

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 8-K

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

May 4, 2023
Date of Report (date of earliest event reported)

DROPBOX, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38434
(Commission File Number)

26-0138832
(I. R. S. Employer Identification No.)

1800 Owens St.
San Francisco, California 94158
(Address of principal executive offices)
(415) 857-6800

(Registrant's telephone number, including area code)

N/A

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
Class A Common Stock, par value \$0.00001 per share	DBX	The NASDAQ Stock Market LLC (Nasdaq Global Select Market)

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 – Results of Operations and Financial Condition

On May 4, 2023, Dropbox, Inc. (“Dropbox” or the “Company”) issued a press release and will hold a conference call announcing its financial results for the quarter ended March 31, 2023. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein.

Item 7.01 – Regulation FD Disclosure

On May 4, 2023, Dropbox posted supplemental investor materials on its investors.dropbox.com website. Dropbox intends to use its investors.dropbox.com website as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD.

The information in this current report on Form 8-K and the exhibits attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release entitled "Dropbox Announces Fiscal 2023 First Quarter Results" dated May 4, 2023

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 hereunto duly authorized.

Dated: May 4, 2023

Dropbox, Inc.

/s/ Timothy J. Regan

Timothy J. Regan

Chief Financial Officer

Dropbox Announces Fiscal 2023 First Quarter Results

First Quarter Revenue of \$611.1 Million, up 8.7% year-over-year; on a constant currency basis, up 11.6% year-over-year
Net Cash Provided by Operating Activities of \$139.9 Million and Free Cash Flow of \$138.0 Million

SAN FRANCISCO, Calif. - May 4, 2023 - Dropbox, Inc. (NASDAQ: DBX), today announced financial results for its first quarter ended March 31, 2023.

"We're pleased with our financial results in Q1, beating our guidance across all metrics," said Dropbox Co-Founder and Chief Executive Officer Drew Houston. "While the economic backdrop remains tough for our existing businesses, the AI era of computing has arrived and we see a huge opportunity to apply AI/ML to our products to transform knowledge work. I'm committed to ensuring Dropbox is at the forefront of this era and excited to bring more AI-powered products to market for our customers."

First Quarter Fiscal 2023 Results

- Total revenue was \$611.1 million, an increase of 8.7% from the same period last year. On a constant currency basis, year-over-year growth would have been 11.6%.⁽¹⁾
- Total ARR ended at \$2.468 billion, an increase of 7.8% from the same period last year. On a constant currency basis, Total ARR grew \$37.5 million quarter-over-quarter, and year-over-year growth would have been 11.6%.⁽²⁾
- Paying users ended at 17.90 million, as compared to 17.09 million for the same period last year. Average revenue per paying user was \$138.97, as compared to \$134.63 for the same period last year.
- GAAP gross margin was 80.9%, as compared to 79.9% for the same period last year. Non-GAAP gross margin was 82.4%, as compared to 81.3% for the same period last year.
- GAAP operating margin was 13.8%, as compared to 15.9% for the same period last year. Non-GAAP operating margin was 28.6%, as compared to 30.3% for the same period last year.
- GAAP net income was \$69.0 million, as compared to \$79.7 million for the same period last year. Non-GAAP net income was \$146.1 million, as compared to \$141.5 million for the same period last year.
- Net cash provided by operating activities was \$139.9 million, as compared to \$141.4 million for the same period last year. Free cash flow was \$138.0 million, as compared to \$130.7 million for the same period last year.
- GAAP diluted net income per share attributable to common stockholders was \$0.20, as compared to \$0.21 for the same period last year. Non-GAAP diluted net income per share attributable to common stockholders was \$0.42, as compared to \$0.38 for the same period last year.⁽³⁾
- Cash, cash equivalents and short-term investments ended at \$1.253 billion.

⁽¹⁾ We calculate constant currency revenue growth rates by applying the prior period weighted average exchange rates to current period results.

⁽²⁾ We calculate total annual recurring revenue ("Total ARR") as the number of users who have active paid licenses for access to our platform as of the end of the period, multiplied by their annualized subscription price to our platform. We adjust our exchange rates used to calculate Total ARR on an annual basis, at the beginning of each fiscal year. We calculate constant currency Total ARR growth rates by applying the current period exchange rate to prior period results.

⁽³⁾ GAAP and Non-GAAP diluted net income per share attributable to common stockholders is calculated based upon 348.8 million and 372.9 million diluted weighted-average shares of common stock for the three months ended March 31, 2023 and 2022, respectively.

