Depreciation and amortization	129.6	90.9	38.6	42.5 %	389.0	273.6	115.3	42.2 %
EBITDA	$ 297.1	$ 240.8	$ 56.3	23.4 %	$ 854.1	$ 787.1	$ 67.0	8.5 %
Adjustments to EBITDA:								
Stock-based compensation[1]	$ 19.9	$ 16.7	$ 3.2	19.1 %	$ 60.8	$ 49.2	$ 11.6	23.5 %
Mergers and acquisitions, divestitures and business optimization[2]	7.8	18.8	(10.9)	(58.3)%	36.4	29.4	7.0	23.9 %
Accelerated technology investment[3]	12.1	12.6	(0.6)	(4.5)%	32.2	29.7	2.5	8.3 %
Net other[4]	3.8	12.8	(9.0)	(70.3)%	41.7	(20.9)	62.6	nm
Total adjustments to EBITDA	$ 43.6	$ 60.9	$ (17.3)	(28.4)%	$ 171.1	$ 87.4	$ 83.6	95.7 %
Consolidated Adjusted EBITDA	$ 340.7	$ 301.7	$ 39.0	12.9 %	$ 1,025.2	$ 874.5	$ 150.7	17.2 %
Adjusted EBITDA:								
U.S. Markets	$ 218.4	$ 185.7	$ 32.7	17.6 %	$ 669.5	$ 549.2	$ 120.3	21.9 %
International	83.9	77.7	6.1	7.9 %	246.9	221.3	25.6	11.6 %
Consumer Interactive	73.1	69.4	3.6	5.2 %	210.0	192.8	17.3	8.9 %
Corporate	(34.7)	(31.1)	(3.5)	(11.4)%	(101.2)	(88.7)	(12.4)	(14.0)%
Consolidated Adjusted EBITDA	$ 340.7	$ 301.7	$ 39.0	12.9 %	$ 1,025.2	$ 874.5	$ 150.7	17.2 %
Other metrics:								
Cash provided by operating activities of continuing operations	$ 186.2	$ 255.5	$ (69.3)	(27.1)%	$ 70.8	$ 603.2	$ (532.4)	(88.3)%
Capital expenditures	(71.2)	(55.5)	(15.7)	28.3 %	(192.5)	(148.7)	(43.8)	29.5 %

nm: not meaningful

As a result of displaying amounts in millions, rounding differences may exist in the tables above and footnotes below.

(1) Consisted of stock-based compensation, including amounts which are cash settled.

(2) Mergers and acquisitions, divestitures and business optimization consisted of the following adjustments:

For the three months ended September 30, 2022, $8.7 million of Neustar integration costs; $3.4 million of acquisition expenses; a $(3.4) million gain related to a government tax reimbursement from a recent business acquisition; $(0.7) million reimbursements for transition services related to divested businesses, net of separation expenses; and a $(0.3) million adjustment to the fair value of a put option liability related to a minority investment.

For the nine months ended September 30, 2022, $25.5 million of Neustar integration costs; $21.4 million of acquisition expenses; $(6.0) million reimbursements for transition services related to divested businesses, net of separation expenses; a $(3.4) million gain related to a government tax reimbursement from a recent business acquisition; and a $(1.0) million adjustment to the fair value of a put option liability related to a minority investment.

For the three months ended September 30, 2021, $18.3 million of acquisition expenses; and $0.5 million of adjustments to contingent consideration expense from previous acquisitions.

For the nine months ended September 30, 2021, $20.4 million of acquisition expenses; $8.4 million of adjustments to contingent consideration expense from previous acquisitions; a $1.1 million gain reduction to notes receivable that were converted into equity upon acquisition and consolidation of an entity; and a ($0.5) million gain on the sale of a cost method investment.

(3) Represents expenses associated with our accelerated technology investment.

(4) Net other consisted of the following adjustments:

For the three months ended September 30, 2022, a $3.8 million net loss from currency remeasurement of our foreign operations, loan fees and other.

For the nine months ended September 30, 2022, $28.4 million for certain legal and regulatory expenses; $6.5 million of deferred loan fees written off as a result of the prepayments on our debt; and a $6.8 million net loss from currency remeasurement of our foreign operations, loan fees and other.

For the three months ended September 30, 2021, $12.0 million for certain legal and regulatory expenses; and a $0.8 million net loss from currency remeasurement of our foreign operations, loan fees and other.

For the nine months ended September 30, 2021, a $(20.4) million net reduction in certain legal and regulatory expenses; and a ($0.5) net gain from currency remeasurement of our foreign operations, loan fees and other.

Non-GAAP Key Performance Indicators

Adjusted EBITDA

We define Adjusted EBITDA as net income (loss) attributable to TransUnion plus (less) loss (income) from discontinued operations, net of tax, plus net interest expense, plus (less) provision (benefit) for income taxes, plus depreciation and amortization, plus stock-based compensation, plus mergers, acquisitions, divestitures and business optimization-related expenses, including Neustar integration-related expenses, plus certain accelerated technology investment expenses to migrate to the cloud, plus (less) certain other expenses (income).

We present Adjusted EBITDA as a supplemental measure of our operating performance because it eliminates the impact of certain items that we do not consider indicative of our cash operations and ongoing operating performance. Adjusted EBITDA is also a measure frequently used by securities analysts, investors and other interested parties in their evaluation of the operating performance of companies similar to ours. Our board of directors and executive management team use Adjusted EBITDA as a compensation measure under our incentive compensation plan. Under the credit agreement governing our Senior Secured Credit Facility, our ability to engage in activities such as incurring additional indebtedness, making investments and paying dividends is tied to a ratio based on Adjusted EBITDA. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Debt.” Adjusted EBITDA does not reflect our capital expenditures, interest, income tax, depreciation, amortization, stock-based compensation and certain other income and expense. Other companies in our industry may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure. Because of these limitations, Adjusted EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. Adjusted EBITDA is not a measure of financial condition or profitability under GAAP and should not be considered as an alternative to cash flows from operating activities, as a measure of liquidity or as an alternative to operating income or net income as indicators of operating performance. We believe that the most directly comparable GAAP measure to Adjusted EBITDA is net income (loss) attributable to TransUnion. The table above provides a

reconciliation from net income (loss) attributable to TransUnion to consolidated Adjusted EBITDA for the three and nine months ended September 30, 2022 and 2021.

Revenue

For the three and nine months ended September 30, 2022, revenue increased $194.9 million, or 26.2%, and $637.3 million, or 29.4%, compared with the same periods in 2021, due primarily to an increase in revenue from our recent acquisitions of 27.5% and 26.4% in each respective period, improved, but slowing, macroeconomic conditions and revenue from new business wins and new product initiatives in some of our markets, partially offset by a decline in revenue in our mortgage line of business and our Consumer Interactive segment and a 2.4% and 1.5% decrease in revenue in each respective period due to the impact of foreign currencies on all of our international businesses.

