

Technological or other assaults on our service could harm our business.

We are vulnerable to coordinated attempts to overload our systems with data, which could result in denial or reduction of service to some or all of our users for a period of time. We have experienced denial of service attacks in the past, and may experience such attempts in the future. Any such event could reduce our revenue and harm our operating results and financial condition. We do not carry business interruption insurance to compensate us for losses that may occur as a result of any of these events.

We are subject to payments-related risks.

We accept payments for the sale of vouchers using a variety of methods, including credit cards and debit cards. We pay interchange and other fees, which may increase over time and raise our operating expenses and lower profitability. We rely on third parties to provide payment processing services, including the processing of credit cards and debit cards, and it could disrupt our business if these companies become unwilling or unable to provide these services to us. We are also subject to payment card association operating rules, certification requirements and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. In addition, our results can be negatively impacted by purchases made using fraudulent credit cards. Because we act as the merchant of record for certain hotel booking and voucher transactions, we may be held liable for accepting fraudulent credit cards on our websites as well as other payment disputes with our customers. If we have an increase of charge-backs due to the use of fraudulent credit cards on our websites, our business, results of operations and financial condition could be adversely affected. Moreover, under payment card rules and our contracts with our card processors, if there is a security breach of payment card information that we store, we could be liable to the payment card issuing banks for their cost of issuing new cards and related expenses. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments, process electronic funds transfers, or facilitate other types of online payments, and our business and results of operations could be adversely affected. If one or more of these contracts are terminated and we are unable to replace them on similar terms, or at all, it could adversely affect our results of operations.

Our reported financial results may be adversely affected by changes in United States generally accepted accounting principles, and we may incur significant costs to adjust our accounting systems and processes to comply with significant changes.

United States generally accepted accounting principles are subject to interpretation by the Financial Accounting Standards Board, or FASB, the American Institute of Certified Public Accountants, the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. In 2014, the FASB issued a new accounting standard related to revenue recognition which could change the way we account for certain of our sales transactions. The adoption of this standard and changes in other principles or interpretations could have a significant effect on our reported financial results and could affect the reporting of transactions completed before the effective dates of the standard. Such change could have a significant effect on our reported financial results. In addition, we may need to significantly change our accounting systems and processes if we are required to adopt future or proposed changes in accounting principles noted above. The cost of these changes may negatively impact our results of operations during the periods of transition.

Risks Related to Our Markets and Strategy

Our international expansion may result in operating losses, and is subject to other material risks.

In May 2005, we began operations in the U.K. In 2006, we began operations in Canada, Germany, and Spain. In 2007, we began operations in France. In addition, from 2007 through 2009, we began operations in Asia Pacific, including in Australia, China, Hong Kong, Japan, Taiwan, and Southeast Asia.

Our revenues in Asia decreased 22% in 2017 compared to 2016, and our operations in Asia generated an operating loss before tax of \$6.0 million and \$3.9 million in 2017 and 2016, respectively. Our revenues in Europe decreased 9% in 2017 compared to 2016, and our operations in Europe generated an operating income before tax of \$2.3 million and \$5.6 million in 2017 and 2016, respectively.

In our effort to expand our business internationally we may continue to invest in marketing as well as additional employees to support the business expansion, which may generate operating losses. Furthermore, operating losses in certain jurisdictions may not have any recognizable tax benefit, which is the case for the Asia Pacific business. These factors could have a material negative impact on our consolidated net income and cash flows, which could result in a significant decrease in the trading price of our common stock. In addition to uncertainty about our ability to generate net income from our foreign operations and expand our international market position, there are certain risks inherent in doing business internationally, including:

- uncertainties and instability in economic and market conditions caused by the United Kingdom's vote to exit the European Union;
- uncertainty regarding how the United Kingdom's access to the European Union Single Market and the wider trading, legal, regulatory and labor environments, especially in the United Kingdom and European Union, will be impacted by the United Kingdom's vote to exit the European Union, including the resulting impact on our business and that of our clients;
- trade barriers and changes in trade regulations;
- difficulties in developing, staffing and simultaneously managing foreign operations as a result of distance, language and cultural differences;
- stringent local labor laws and regulations;
- risks related to government regulation; and
- potentially adverse tax consequences.