Financial Outlook

Dropbox will provide forward-looking guidance in connection with this quarterly earnings announcement on its conference call, webcast, and on its investor relations website at <http://investors.dropbox.com>.

Conference Call Information

Dropbox plans to host a conference call today to review its first quarter financial results and to discuss its financial outlook. This call is scheduled to begin at 2:00 p.m. PT / 5:00 p.m. ET and can be accessed by using the web link at <http://investors.dropbox.com>.

Other Upcoming Events

- Tim Regan, Chief Financial Officer, will be presenting at the J.P. Morgan Global Technology, Media and Communications Conference on Monday, May 22, 2023.
- Tim Regan, Chief Financial Officer, will be hosting meetings at the Bank of America Securities Global Technology Conference on Wednesday, June 7, 2023.

During these events, a live webcast will be accessible from the Dropbox investor relations website at <http://investors.dropbox.com>. Following the event, a replay will be made available at the same location.

About Dropbox

Dropbox is the one place to keep life organized and keep work moving. With more than 700 million registered users across approximately 180 countries, we're on a mission to design a more enlightened way of working. Dropbox is headquartered in San Francisco, CA, and has employees around the world. For more information on our mission and products, visit <http://dropbox.com>.

Use of Non-GAAP Financial Measures

Reconciliations of non-GAAP financial measures to the most directly comparable financial results as determined in accordance with GAAP are included at the end of this press release following the accompanying financial data. For a description of these non-GAAP financial measures, including the reasons management uses each measure, please see the section of the tables titled "About Non-GAAP Financial Measures."

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, among other things, our expectations regarding distributed work trends, related market opportunities and our ability to capitalize on those opportunities. Words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "plans," and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. These forward-looking statements speak only as of the date of this press release and are subject to risks, uncertainties, and assumptions including, but not limited to: (i) our ability to retain and upgrade paying users, and increase our recurring revenue; (ii) our ability to attract new users or convert registered users to paying users; (iii) our expectations regarding general economic, political, and market trends and their respective impacts on our business; (iv) impacts to our financial results and business operations as a result of pricing and packaging changes to our subscription plans; (v) our future financial performance, including trends in revenue, costs of revenue, gross profit or gross margin, operating expenses, paying users, and free cash flow; (vi) our ability to achieve or maintain profitability; (vii) our liability for any unauthorized access to our data or our users' content, including through privacy and data security breaches; (viii) significant disruption of service on our platform or loss of content; (ix) any decline in demand for our platform or for content collaboration solutions in general; (x) changes in the interoperability of our platform across devices, operating systems, and third-party applications that we do not control; (xi) competition in our markets; (xii) our ability to respond to rapid technological changes, extend our platform, develop new features or products, or gain market acceptance for such new features or products; (xiii) our ability to improve quality and ease of adoption of our new and enhanced product experiences, features, and capabilities; (xiv) our ability to manage our growth or plan for future growth; (xv) our various acquisitions of businesses and the potential of such acquisitions to require significant management attention, disrupt our business, or dilute stockholder value; (xvi) our ability to attract, retain, integrate, and manage key and other highly qualified personnel, including as a result of our transition to a Virtual First model with an increasingly distributed workforce and in light

of the recently announced reduction of our workforce; (xvii) our capital allocation plans with respect to our stock repurchase program and other investments; and (xviii) the dual class structure of our common stock and its effect of concentrating voting control with certain stockholders who held our capital stock prior to the completion of our initial public offering. Further information on risks that could affect Dropbox's results is included in our filings with the Securities and Exchange Commission ("SEC"), including our Form 10-K for the year ended December 31, 2022. Additional information will be made available in our quarterly report on Form 10-Q for the quarter ended March 31, 2023 and other reports that we may file with the SEC from time to time, which could cause actual results to vary from expectations. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Dropbox assumes no obligation to, and does not currently intend to, update any such forward-looking statements after the date of this release, except as required by applicable law.