Revenue by segment and a more detailed explanation of revenue within each segment are as follows:

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in millions)	2022	2021	$ Change	% Change	2022	2021	$ Change	% Change
U.S. Markets:								
Financial Services	$ 291.4	$ 277.6	$ 13.8	5.0 %	$ 869.1	$ 811.4	$ 57.7	7.1 %
Emerging Verticals	329.7	172.5	157.2	91.2 %	985.4	499.1	486.2	97.4 %
U.S. Markets gross revenue	$ 621.1	$ 450.1	$ 171.0	38.0 %	$ 1,854.4	$ 1,310.5	$ 543.9	41.5 %
International:								
Canada	$ 32.4	$ 30.6	$ 1.8	5.9 %	$ 96.2	$ 95.0	$ 1.2	1.3 %
Latin America	28.6	26.7	1.9	7.1 %	85.3	76.8	8.5	11.1 %
United Kingdom	48.5	54.6	(6.1)	(11.2)%	154.5	158.3	(3.8)	(2.4)%
Africa	15.5	15.1	0.4	2.8 %	45.9	44.0	1.9	4.3 %
India	44.4	34.5	9.9	28.7 %	129.8	96.4	33.4	34.6 %
Asia Pacific	19.8	16.5	3.3	20.0 %	55.7	46.2	9.5	20.5 %
International gross revenue	$ 189.2	$ 178.0	$ 11.2	6.3 %	$ 567.4	$ 516.7	$ 50.7	9.8 %
Consumer Interactive	$ 147.3	$ 135.0	$ 12.3	9.1 %	$ 444.3	$ 401.9	$ 42.4	10.5 %
Total gross revenue	$ 957.6	$ 763.1	$ 194.5	25.5 %	$ 2,866.1	$ 2,229.1	$ 637.0	28.6 %
Intersegment revenue eliminations:								
U.S. Markets	$ (17.6)	$ (17.7)	$ 0.1	0.8 %	$ (53.1)	$ (52.7)	$ (0.4)	(0.7)%
International	(1.5)	(1.5)	—	(2.2)%	(4.5)	(4.4)	(0.1)	(1.3)%
Consumer Interactive	(0.3)	(0.5)	0.2	43.7 %	(0.8)	(1.6)	0.8	48.9 %
Total intersegment revenue eliminations	$ (19.4)	$ (19.7)	$ 0.3	1.7 %	$ (58.4)	$ (58.7)	$ 0.3	0.6 %
Total revenue as reported	$ 938.2	$ 743.4	$ 194.9	26.2 %	$ 2,807.8	$ 2,170.4	$ 637.3	29.4 %

nm: not meaningful

As a result of displaying amounts in millions, rounding differences may exist in the table above.

U.S. Markets Segment

U.S. Markets revenue increased $171.0 million, or 38.0%, and $543.9 million, or 41.5%, for the three and nine months ended September 30, 2022, compared with the same periods in 2021, due primarily to an increase in revenue of 39.8% and 38.3% from our recent acquisitions in each respective period, partially offset by a 1.8% decrease in organic revenue in the three month period.

Financial Services: Revenue increased $13.8 million, or 5.0%, and $57.7 million, or 7.1%, for the three and nine months ended September 30, 2022, compared with the same periods in 2021. The increase in revenue is due primarily to an 8.6% and 5.7% increase from our recent acquisition of Argus in each respective period, and revenue from new product initiatives in our card and banking, consumer lending, and auto lines of business, partially offset by a decrease in revenue in our mortgage line of business as volumes declined throughout the three and nine month periods due to the significant increases in interest rates during these periods. We anticipate the decline in our mortgage line of business will continue for the foreseeable future as we expect interest rates will remain high and may even continue to rise.

Emerging Verticals: Revenue increased $157.2 million, or 91.2%, and $486.2 million, or 97.4%, for the three and nine months ended September 30, 2022, compared with the same period in 2021. The increase in revenue is due to an increase of 90.2% and 91.3% from our acquisition of Neustar in each respective period, and revenue from new product initiatives within our existing product portfolio, partially offset by softness in the tenant market.

International Segment

International revenue increased $11.2 million, or 6.3%, and $50.7 million, or 9.8%, for the three and nine months ended September 30, 2022, compared with the same period in 2021, due primarily to higher local currency revenue from increased volumes resulting from improved macroeconomic conditions that are slowing in the more developed regions, and revenue from new business wins and new product initiatives, partially offset by a decrease in revenue of 9.8% and 6.3% in each respective period from the impact of foreign currencies.

Canada: Revenue increased $1.8 million, or 5.9%, and $1.2 million, or 1.3%, for the three and nine months ended September 30, 2022, compared with the same period in 2021, due primarily to higher local currency revenue from new business wins and incremental revenue with current customers, partially offset by a decrease in revenue of 3.8% and 2.5% in each respective period from the impact of foreign currencies and revenue earned from a significant breach contract in the prior periods, primarily in the nine month period.

Latin America: Revenue increased $1.9 million, or 7.1%, and $8.5 million, or 11.1%, for the three and nine months ended September 30, 2022, compared with the same period in 2021, due primarily to higher local currency revenue from growth across our markets reflecting good local macroeconomic conditions and consumer fundamentals and ongoing new business wins and expansion of our new solutions, partially offset by a decrease of 6.2% and 3.7% in each respective period from the impact of foreign currencies.

United Kingdom: Revenue decreased $6.1 million, or 11.2%, and $3.8 million, or 2.4%, for the three and nine months ended September 30, 2022, respectively, compared with the same period in 2021. The decrease is primarily due to a 15.1% and 9.6% decrease in revenue from the impact of foreign currencies in each respective period and revenue earned from significant one-time contracts in the prior periods, partially offset by higher local currency revenue from growth in several key product offerings.

Africa: Revenue increased $0.4 million, or 2.8%, and $1.9 million, or 4.3%, for the three and nine months ended September 30, 2022, compared with the same period in 2021, due primarily to higher local currency revenue from meaningful new business wins and contract renewals as well as growth in emerging countries, partially offset by a decrease of 15.1% and 8.8% in each respective period from the impact of foreign currencies.

India: Revenue increased $9.9 million, or 28.7%, and $33.4 million, or 34.6%, for the three and nine months ended September 30, 2022, compared with the same period in 2021, due primarily to higher local currency revenue from growth in consumer lending and card issuance fueled by health consumers who continue to spend despite rising inflation partially offset by a decrease of 10.0% and 7.1% in each respective period from the impact of foreign currencies.

Asia Pacific: Revenue increased $3.3 million, or 20.0%, and $9.5 million, or 20.5%, for the three and nine months ended September 30, 2022, compared with the same period in 2021, due primarily to higher local currency revenue from increased volumes resulting from improved macroeconomic conditions, and new business wins, particularly in the Philippines, partially offset by a decrease of 3.6% and 3.0% in each respective period from the impact of foreign currencies.