Moreover, fluctuations in currency exchange rates can impact our revenues. Foreign currency movements relative to the U.S. dollar have negatively impacted our revenues from our operations in Europe. For example, since the United Kingdom's Brexit vote, global markets and foreign exchange rates have experienced increased volatility, including a decline in the value of the British Pound Sterling as compared to the U.S. Dollar. The United Kingdom's decision to leave the European Union could result in other member countries also determining to leave, which could lead to added economic and political uncertainty and further devaluation or eventual abandonment of the Euro common currency, any of which could have a negative impact on travel and therefore our business and results of operations. The uncertainty and volatility in foreign exchange rates, which may differ across regions, makes it more difficult to forecast industry and consumer trends and the timing and degree of their impact on our markets and business, which in turn could adversely affect our ability to effectively manage our business and adversely affect our results of operations.

In addition, we face risks related to the growth rate and expansion of our international business, including our expansion in Asia Pacific. A decline in the growth rates of our international businesses could have a negative impact on our gross profit and earnings per share growth rates and, as a consequence, our stock price. Many of these regions have different customs, currencies, levels of consumer acceptance and use of the Internet for commerce, legislation, regulatory environments, tax laws and levels of political stability. International markets may have strong local competitors with an established brand that may make expansion in that market difficult and costly and take more time than anticipated. In addition, compliance with legal, regulatory or tax requirements in multiple jurisdictions places demands on our time and resources, and we may nonetheless experience unforeseen and potentially adverse legal, regulatory or tax consequences.

Investment in new business strategies and acquisitions could disrupt our ongoing business and present risks not originally contemplated.

We have invested, and in the future may invest, in new business strategies and acquisitions. For example, we acquired businesses in Asia Pacific, including Australia, China, Hong Kong, Japan, Taiwan, and Southeast Asia. If the businesses we have acquired do not perform as expected or we are unable to effectively integrate acquired businesses, our operating results and prospects could be harmed. Expansions into foreign markets involve risks and uncertainties, including, among other things, potential distraction of management from operations in North America and Europe, greater than expected liabilities and expenses, inadequate return on capital, and unidentified issues not discovered in our investigations and evaluations of those strategies and acquisitions. It may take us longer than expected to fully realize the anticipated benefits of the Asia Pacific transaction, and those benefits may ultimately be smaller than anticipated, which could adversely affect our business. If we are unsuccessful in expanding in new and existing international markets and effectively managing the increased costs of the expansion, our business, results of operations and financial condition will be adversely affected. We are also subject to risks typical of international businesses, including differing economic conditions, differing customs, languages and consumer expectations, changes in political climate, differing tax structures and other regulations and restrictions, including labor laws, and foreign exchange rate volatility.

We may not be able to continue developing awareness of our brand names.

We believe that continuing to build awareness of the *Travelzoo* brand name is critical to achieving widespread acceptance of our business. Brand recognition is a key differentiating factor among providers of online advertising opportunities, and we believe it could become more important as competition in our industry increases. In order to maintain and build brand

awareness, we must succeed in our marketing efforts. If we fail to successfully promote and maintain our brands, incur significant expenses in promoting our brands and fail to generate a corresponding increase in revenue as a result of our branding efforts, or encounter legal obstacles which prevent our continued use of our brand names, our business could be materially adversely affected.

If we fail to retain our existing members or acquire new members, our revenue and business will be harmed.

We spent \$6.8 million, \$8.0 million and \$9.5 million on online marketing initiatives relating to member acquisition for years ended December 31, 2017, 2016 and 2015 and expect to continue to spend significant amounts to acquire additional members. We must continue to retain and acquire members in order to maintain or increase revenue. We cannot assure you that the revenue from members we acquire will ultimately exceed the cost of acquiring new members. If members do not perceive our offers to be of high value and quality or if we fail to introduce new and more relevant deals, we may not be able to acquire or retain members. If we reduce our member acquisition costs, we cannot assure you that this will not adversely impact our ability to acquire new members. If we are unable to acquire new members who purchase our deals directly or indirectly in numbers sufficient to grow our business, or if members cease to purchase our deals directly or indirectly through our advertisers, the revenue we generate may decrease and our operating results will be adversely affected. If the level of usage by our member base declines or does not grow as expected, we may suffer a decline in member growth or revenue. A significant decrease in the level of usage or member growth would have an adverse effect on our business, financial condition and results of operations. In addition, a shift of our audience to mobile devices and social media channels without corresponding updates of our offerings or marketing activities to address this audience could result in lower revenues.

Our business may be sensitive to events affecting the travel industry in general.