Dropbox, Inc.
Condensed Consolidated Statements of Operations
(In millions, except per share data)
(Unaudited)

	Three Months Ended March 31,	
	2023	2022
Revenue	\$ 611.1	\$ 562.4
Cost of revenue ⁽¹⁾	116.8	112.9
Gross profit	494.3	449.5
Operating expenses ⁽¹⁾ :		
Research and development	235.2	210.8
Sales and marketing	119.2	95.7
General and administrative	55.8	53.5
Total operating expenses	410.2	360.0
Income from operations	84.1	89.5
Interest income (expense), net	3.9	(1.4)
Other income (expense), net	(0.4)	5.7
Income before income taxes	87.6	93.8
Provision for income taxes	(18.6)	(14.1)
Net income	\$ 69.0	\$ 79.7
Basic net income per share	\$ 0.20	\$ 0.22
Diluted net income per share	\$ 0.20	\$ 0.21
Weighted-average shares used in computing net income per share attributable to common stockholders, basic	347.1	370.7
Weighted-average shares used in computing net income per share attributable to common stockholders, diluted	348.8	372.9

⁽¹⁾ Includes stock-based compensation expense as follows (in millions):

	Three Months Ended March 31,	
	2023	2022
Cost of revenue	\$ 5.4	\$ 5.7
Research and development ⁽²⁾	52.9	50.5
Sales and marketing	5.5	4.5
General and administrative	12.2	11.6

⁽²⁾ On March 15, 2023, our President resigned, resulting in the reversal of \$6.7 million in stock-based compensation expense. Of the total amount reversed, \$4.4 million related to expense recognized prior to January 1, 2023.

Dropbox, Inc.
Condensed Consolidated Balance Sheets
(In millions)
(Unaudited)

	As of	
	March 31, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 332.7	\$ 232.8
Short-term investments	920.4	1,110.6
Trade and other receivables, net	57.6	53.8
Prepaid expenses and other current assets	89.0	92.6
Total current assets	1,399.7	1,489.8
Property and equipment, net	307.2	308.4
Operating lease right-of-use asset	248.2	260.6
Intangible assets, net	80.8	88.3
Goodwill	402.5	403.3
Deferred tax assets	495.4	498.7
Other assets	59.9	61.0
Total assets	\$ 2,993.7	\$ 3,110.1
Liabilities and stockholders' deficit		
Current liabilities:		
Accounts payable	\$ 38.6	\$ 38.6
Accrued and other current liabilities	167.1	139.9
Accrued compensation and benefits	40.1	131.7
Operating lease liability	64.8	68.9
Finance lease obligation	114.2	114.8
Deferred revenue	727.7	702.6
Total current liabilities	1,152.5	1,196.5
Operating lease liability, non-current	569.6	585.2
Finance lease obligation, non-current	154.8	151.7
Convertible senior notes, net, non-current	1,375.0	1,374.0
Other non-current liabilities	107.0	112.1
Total liabilities	3,358.9	3,419.5
Stockholders' deficit:		
Additional paid-in-capital	2,501.6	2,511.6
Accumulated deficit	(2,827.5)	(2,772.1)
Accumulated other comprehensive loss	(39.3)	(48.9)
Total stockholders' deficit	(365.2)	(309.4)
Total liabilities and stockholders' deficit	\$ 2,993.7	\$ 3,110.1

Dropbox, Inc.
Condensed Consolidated Statements of Cash Flows
(In millions)
(Unaudited)

	Three Months Ended March 31,	
	2023	2022
Cash flows from operating activities		
Net income	\$ 69.0	\$ 79.7
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	42.5	39.4
Stock-based compensation	76.0	72.3
Amortization of debt issuance costs	1.0	1.0
Amortization of deferred commissions	10.7	9.0
Non-cash operating lease expense	12.7	17.2
Deferred taxes	3.4	6.4
Other	0.7	1.8
Changes in operating assets and liabilities:		
Trade and other receivables, net	(3.8)	4.8
Prepaid expenses and other current assets	(7.2)	(9.7)
Other assets	1.1	2.5
Accounts payable	(0.3)	(1.0)
Accrued and other current liabilities	25.6	14.7
Accrued compensation and benefits	(91.6)	(94.5)
Deferred revenue	24.7	19.5
Other non-current liabilities	(4.7)	(2.3)
Operating lease liabilities	(19.9)	(20.3)
Tenant improvement allowance reimbursement	—	0.9
Net cash provided by operating activities	139.9	141.4
Cash flows from investing activities		
Capital expenditures	(1.9)	(10.7)
Purchases of short-term investments	(30.9)	(81.6)
Proceeds from sales of short-term investments	152.7	51.8
Proceeds from maturities of short-term investments	77.6	137.5
Other	3.3	4.0
Net cash provided by investing activities	200.8	101.0
Cash flows from financing activities		
Payments for taxes related to net share settlement of restricted stock units and awards	(34.1)	(36.7)
Proceeds from issuance of common stock, net of taxes withheld	0.2	0.2
Principal payments on finance lease obligations	(32.0)	(32.4)
Common stock repurchases	(175.4)	(259.9)
Net cash (used in) financing activities	(241.3)	(328.8)
Effect of exchange rate changes on cash and cash equivalents	0.5	(1.1)
Change in cash and cash equivalents	99.9	(87.5)
Cash and cash equivalents - beginning of period	232.8	533.0
Cash and cash equivalents - end of period	\$ 332.7	\$ 445.5
Supplemental cash flow data:		
Property and equipment acquired under finance leases	\$ 34.5	\$ 19.7