Consumer Interactive Segment

Consumer Interactive revenue increased $12.3 million, or 9.1%, and $42.4 million, or 10.5%, for the three and nine months ended September 30, 2022, compared with the same period in 2021, due primarily to an increase of 18.3% and 17.6% from our recent acquisition of Sontiq in each respective period, partially offset by a decrease in revenue in both of our other channels, and primarily in our Direct channel as slowing macroeconomic conditions have significantly reduced consumer demand for our paid credit products.

Operating Expenses

Operating expenses for the three and nine months ended September 30, 2022 and 2021, were as follows:

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in millions)	2022	2021	$ Change	% Change	2022	2021	$ Change	% Change
Cost of services	$ 305.6	$ 243.1	$ 62.5	25.7 %	$ 911.7	$ 704.6	$ 207.1	29.4 %
Selling, general and administrative	333.6	239.6	94.0	39.2 %	1,020.1	658.5	361.6	54.9 %
Depreciation and amortization	129.6	90.9	38.6	42.5 %	389.0	273.6	115.3	42.2 %
Total operating expenses	$ 768.7	$ 573.7	$ 195.0	34.0 %	$2,320.8	$1,636.7	$ 684.1	41.8 %

As a result of displaying amounts in millions, rounding differences may exist in the table above.

Cost of Services

Cost of services increased $62.5 million and $207.1 million for the three and nine months ended September 30, 2022, compared with the same periods in 2021.

The increases were due primarily to:

- operating costs from our recent acquisitions in our U.S. Markets and Consumer Interactive segments;
- an increase in costs from our accelerated technology investment;
- an increase in organic product costs resulting from the increase in revenue in our U.S. Markets and International segments in the nine-month period; and
- an increase in labor costs, including an increase in stock-based compensation, primarily in our International segment, as we continue to invest in key strategic growth initiatives,

partially offset by:

- a decrease in incentive compensation due to lower financial performance; and
- the impact of foreign currencies on the expenses of our International segment.

Selling, General and Administrative

Selling, general and administrative expenses increased $94.0 million and $361.6 million for the three and nine months ended September 30, 2022, compared with the same period in 2021.

The increases were due primarily to:

- operating costs from our recent acquisitions in our U.S. Markets and Consumer Interactive segments;
- an increase for certain legal and regulatory expenses in the nine month period; and
- an increase in labor costs, as we continue to invest in key strategic growth initiatives,

partially offset by:

- a decrease in certain legal and regulatory expenses in the three month period;
- a decrease in incentive compensation due to lower financial performance;
- a decrease in contingent consideration expense in our U.S. Markets segment primarily in the nine month period; and
- a decrease in advertising expense, primarily in our Consumer Interactive segment;
- the impact of foreign currencies on the expenses of our International segment.

Depreciation and Amortization

Depreciation and amortization increased $38.6 million and $115.3 million for the three and nine months ended September 30, 2022, compared with the same period in 2021. These increases were due primarily to an increase in depreciation and amortization from our recent acquisitions of tangible and intangible assets.

Adjusted EBITDA and Adjusted EBITDA margin

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in millions)	2022	2021	$ Change	% Change	2022	2021	$ Change	% Change
Revenue:								
U.S. Markets gross revenue	$ 621.1	$ 450.1	$ 171.0	38.0 %	$1,854.4	$1,310.5	$ 543.9	41.5 %
International gross revenue	189.2	178.0	11.2	6.3 %	567.4	516.7	50.7	9.8 %
Consumer Interactive gross revenue	147.3	135.0	12.3	9.1 %	444.3	401.9	42.4	10.5 %
Total gross revenue	$ 957.6	$ 763.1	$ 194.5	25.5 %	2,866.1	2,229.1	637.0	28.6 %
Less: intersegment revenue eliminations	(19.4)	(19.7)	0.3	1.7 %	(58.4)	(58.7)	0.3	0.6 %
Total revenue as reported	$ 938.2	$ 743.4	$ 194.9	26.2 %	$2,807.8	$2,170.4	$ 637.3	29.4 %
Net income attributable to TransUnion	$ 79.2	$ 114.2	$ (35.0)	(30.7)%	$ 223.0	$ 369.7	$ (146.7)	(39.7)%
Net income attributable to TransUnion margin	8.4 %	15.4 %		(6.9)%	7.9 %	17.0 %		(9.1)%
Adjusted EBITDA[(1)]:								
U.S. Markets	$ 218.4	$ 185.7	$ 32.7	17.6 %	$ 669.5	$ 549.2	$ 120.3	21.9 %
International	83.9	77.7	6.1	7.9 %	246.9	221.3	25.6	11.6 %
Consumer Interactive	73.1	69.4	3.6	5.2 %	210.0	192.8	17.3	8.9 %
Corporate	(34.7)	(31.1)	(3.5)	(11.4)%	(101.2)	(88.7)	(12.4)	(14.0)%
Consolidated Adjusted EBITDA[(1)]	$ 340.7	$ 301.7	$ 39.0	12.9 %	$1,025.2	$ 874.5	$ 150.7	17.2 %
Adjusted EBITDA margin[(1)]:								
U.S. Markets	35.2 %	41.3 %		(6.1)%	36.1 %	41.9 %		(5.8)%
International	44.3 %	43.7 %		0.7 %	43.5 %	42.8 %		0.7 %
Consumer Interactive	49.6 %	51.4 %		(1.8)%	47.3 %	48.0 %		(0.7)%
Consolidated Adjusted EBITDA margin[(1)]	36.3 %	40.6 %		(4.3)%	36.5 %	40.3 %		(3.8)%

As a result of displaying amounts in millions, rounding differences may exist in the table above.

1. See the reconciliation of net income attributable to TransUnion to Consolidated Adjusted EBITDA in the "Key Performance Measures" section at the beginning of our discussion about our Results of Operations. Segment Adjusted EBITDA margins are calculated using segment gross revenue and segment Adjusted EBITDA. Consolidated Adjusted EBITDA margin is calculated using consolidated revenue and consolidated Adjusted EBITDA.

Consolidated Adjusted EBITDA increased $39.0 million and $150.7 million for the three and nine months ended September 30, 2022, compared to the same periods in 2021.

The increase was due primarily to:

- an increase in revenue from our recent acquisitions in our U.S. Markets and Consumer Interactive segments;
- organic revenue growth;
- a decrease in incentive compensation due to lower financial performance;
- a decrease in advertising expense, primarily in our Consumer Interactive segment; and
- the impact of foreign currencies on the expenses of our International segment;

partially offset by:

- the macroeconomic factors noted in the Macroeconomic and Industry Trends, Effects of Inflation, and Revenue sections above;
- an increase in operating costs from our recent acquisitions in our U.S. Markets and Consumer Interactive segments;
- an increase in product costs resulting from the increase in revenue in all of our segments;
- an increase in labor costs as we continue to invest in key strategic growth initiatives; and
- the impact of foreign currencies on the revenues of our International segment.