Events like the Middle East conflicts, the global financial crisis of 2008, the terrorist attacks in France, Turkey, Belgium and Germany, mass shooting incidents such as in Las Vegas and the recent natural disasters, such as hurricanes, fires and floods in the United States and the Caribbean, have a negative impact on the travel industry and affect travelers' behavior. In addition, advertisers may choose to limit advertising spend on certain destinations given the recent terror attacks and natural disasters, which can adversely impact our business. We are not in a position to evaluate the net effect of these circumstances on our business; however, we believe there has been negative impact to our business by such events. Furthermore, in the longer term, our business might be negatively affected by financial pressures on the travel industry. If such events result in a long-term negative impact on the travel industry, such impact could have a material adverse effect on our business.

In addition, the United Kingdom's vote to exit from the European Union could lead to economic uncertainty and have a negative impact on the travel industry and our European business. The United Kingdom could lose access to the single European Union market, travel between the United Kingdom and European Union countries could be restricted, and we could face new regulatory costs and challenges, the scope of which are presently unknown.

We may not be able to attract travel and entertainment companies or Internet users if we do not continually enhance and develop the content and features of our products and services.

To remain competitive, we must continually improve the responsiveness, functionality, and features of our products and services. We may not succeed in developing features, functions, products, or services that travel and entertainment companies and Internet users find attractive. This could reduce the number of travel and entertainment companies and Internet users using our products and materially adversely affect our business. We also recently launched a new and simpler design for our website. We cannot guarantee that our recently launched products will be embraced by our members. While we are striving to improve functionality, usability and design in our products, the recent enhancements on web and mobile may not achieve the desired results we anticipate, and if unsuccessful, could result in a decline in revenues and a negative impact on our business.

We may lose business if we fail to keep pace with rapidly changing technologies and client needs.

Our success is dependent on our ability to develop new and enhanced software, services, and related products to meet rapidly evolving technological requirements for online advertising. Our current technology may not meet the future technical requirements of travel and entertainment companies. Trends that could have a critical impact on our success include:

- rapidly changing technology in online advertising, including a significant shift of business to mobile platforms;
- evolving industry standards, including both formal and *de facto* standards relating to online advertising;
- developments and changes relating to the Internet;
- competing products and services that offer increased functionality; and

- changes in travel company, entertainment company, and Internet user requirements.

If we are unable to timely and successfully develop and introduce new products and enhancements to existing products in response to our industry's changing technological requirements, our business could be materially adversely affected.

Our business and growth will suffer if we are unable to hire and retain highly skilled personnel.

Our future success depends on our ability to attract, train, motivate, and retain highly skilled employees. We may be unable to retain our skilled employees, or attract, assimilate, and retain other highly skilled employees in the future. We have from time to time in the past experienced, and we expect to continue to experience in the future, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. If we are unable to hire and retain skilled personnel, our growth may be restricted, which could adversely affect our future success.

We may not be able to effectively manage our expanding operations.

Since the commencement of our operations, we have experienced periods of rapid growth. In order to execute our business plan, we must continue to grow significantly. This growth has placed, and our anticipated future growth will continue to place, a significant strain on our management, systems, and resources. We expect that we will need to continue to improve our financial and managerial controls and reporting systems and procedures. We will also need to continue to expand and maintain close coordination among our sales, production, marketing, IT, and finance departments. We may not succeed in these efforts. Our inability to expand our operations in an efficient manner could cause our expenses to grow disproportionately to revenues, our revenues to decline or grow more slowly than expected and could otherwise have a material adverse effect on our business.

Intense competition may adversely affect our ability to achieve or maintain market share and operate profitably.

We compete for advertising dollars with large Internet portal sites, such as Trip Advisor, that offer listings or other advertising opportunities to travel, entertainment and local businesses. These companies have significantly greater financial, technical, marketing and other resources and larger advertiser bases. We compete with search engines like Google and Bing that offer pay-per-click listings. We compete with travel metasearch engines like Kayak Software Corp. and online travel and entertainment deal publishers. We compete with large online travel agencies like Expedia and Priceline that also offer advertising placements and hotel booking platforms and capture consumer interest. As a result of our acquisition of Travelzoo Asia Pacific, we now compete or may compete in the future with large online travel service providers, like Ctrip and eLong. There has been substantial consolidation of the global travel industry and we believe this trend will continue. Some of our competitors are large companies that have significant resources and substantial international operations. These large companies have recently announced acquisitions to further consolidate the online travel industry. For example, Ctrip announced that it was acquiring Skyscanner and Priceline announced it was acquiring Momondo. Expedia owns Travelocity, Orbitz, Hotels.com, Hotwire, Trivago, and HomeAway, among others. The continued consolidation of the global travel market may impact our ability to compete in certain areas.