Dropbox, Inc.
Three Months Ended March 31, 2023
Reconciliation of GAAP to Non-GAAP results
(In millions, except for percentages, which may not foot due to rounding)
(Unaudited)

	GAAP	Stock-based compensation	Acquisition-related and other expenses	Intangibles amortization	Non-GAAP
Cost of revenue	\$ 116.8	\$ (5.4)	\$ —	\$ (3.6)	\$ 107.8
<i>Cost of revenue margin</i>	19.1 %	(0.9 %)	— %	(0.6 %)	17.6 %
Gross profit	494.3	5.4	—	3.6	503.3
<i>Gross margin</i>	80.9 %	0.9 %	— %	0.6 %	82.4 %
Research and development	235.2	(52.9)	(5.4)	—	176.9
<i>Research and development margin</i>	38.5 %	(8.7 %)	(0.9 %)	— %	28.9 %
Sales and marketing	119.2	(5.5)	(1.7)	(3.4)	108.6
<i>Sales and marketing margin</i>	19.5 %	(0.9 %)	(0.3 %)	(0.6 %)	17.8 %
General and administrative	55.8	(12.2)	(0.3)	—	43.3
<i>General and administrative margin</i>	9.1 %	(2.0 %)	— %	— %	7.1 %
Income from operations	\$ 84.1	\$ 76.0	\$ 7.4	\$ 7.0	\$ 174.5
<i>Operating margin</i>	13.8 %	12.4 %	1.2 %	1.1 %	28.6 %

Dropbox, Inc.
Three Months Ended March 31, 2022
Reconciliation of GAAP to Non-GAAP results
(In millions, except for percentages, which may not foot due to rounding)
(Unaudited)

	GAAP	Stock-based compensation	Acquisition-related and other expenses	Intangibles amortization	Non-GAAP
Cost of revenue	\$ 112.9	\$ (5.7)	\$ —	\$ (2.0)	\$ 105.2
<i>Cost of revenue margin</i>	20.1 %	(1.0 %)	— %	(0.4 %)	18.7 %
Gross profit	449.5	5.7	—	2.0	457.2
<i>Gross margin</i>	79.9 %	1.0 %	— %	0.4 %	81.3 %
Research and development	210.8	(50.5)	(3.2)	—	157.1
<i>Research and development margin</i>	37.5 %	(9.0 %)	(0.6 %)	— %	27.9 %
Sales and marketing	95.7	(4.5)	(1.7)	(1.5)	88.0
<i>Sales and marketing margin</i>	17.0 %	(0.8 %)	(0.3 %)	(0.3 %)	15.6 %
General and administrative	53.5	(11.6)	(0.1)	—	41.8
<i>General and administrative margin</i>	9.5 %	(2.1 %)	— %	— %	7.4 %
Income from operations	\$ 89.5	\$ 72.3	\$ 5.0	\$ 3.5	\$ 170.3
<i>Operating margin</i>	15.9 %	12.9 %	0.9 %	0.6 %	30.3 %

Dropbox, Inc.
Three Months Ended March 31, 2023 and 2022
Reconciliation of GAAP net income to Non-GAAP net income and Non-GAAP diluted net income per share
(In millions, except per share data)
(Unaudited)

	Three Months Ended March 31,	
	2023	2022
GAAP net income	\$ 69.0	\$ 79.7
Stock-based compensation	76.0	72.3
Acquisition-related and other expenses	7.4	5.0
Amortization of acquired intangible assets	7.0	3.5
Income tax effects of non-GAAP adjustments	(13.3)	(19.0)
Non-GAAP net income	\$ 146.1	\$ 141.5
Non-GAAP diluted net income per share	\$ 0.42	\$ 0.38
Weighted-average shares used to compute Non-GAAP diluted net income per share	348.8	372.9

Dropbox, Inc.
Three Months Ended March 31, 2023 and 2022
Reconciliation of free cash flow and supplemental cash flow disclosure
(In millions, except for percentages)
(Unaudited)

	Three Months Ended March 31,	
	2023	2022
Free cash flow reconciliation:		
Net cash provided by operating activities	\$ 139.9	\$ 141.4
Less:		
Capital expenditures	(1.9)	(10.7)
Free cash flow	\$ 138.0	\$ 130.7
<i>Free cash flow margin</i>	22.6 %	23.2 %
Supplemental disclosures:		
Key employee holdback payments related to acquisitions ⁽¹⁾	\$ 10.7	\$ 14.3

⁽¹⁾ For the first quarter ended March 31, 2023, we made payments in the amount of \$10.7 million related to employee holdbacks pertaining to our acquisitions. The related expenses are recognized within research and development and sales and marketing expenses over the required service period.