Adjusted EBITDA margin for the U.S. Markets segment decreased due primarily to the impact of the lower margin profile of the Neustar business, integration costs of VF, and an increase in product costs resulting from the increase in revenue, partially offset by an increase in revenue and improving market conditions in both of our verticals as well as revenue from our recent acquisitions.

Adjusted EBITDA margins for the International segment increased due primarily to an increase in local currency revenue and improving market conditions in some of our regions, partially offset by an increase in labor costs in the nine-month period, and the impact of foreign currencies in certain regions.

Adjusted EBITDA margin for the Consumer Interactive segment decreased due to a decrease in revenue in both our direct and indirect channels and integration costs of Sontiq, partially offset by a decrease in advertising costs.

Non-Operating Income and Expense

	Three Months Ended September 30,				Nine Months Ended September 30,			
(in millions)	2022	2021	$ Change	% Change	2022	2021	$ Change	% Change
Interest expense	$ (61.3)	$ (25.7)	$ (35.6)	(138.7)%	$ (163.4)	$ (77.1)	$ (86.3)	(112.0)%
Interest income	1.1	0.8	0.3	39.0 %	3.1	2.4	0.7	29.5 %
Earnings from equity method investments	3.5	2.9	0.7	23.3 %	9.7	8.6	1.1	12.7 %
Other income and expense, net:								
Acquisition fees	(3.4)	(18.3)	14.9	nm	(21.4)	(20.4)	(1.0)	nm
Loan fees	(0.4)	(0.4)	—	nm	(7.7)	(1.6)	(6.1)	nm
Other income (expense), net	1.8	(0.1)	1.9	nm	8.9	5.1	3.8	nm
Total other income and expense, net	(2.0)	(18.7)	16.7	nm	(20.2)	(16.9)	(3.3)	(19.6)%
Non-operating income and expense	$ (58.7)	$ (40.7)	$ (17.9)	(43.9)%	$ (170.9)	$ (83.0)	$ (87.9)	(105.8)%

nm: not meaningful

As a result of displaying amounts in millions, rounding differences may exist in the table above.

For the three and nine months ended September 30, 2022, interest expense increased $35.6 million and $86.3 million compared with the same periods in 2021. This increase was due to additional borrowings of $3,100.0 million under our Senior Secured Credit Facility to fund the acquisition of Neustar on December 1, 2021, and the impact of an increase in the average interest rate.

Acquisition fees represent costs we have incurred in each period for various acquisition-related efforts.

For the nine months ended September 30, 2022, loan fees include $6.5 million of our unamortized original issue discount and deferred financing fees written off as a result of the $400.0 million prepayment of our Senior Secured Term Loan.

Other income (expense), net includes currency remeasurement gains and losses, dividends received from cost method investments, gains and losses on cost method investments, if any, and other miscellaneous non-operating income and expense items.

Provision for Income Taxes

For the three months ended September 30, 2022, we reported an effective tax rate of 27.6%, which was higher than the 21.0% U.S. federal statutory rate due primarily to increases in valuation allowances, nondeductible expenses in connection with executive compensation limitations, non-U.S. return-to-provision adjustments and other rate-impacting items, partially offset by benefits from foreign rate differential that includes the cumulative effect of a legal entity restructuring implemented in the third quarter and the research and development credit.

For the nine months ended September 30, 2022, we reported an effective tax rate of 26.6%, which was higher than the 21.0% U.S. federal statutory rate due primarily to nondeductible expenses in connection with certain legal and regulatory matters and executive compensation limitations, increases in valuation allowances and other rate-impacting items, partially offset by excess tax benefits on stock-based compensation, benefits from the research and development credit, and benefits from foreign rate differential that includes the cumulative effect of a legal entity restructuring implemented in the third quarter.

For the three months ended September 30, 2021, we reported an effective tax rate of 25.1%, which was higher than the 21.0% U.S. federal statutory rate due primarily to various foreign, federal and state taxes, partially offset by excess tax benefits on stock-based compensation.

For the nine months ended September 30, 2021, we reported an effective tax rate of 25.4%, which was higher than the 21.0% U.S. federal statutory rate due primarily to recording tax expense related to the remeasurement of our U.K. deferred taxes to reflect an increase in the U.K. corporate income tax rate enacted in the second quarter 2021, partially offset by discrete tax benefit related to electing the GILTI high-tax exclusion retroactively for the 2018 and 2019 tax years and excess tax benefits on stock-based compensation.

Significant Changes in Assets and Liabilities

Total cash decreased by $1,243.2 million from December 31, 2021 to September 30, 2022 due primarily to cash paid for acquisitions, prepayments made on our debt, payments for taxes due on the gain on the divestiture of our Healthcare business, as well as normal recurring incentive compensation payments that occur in the first quarter annually. For further information, refer to the Liquidity and Capital Resources section directly below.

The reduction in other intangibles, net of accumulated amortization, as of September 30, 2022, compared with December 31, 2021, is due primarily to the 2022 amortization expense and a decrease due to the cumulative translation adjustment of our foreign entities long-lived assets resulting from changes to foreign exchange rates between periods, partially offset by the addition of the preliminary fair value estimate of intangible assets from our recent acquisition of Argus and expenditures for the development of internal use software.

The reduction in goodwill as of September 30, 2022, compared with December 31, 2021, is due primarily to translation adjustments of our foreign entities goodwill resulting from changes to foreign exchange rates between periods, partially offset by the addition of the preliminary estimate of goodwill from our recent acquisition. See Part I, Item 1, Note 1, “Significant Accounting and Reporting Policies,” and Note 2, “Acquisitions,” for additional information about the impact of foreign exchange rates and the preliminary estimates of the fair value of the intangible assets and goodwill from our recent acquisition. The offset to the translation adjustments are included in accumulated other comprehensive loss on our balance sheet.

The decrease in current liabilities is due primarily to taxes due on the gain on the sale of our Healthcare business that were paid in the second quarter of 2022 and the payment of accrued bonuses during the first quarter of 2022 that were earned in 2021, partially offset by an increase in our estimated liabilities for certain legal and regulatory expenses. See Part I, Item 1, Note 8, “Other Current Liabilities” for further information.

Total debt decreased from December 31, 2021 to September 30, 2022 primarily due to our prepayment of $400.0 million of our Senior Secured Term Loans. See Part I, Item 1, Note 10, “Debt” for additional information.

Liquidity and Capital Resources

Overview

Our principal sources of liquidity are cash flows provided by operating activities, cash and cash equivalents on hand, and our senior secured revolving line of credit. Our principal uses of liquidity are working capital, capital expenditures, debt service and other capital structure obligations, business acquisitions, and other general corporate purposes. We believe our cash on hand, cash generated from operations, and funds available under the senior secured revolving line of credit will be sufficient to fund our planned capital expenditures, debt service and other capital structure obligations, business acquisitions and operating needs for the foreseeable future. Our ability to maintain adequate liquidity for our operations in the future is dependent upon a number of factors, including our revenue, macroeconomic conditions, our ability to contain costs, including capital expenditures, and to collect accounts receivable, and various other factors, many of which are beyond our control. We will continue to monitor our liquidity position and may elect to raise funds through debt or equity financing in the future to fund operations, significant investments or acquisitions that are consistent with our growth strategy.

Cash and cash equivalents totaled $596.1 million and $1,842.4 million at September 30, 2022, and December 31, 2021, respectively, of which $276.6 million and $205.0 million was held outside the United States in each respective period. As of September 30, 2022, we had no outstanding balance under the Senior Secured Revolving Credit Facility and $0.1 million of outstanding letters of credit, and could have borrowed up to the remaining $299.9 million available.

We also have the ability to request incremental loans on the same terms under the Senior Secured Credit Facility up to the sum of the greater of $1,000.0 million and 100% of Consolidated EBITDA, minus any amounts of secured indebtedness previously issued under this provision, and may incur additional incremental loans so long as the senior secured net leverage ratio does not exceed 4.25-to-1, subject to certain additional conditions and commitments by existing or new lenders to fund any additional borrowings.

With certain exceptions, the Senior Secured Credit Facility obligations are secured by a first-priority security interest in substantially all of the assets of Trans Union LLC, including its investments in subsidiaries. The Senior Secured Credit Facility contains various restrictions and nonfinancial covenants, along with a senior secured net leverage ratio test. The nonfinancial covenants include restrictions on dividends, investments, dispositions, future borrowings and other specified payments, as well as additional reporting and disclosure requirements. The senior secured net leverage test must be met as a condition to incur additional indebtedness, make certain investments, and may be required to make certain restricted payments. The senior secured net leverage ratio must not exceed 5.5-to-1 at any such measurement date.

For the nine months ended September 30, 2022, we prepaid $400 million of our Senior Secured Term Loans, compared to $85.0 million for the nine months ended September 30, 2021. Both payments were made in the first quarter of each respective year and funded from our cash on hand. The remaining balance at September 30, 2022 in cash and cash equivalents is consistent with our short-term cash needs and investment objectives.

On April 8, 2022, we completed our acquisition of VF and paid $508.0 million, which was funded with cash on hand. For additional information on this transaction, see Part I, Item 1, “Notes to Unaudited Consolidated Financial Statements,” Note 2, “Business Acquisitions” and Note 3, “Discontinued Operations.”

In April 2022, we paid $355 million of taxes due on the gain on the divestiture of our Healthcare business funded with cash on hand.

Each year, the Company may be required to make additional principal payments on the Senior Secured Term Loan B based on excess cash flows of the prior year, as defined in the loan agreement. There were no excess cash flows for 2021 and therefore no additional payment was required in 2022. Additional payments based on excess cash flows could be due in future years. See Part I, Item 1, “Notes to Unaudited Consolidated Financial Statements,” Note 10, “Debt,” for additional information about our debt.

On February 13, 2018, we announced that our board of directors approved a dividend policy pursuant to which we intend to pay quarterly cash dividends on our common stock. In the first and second quarter of 2022 we paid dividends of $0.095 per share and in the third quarter of 2022 we paid dividends of $0.105 per share, totaling $18.3 million, $18.3 million, and $20.2 million, in each respective quarter. Dividends declared accrue to outstanding restricted stock units and are paid to employees as dividend equivalents when the restricted stock units vest.. While we currently expect to continue to pay quarterly dividends, any determination to pay dividends in the future will be at the discretion of our board of directors and will depend on a number of factors, including our liquidity, results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors that our board of directors deems appropriate. We currently have capacity and intend to continue to pay a quarterly dividend, subject to approval by our board.

During the first quarter of 2022, 0.9 million outstanding employee restricted stock units vested and became taxable to the employees. Employees satisfy their payroll tax withholding obligations in a net share settlement arrangement. During the first quarter of 2022, we remitted cash to the respective governmental agencies equivalent to the value of the shares employees used to satisfy their withholding obligations of $28.7 million. We expect a similar cash obligation during the first quarter of 2023.

On February 13, 2017, our board of directors authorized the repurchase of up to $300.0 million of our common stock over the next 3 years. Our board of directors removed the three-year time limitation on February 8, 2018. To date, we have repurchased $133.5 million of our common stock and have the ability to repurchase the remaining $166.5 million.

We have no obligation to repurchase additional shares. Any determination to repurchase additional shares will be at the discretion of management and will depend on a number of factors, including our liquidity, results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law, market conditions, the cost of repurchasing shares, the availability of alternative investment opportunities and other factors management deems appropriate. Any repurchased shares will have the status of treasury shares and may be used, if and when needed, for general corporate purposes.

Sources and Uses of Cash

	Nine Months Ended September 30,		
(in millions)	2022	2021	Change
Cash provided by operating activities of continuing operations	$ 70.8	$ 603.2	$ (532.4)
Cash used in investing activities of continuing operations	(734.7)	(216.7)	(518.0)
Cash used in financing activities of continuing operations	(563.9)	(231.5)	(332.4)
Cash flows of discontinued operations and effect of exchange rate changes on cash and cash equivalents	(15.4)	60.9	(76.3)
Net change in cash and cash equivalents	$ (1,243.2)	$ 215.9	$ (1,459.1)

Operating Activities

The decrease in cash provided by operating activities of continuing operations was due primarily to payments for taxes due on the gain on the divestiture of our Healthcare business made in the second quarter, an increase in cash used to pay accrued incentive and other compensation in the first quarter of 2022 compared to the first quarter of 2021, and an increase in interest expense payments for the nine month period.

Investing Activities

The increase in cash used in investing activities of continuing operations was due primarily to payments made for the acquisition of VF and an increase in capital expenditures.

Financing Activities

The increase in cash used in financing activities of continuing operations was due primarily to an increase in debt prepayments.

Capital Expenditures

We make capital expenditures to grow our business by developing new and enhanced capabilities, to increase the effectiveness and efficiency of the organization and to reduce risks. We make capital expenditures for product development, disaster recovery, security enhancements, regulatory compliance, and the replacement and upgrade of existing equipment at the end of its useful life.

Cash paid for capital expenditures increased $43.8 million, from $148.7 million for the nine months ended September 30, 2021, to $192.5 million for the nine months ended September 30, 2022.