About Non-GAAP Financial Measures

To provide investors and others with additional information regarding Dropbox's results, we have disclosed the following non-GAAP financial measures: revenue growth and Total ARR growth excluding foreign exchange effect, which we refer to as on a constant currency basis, non-GAAP cost of revenue, non-GAAP gross profit, non-GAAP operating expenses (including research and development, sales and marketing and general and administrative), non-GAAP income from operations, non-GAAP net income, free cash flow ("FCF") and non-GAAP diluted net income per share. Dropbox has provided a reconciliation of each non-GAAP financial measure used in this earnings release to the most directly comparable GAAP financial measure. Non-GAAP cost of revenue, gross profit, operating expenses, income from operations, and net income differ from GAAP in that they exclude stock-based compensation expense, amortization of acquired intangible assets, other acquisition-related expenses, which include third-party diligence costs and expenses related to key employee holdback agreements, and the income tax effect of the aforementioned adjustments. FCF differs from GAAP net cash provided by operating activities in that it treats capital expenditures as a reduction to net cash provided by operating activities. Free cash flow margin is calculated as FCF divided by revenue. In order to present revenue on a constant currency basis for the quarter ended March 31, 2023, Dropbox calculates constant currency revenue growth rates by applying the prior period weighted average exchange rates to current period results. Dropbox calculates constant currency Total ARR growth rates by applying the current period rate to prior period results. Dropbox presents constant currency information to provide a framework for assessing how our underlying business performed excluding the effect of foreign currency rate fluctuations.

Dropbox's management uses these non-GAAP financial measures to understand and compare operating results across accounting periods, for internal budgeting and forecasting purposes, for short and long-term operating plans, and to evaluate Dropbox's financial performance and the ability to generate cash from operations. Management believes these non-GAAP financial measures reflect Dropbox's ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in Dropbox's business, as they exclude expenses that are not reflective of ongoing operating results. Management also believes that these non-GAAP financial measures provide useful supplemental information to investors and others in understanding and evaluating Dropbox's operating results and future prospects in the same manner as management and in comparing financial results across accounting periods and to those of peer companies.

We believe that the non-GAAP financial measures, non-GAAP cost of revenue, gross profit, operating expenses, income from operations, net income, and diluted net income per share are meaningful to investors because they help identify underlying trends in our business that could otherwise be masked by the effect of the expenses that we exclude.

We believe that FCF is an indicator of our liquidity over the long term and provides useful information regarding cash provided by operating activities and cash used for investments in property and equipment required to maintain and grow our business. FCF is presented for supplemental informational purposes only and should not be considered a substitute for financial information presented in accordance with GAAP. FCF has limitations as an analytical tool, and it should not be considered in isolation or as a substitute for analysis of other GAAP financial measures, such as net cash provided by operating activities. Some of the limitations of FCF are that FCF does not reflect our future contractual commitments, excludes investments made to acquire assets under finance leases, includes capital expenditures, and may be calculated differently by other companies in our industry, limiting its usefulness as a comparative measure.

The use of non-GAAP cost of revenue, gross profit, operating expenses, income from operations, net income, free cash flow, and diluted net income per share measures has certain limitations as they do not reflect all items of income, expense, and cash expenditures, as applicable, that affect Dropbox's operations. Dropbox mitigates these limitations by reconciling the non-GAAP financial measures to the most comparable GAAP financial measures. Additionally, we have provided supplemental disclosures in our reconciliation of net cash provided by operating activities to free cash flow to include expenses related to key employee holdback payments related to our various acquisitions. These non-GAAP financial measures should be considered in addition to, not as a substitute for or in isolation from, measures prepared in accordance with GAAP. Further, these non-GAAP measures may differ from the non-GAAP information used by other companies, including peer companies, and therefore comparability may be limited. Management encourages investors and others to review Dropbox's financial information in its entirety and not rely on a single financial measure.

Contacts

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