Debt

Hedges

On December 23, 2021, we entered into new interest rate swap agreements with various counterparties that effectively fix our LIBOR exposure on a portion of our Senior Secured Term Loan or similar replacement debt. The new swaps commenced on December 31, 2021, and expire on December 31, 2026, with a current aggregate notional amount of $1,588.0 million that amortizes each quarter. The agreement requires TransUnion to pay fixed rates varying between 1.4280% and 1.4360% in exchange for receiving a variable rate that matches the variable rate on our loans. We have designated these swap agreements as cash flow hedges.

On March 10, 2020, we entered into two tranches of interest rate swap agreements with various counterparties that effectively fix our LIBOR exposure on a portion of our Senior Secured Term Loans or similar replacement debt. The first swap commenced on June 30, 2020, and expired on June 30, 2022. The first swap required TransUnion to pay fixed rates varying between 0.5200% and 0.5295% in exchange for receiving a variable rate that matches the variable rate on our loans. The second swap commenced on June 30, 2022, and expires on June 30, 2025, with an initial aggregate notional amount of $1,105.0 million that amortizes each quarter after it commences. The second swap requires TransUnion to pay fixed rates varying between 0.9125% and 0.9280% in exchange for receiving a variable rate that matches the variable rate on our loans. We have designated these swap agreements as cash flow hedges.

On December 17, 2018, we entered into interest rate swap agreements with various counterparties that effectively fix our LIBOR exposure on a portion of our Senior Secured Term Loans or similar replacement debt. The current aggregate notional amount under these agreements is $1,375.0 million, decreasing each quarter until the second agreement terminates on December 30, 2022. The agreements require TransUnion to pay fixed rates currently fixed at 2.702% and 2.706% in exchange for receiving a variable rate that matches the variable rate on our loans. We have designated these swap agreements as cash flow hedges.

Effect of Certain Debt Covenants

A breach of any of the covenants under the agreements governing our debt could limit our ability to borrow funds under the Senior Secured Revolving Credit Facility and could result in a default under the Senior Secured Credit Facility. Upon the occurrence of an event of default under the Senior Secured Credit Facility, the lenders could elect to declare all amounts then outstanding to be immediately due and payable, and the lenders could terminate all commitments to extend further credit. If we were unable to repay the amounts declared due, the lenders could proceed against any collateral granted to them to secure that indebtedness.

With certain exceptions, the Senior Secured Credit Facility obligations are secured by a first-priority security interest in substantially all of the assets of Trans Union LLC, including its investment in subsidiaries. The Senior Secured Credit Facility contains various restrictions and nonfinancial covenants, along with a senior secured net leverage ratio test. The nonfinancial covenants include restrictions on dividends, investments, dispositions, future borrowings and other specified payments, as well as additional reporting and disclosure requirements. The senior secured net leverage test must be met as a condition to incur additional indebtedness, make certain investments, and may be required to make certain restricted payments. The senior secured net leverage ratio must not exceed 5.5-to-1 at any such measurement date. Under the terms of the Senior Secured Credit Facility, TransUnion may make dividend payments up to the greater of $100 million or 10.0% of Consolidated EBITDA per year, or an unlimited amount provided that no default or event of default exists and so long as the total net leverage ratio does not exceed 4.75-to-1. As of September 30, 2022, we were in compliance with all debt covenants.

For additional information about our debt and hedge, see Part I, Item 1, “Notes to Unaudited Consolidated Financial Statements,” Note 10, “Debt.”

Recent Accounting Pronouncements

See Part I, Item 1, “Notes to Unaudited Consolidated Financial Statements,” Note 1, “Significant Accounting and Reporting Policies,” for information about recent accounting pronouncements and the impact on our consolidated financial statements.

Critical Accounting Estimates

We prepare our consolidated financial statements in conformity with generally accepted accounting principles (“GAAP”). The notes to our consolidated financial statements include disclosures about our significant accounting policies. These accounting policies require us to make certain judgments and estimates in reporting our operating results and our assets and liabilities. See Part II, Item 7, “Application of Critical Accounting Estimates” and Part II, Item 8, Note 1, “Significant Accounting and Reporting Policies” of our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Securities and Exchange Commission on February 22, 2022, for additional information about our critical accounting estimates.

Cautionary Notice Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current beliefs and expectations of TransUnion's management and are subject to significant risks and uncertainties. Actual results may differ materially from those described in the forward-looking statements. Any statements made in this report that are not statements of historical fact, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include information concerning possible or assumed future results of operations, including descriptions of our business plans and strategies. These statements often include words such as "anticipate," "expect," "guidance," "suggest," "plan," "believe," "intend," "estimate," "target," "project," "should," "could," "would," "may," "will," "forecast," "outlook," "potential," "continues," "seeks," "predicts," or the negatives of these words and other similar expressions.

Factors that could cause actual results to differ materially from those described in the forward-looking statements, or that could materially affect our financial results or such forward-looking statements include:

- macroeconomic effects including the impact of inflation, and industry trends and adverse developments in the debt, consumer credit and financial services markets;
- the effects of the COVID-19 pandemic, including the prevalence and severity of the variants;
- the war in Ukraine and escalating geopolitical tensions as a result of Russia's invasion of Ukraine;
- our ability to provide competitive services and prices;
- our ability to retain or renew existing agreements with large or long-term customers;
- our ability to maintain the security and integrity of our data;
- our ability to deliver services timely without interruption;
- our ability to maintain our access to data sources;
- government regulation and changes in the regulatory environment;
- litigation or regulatory proceedings;
- regulatory oversight of "critical activities";
- our ability to effectively manage our costs;
- economic and political stability in the United States and international markets where we operate;
- our ability to effectively develop and maintain strategic alliances and joint ventures;
- our ability to timely develop new services and the market's willingness to adopt our new services;
- our ability to manage and expand our operations and keep up with rapidly changing technologies;
- our ability to acquire businesses, successfully secure financing for our acquisitions, timely consummate our acquisitions, successfully integrate the operations of our acquisitions, control the costs of integrating our acquisitions and realize the intended benefits of such acquisitions;
- our ability to protect and enforce our intellectual property, trade secrets and other forms of unpatented intellectual property;
- our ability to defend our intellectual property from infringement claims by third parties;
- the ability of our outside service providers and key vendors to fulfill their obligations to us;
- further consolidation in our end-customer markets;
- the increased availability of free or inexpensive consumer information;
- losses against which we do not insure;
- our ability to make timely payments of principal and interest on our indebtedness;
- our ability to satisfy covenants in the agreements governing our indebtedness;
- our ability to maintain our liquidity;
- share repurchase plans; and
- our reliance on key management personnel.

There may be other factors, many of which are beyond our control, that may cause our actual results to differ materially from the forward-looking statements, including factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2021, and any subsequent Quarterly Report on Form 10-Q or Current Report on Form 8-K filed with the Securities and Exchange Commission, and in this report under the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report. You should evaluate all forward-looking statements made in this report in the context of these risks and uncertainties.

The forward-looking statements contained in this report speak only as of the date of this report. We undertake no obligation to publicly release the result of any revisions to these forward-looking statements to reflect the impact of events or circumstances that may arise after the date of this report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no other material changes from the quantitative and qualitative disclosures about market risk included in our Annual Report on Form 10-K for the year ended December 31, 2021.

In the normal course of business we are exposed to market risk, primarily from changes in variable interest rates and foreign currency exchange rates, which could impact our results of operations and financial position. We manage the exposure to this market risk through our regular operating and financing activities. We may use derivative financial instruments, such as foreign currency and interest rate hedges, but only as a risk management tool and not for speculative or trading purposes.

Interest Rate Risk

Our Senior Secured Credit Facility consists of Senior Secured Term Loans and a $300.0 million Senior Secured Revolving Credit Facility. Interest rates on these borrowings are based, at our election, on LIBOR or an alternate base rate, subject to floors, plus applicable margins based on applicable net leverage ratios. We currently have several interest rate hedge instruments that effectively fixes our LIBOR exposure on approximately 68% of our outstanding debt. Based on the amount of unhedged outstanding variable-rate debt, we have a material exposure to interest rate risk. In the future our exposure to interest rate risk may change due to changes in the amount borrowed, changes in interest rates, or changes in the amount we have hedged. The amount of our outstanding debt, and the ratio of fixed-rate debt to variable-rate debt, can be expected to vary as a result of future business requirements, market conditions or other factors.

See Part I, Item 1, “Notes to Unaudited Consolidated Financial Statements,” Note 10, “Debt,” for additional information about interest rates on our debt.

Foreign Currency Exchange Rate Risk

A substantial majority of our revenue, expense and capital expenditure activities are transacted in U.S. dollars. However, we transact business in a number of foreign currencies, including British pounds sterling, the South African rand, the Canadian dollar, the Indian rupee, the Colombian peso and the Brazilian real. In reporting the results of our foreign operations, we benefit from a weaker U.S. dollar and are adversely affected by a stronger U.S. dollar relative to the foreign currencies.

We are required to translate the assets and liabilities of our foreign subsidiaries that are measured in foreign currencies at the applicable period-end exchange rate in our consolidated balance sheets. We are required to translate revenue and expenses at the average exchange rates prevailing during the year in our consolidated statements of income. The resulting translation adjustment is included in other comprehensive income, as a component of stockholders’ equity. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in other income and expense as incurred.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. The term “disclosure controls and procedures” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms.

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Controls over Financial Reporting

During the quarter covered by this report, there have been no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

General

Refer to Part I, Item 3, “Legal Proceedings,” of our Annual Report on Form 10-K for the year ended December 31, 2021, and Part II, Item 1, “Legal Proceedings” of all subsequently filed Quarterly Reports on Form 10-Q, including this Quarterly Report, and Part I, Item 1, Note 16 “Contingencies,” of this Quarterly Report for a full description of our material pending legal and regulatory matters.

ITEM 1A. RISK FACTORS

The following discussion supplements the discussion of risk factors affecting the Company as set forth in Part I, Item 1A "Risk Factors” included in our Annual Report on Form 10-K for the year ended December 31, 2021, and any subsequently filed Quarterly Reports on Form 10-Q, as well as the factors identified under “Cautionary Statement Regarding Forward-Looking Statements” at the end of Part I, Item 2 of this Quarterly Report on Form 10-Q, which could materially affect our business, financial condition or future results. The risks described in these reports are not the only risks facing TransUnion. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition, and operating results.

Risks Related to Laws, Regulations and Government Oversight:

The Consumer Financial Protection Bureau has supervisory and examination authority over our business and may initiate enforcement actions and litigation with regard to our compliance with federal consumer protection laws, which could have a material adverse effect on our business, results of operations and financial condition.

The CFPB has broad authority over our business. This includes authority to issue regulations under federal consumer financial protection laws, such as under FCRA and other laws applicable to us and our financial customers. The CFPB is authorized to prevent “unfair, deceptive or abusive acts or practices” through its regulatory, supervisory and enforcement authority.

In 2012, credit reporting companies like us became subject to a federal supervision program for the first time under the CFPB’s authority to supervise and examine certain non-depository institutions that are “larger participants” of the consumer credit reporting market. The CFPB conducts examinations and investigations, and may issue subpoenas and bring civil actions in federal court for violations of the federal consumer financial laws including FCRA. In these proceedings, the CFPB can seek relief that includes: rescission or reformation of contracts, restitution, disgorgement of profits, payment of damages, limits on activities and civil money penalties of up to $1.0 million per day for knowing violations. The CFPB conducts periodic examinations of us and the consumer credit reporting industry, which could result in new regulations or enforcement actions or proceedings. Actions by the CFPB could result in requirements to alter or cease offering affected products and services, making them less attractive and restricting our ability to offer them.

For example, in January 2017, as part of an agreed settlement with the CFPB, we agreed among other things, to implement certain practice changes in the way we advertise, market and sell products and services offered directly to consumers. In June 2021, we received a Notice and Opportunity to Respond and Advise (“NORA”) letter from the CFPB, informing us that the CFPB’s Enforcement Division was considering whether to recommend that the CFPB take legal action against us and certain of our executive officers. The NORA letter alleged that we failed to comply with and timely implement the Consent Order issued by the CFPB in January 2017 (the “Consent Order”), and further alleged additional violations related to Consumer Interactive Inc.’s marketing practices. On September 27, 2021, the Enforcement Division advised us that it had obtained authority to pursue an enforcement action. On April 12, 2022, after failed settlement negotiations with the CFPB related to the matter, the CFPB filed a lawsuit against us and our former President of Consumer Interactive in the United States District Court for the Northern District of Illinois alleging that we violated the Consent Order, engaged in deceptive acts and practices in marketing TransUnion Credit Monitoring, provided substantial assistance to TransUnion Interactive, Inc. in violating the Consent Order and the law, failed to obtain signed written authorizations from consumers before debiting their bank accounts for the TransUnion Credit Monitoring product and illegally diverted consumers from their free annual file disclosure into paid subscription products. We continue to believe that our marketing practices are lawful and appropriate and that we have been, and remain, in compliance with the Consent Order, and we will vigorously defend against allegations to the contrary in such proceedings. On July 8, 2022, the TU Entities and Mr. Danaher each filed a motion to dismiss the lawsuit. As of September 30, 2022, we have an accrual of $56.0 million recorded in connection with this matter and there is a reasonable possibility that a loss in excess of the amount accrued may be incurred, and such an outcome could have a material adverse effect on our results of operations and financial condition, however, any possible loss or range of loss in excess of the amount accrued is not reasonably estimable at this time. In addition, we will incur increased costs litigating this matter. See Part I, Item 1, Notes to Unaudited Consolidated Financial Statements, Note 16, “Contingencies,” for information regarding our legal proceedings.

Additionally, in March 2022, we received a NORA from the CFPB informing us that the CFPB's Enforcement Division is considering whether to recommend that the CFPB take legal action against us related to our tenant and employment screening business, TransUnion Rental Screening Solutions, Inc. ("TURSS"). The NORA letter alleges that Trans Union LLC and TURRS violated the Fair Credit Reporting Act by failing to (i) follow reasonable procedures to assure maximum possible accuracy of information in consumer reports and (ii) disclose to consumers the sources of such information. We believe that our acts and practices are lawful and we intend to vigorously defend against any allegations to the contrary. In August 2022, the TU Entities received a NORA letter from the CFPB, informing us that the CFPB's Enforcement Division is considering whether to recommend that the CFPB take legal action against us in connection with potential violations of law in connection with the placement and lifting of security freezes resulting from certain system issues. We have corrected associated system issues and have processes in place to monitor and address issues going forward. Should the CFPB commence an action against us in connection with either of these matters, it may seek restitution, disgorgement, civil monetary penalties, injunctive relief or other corrective action. We cannot provide assurance that the CFPB will not ultimately commence a legal action against us in either of these matters, nor are we able to predict the likely outcome of any such action.

Recently, the consumer reporting industry has been subject to heightened scrutiny. Based in part on public comments by CFPB officials, we believe that this trend is likely to continue and could result in more regulatory and legislative scrutiny of the practices of our industry and additional regulatory enforcement actions and litigation, which could adversely affect the Company's business and results of operations.

Our compliance costs and legal and regulatory exposure could increase materially if we are targeted by the CFPB for additional enforcement actions, or if the CFPB or other regulators enact new regulations, change regulations that were previously adopted, modify through supervision or enforcement past regulatory guidance, or interpret existing regulations in a manner different or stricter than have been previously interpreted. For example, the CFPB recently issued guidance that indicates increased focus on consumer reporting agencies' compliance with the accuracy and dispute obligations under the FCRA with respect to rental information. Although we have committed resources to enhancing our risk and compliance programs, actions by the CFPB or other regulators against us or our current or former executives could result in increased operating costs, reputational harm, payment of damages and civil monetary penalties, injunctive relief and/or restitution, any of which could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to Our Business

Our revenues are concentrated in the U.S. financial services and consumer credit industries. When these industries or the broader financial markets experience a downturn, demand for our services and revenues may be adversely affected.

Our largest customers, and therefore our business and revenues, are influenced by macroeconomic conditions and are impacted by the availability of credit, the level and volatility of interest rates, inflation, employment levels, consumer confidence and housing demand. In addition, a significant amount of our revenues are concentrated among certain customers, industries, product offerings and in distinct geographic regions, primarily in the United States. Our year-to-date revenue in our U.S. Markets Financial Services vertical and in our Consumer Interactive segment accounted for approximately 30% and 16% of consolidated gross revenues, respectively. If businesses in these industries experience economic hardship, we cannot assure you that we will be able to generate future revenue growth. Our customer base suffers when financial markets experience volatility, liquidity issues and disruption, which has occurred in the past and which could reoccur, and the potential for increased and continuing disruptions going forward, present considerable risks to our business and revenue. Changes in the macroeconomic environment have resulted, and may continue to result in, fluctuations in volumes, pricing and operating margins for our services. In addition, if consumer demand for financial services and products and the number of credit applications decrease, the demand for our services could also be materially reduced. Over the last several months, high inflation levels have had a significant negative impact on our business by decreasing demand for credit due to slower consumer spending on non-essential goods and services and due to the Federal Reserve raising interest rates to combat inflation. Continued inflation and interest rate increases could further materially impact our business. These types of disruptions could lead to a decline in the volumes of services we provide our customers and could negatively impact our revenue and results of operations.

Our stock price has recently been volatile and has declined, and may continue to be volatile or decline, regardless of our operating performance.

Our stock price has recently been volatile and has declined due to a number of factors, including the deteriorating macroeconomic environment, changing expectations about our future revenue and operating results, and softening of the forward-looking guidance we have provided. The financial markets have at various times experienced significant price and volume fluctuations that have impacted the stock prices of many companies in the broader markets and in our industry in particular. These broad market and industry-specific fluctuations, as well as deteriorating macroeconomic conditions, could have a material adverse effect on our results of operations, financial condition and stock price. The determination of the fair value of each reporting unit is based on various assumptions and valuation techniques including consideration of the sum of the fair value of each reporting unit compared to the Company's overall market capitalization. Such assumptions are inherently

uncertain, and a change in assumptions, or a change in our market capitalization, could result in an impairment for one or more of our reporting units.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Recent Sales of Unregistered Securities

Not applicable.

(b) Use of Proceeds

Not applicable.

(c) Issuer Purchases of Equity Securities

	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value, in millions, of Shares that May Yet Be Purchased Under the Plans or Programs[(1)]
July 1 to July 31	296,652	$ 98.36	—	$ 166.5
August 1 to August 31	2,456	77.79	—	$ 166.5
September 1 to September 30	11,025	60.38	—	$ 166.5
Total	310,133		—	

Shares shown in column (a) above consist of shares that were repurchased from employees for withholding taxes on options exercised and restricted stock units vesting pursuant to the terms of the Company's equity compensation plans and net settled.

(1) On February 13, 2017, our board of directors authorized the repurchase of up to $300.0 million of common stock over the next three years. On February 8, 2018, our board of directors removed the three-year time limitation. Prior to the second quarter of 2018, we had purchased approximately $133.5 million of common stock under the program and may purchase up to an additional $166.5 million. Additional repurchases may be made from time to time at management's discretion at prices management considers to be attractive through open market purchases or through privately negotiated transactions, subject to availability. Open market purchases will be conducted in accordance with the limitations set forth in Rule 10b-18 of the Exchange Act and other applicable legal requirements.

ITEM 6. EXHIBITS

3.1	Third Amended and Restated Certificate of Incorporation of TransUnion (Incorporated by reference to Exhibit 3.1.2 to TransUnion's Current Report on Form 8-K filed May 18, 2020).
3.2	Third Amended and Restated Bylaws of TransUnion amended as of May 12, 2020 (Incorporated by reference to Exhibit 3.2 to TransUnion's Current Report on Form 8-K filed May 18, 2020).
31.1**	TransUnion Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	TransUnion Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32**	TransUnion Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.SCH**	XBRL Taxonomy Extension Schema Document.
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.
104	The cover page from this Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, formatted in Inline XBRL (included with Exhibit 101 attachments).

** Filed or furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TransUnion

October 25, 2022 By /s/ Todd M. Cello

Todd M. Cello

Executive Vice President, Chief Financial Officer

(Principal Financial Officer)

October 25, 2022 By /s/ Jennifer A. Williams

Jennifer A. Williams

Senior Vice President, Chief Accounting Officer
(Principal Accounting Officer)