We also compete with companies like Groupon that sell vouchers for deals from local businesses such as spas, hotels and restaurants, as well as sell deals from tour operators for vacation packages. We expect to face increased competition from other Internet and technology-based businesses such as Google. To the extent that Google, or other leading search or metasearch engines that have a significant presence in our key markets, offer comprehensive travel planning or shopping capabilities, or refer those leads to suppliers directly, or to other favored partners, there could be an adverse impact on our business and financial performance. We also have seen that some competitors will accept lower margins, or negative margins, to attract attention and acquire new members. If competitors engage in group buying initiatives in which merchants receive a higher percentage of the face value than we currently offer, we may be forced to pay a higher percentage of the face value than we currently offer, which may reduce our revenue. In addition, we compete with newspapers, magazines and other traditional media companies that operate websites which provide online advertising opportunities. We expect to face additional competition as other established and emerging companies, including print media companies, enter the online advertising market. Competition could result in reduced margins on our services, loss of market share or less use of Travelzoo by advertisers and consumers. If we are not able to compete effectively with current or future competitors as a result of these and other factors, our business could be materially adversely affected.

Loss of any of our key management personnel could negatively impact our business.

Our future success depends to a significant extent on the continued service and coordination of our management team. The loss or departure of any of our officers or key employees could materially adversely affect our ability to implement our business plan. We do not maintain key person life insurance for any member of our management team. In addition, we expect new members to join our management team in the future. These individuals will not previously have worked together and will

be required to become integrated into our management team. If our key management personnel are not able to work together effectively or successfully, our business could be materially adversely affected.

We may not be able to access third party technology upon which we depend.

We use data technology and software products from third parties, and technology from our vendors may not continue to be available to us on commercially reasonable terms, or at all. Our business will suffer if we are unable to access technology, to gain access to additional products or to integrate new technology with our existing systems. This could cause delays in our development and introduction of new services and related products or enhancements of existing products until equivalent or replacement technology can be accessed, if available, or developed internally, if feasible. If we experience these delays, our business could be materially adversely affected.

We also rely on certain third party computer systems and third party service providers, including Global Distribution Systems and computerized central reservation systems, in connection with providing certain of our hotel booking services. Any interruption in these third party services and systems or deterioration in their performance could prevent us from utilizing certain booking services and have an adverse effect on our business, brands and results of operations. Our agreements with some third party service providers are terminable upon short notice and often do not provide recourse for service interruptions.

Acquisitions, investments and joint ventures could result in operating difficulties, dilution, and other harmful consequences that may adversely impact our business and results of operations.

We may evaluate and consider a wide array of potential strategic transactions as part of our overall business strategy, including business combinations, acquisitions and dispositions of businesses, technologies, services, and other assets, as well as strategic investments and joint ventures. At any given time we may be engaged in discussions or negotiations with respect to one or more of these types of transactions. Any of these transactions could be material to our financial condition and results of operations.

These transactions involve significant challenges and risks. Some of the areas where we may face risks or difficulties include:

- Diversion of management time and focus from operating our business to acquisition integration challenges.
- Implementation or remediation of controls, procedures, and policies at the acquired company.
- Integration of the acquired company's accounting, human resource, and other administrative systems, and coordination of product, engineering, and sales and marketing functions.
- Transition of operations, users, and customers onto our existing platforms.
- Failure to obtain required approvals on a timely basis, if at all, from governmental authorities, or conditions placed upon approval, under competition and antitrust laws which could, among other things, delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of an acquisition.
- In the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political, and regulatory risks associated with specific countries.
- Failure to successfully further develop the acquired business or technology.
- Cultural challenges associated with integrating employees from the acquired company into our organization, and retention of employees from the businesses we acquire.

- Liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities.
- Litigation or other claims in connection with the acquired company, including claims from terminated employees, customers, former stockholders, or other third parties.
- Challenges relating to the structure of an investment, such as governance, accountability and decision-making conflicts that may arise in the context of a joint venture.
- Expected and unexpected costs incurred in pursuing acquisitions, including identifying and performing due diligence on potential acquisition targets that may or may not be successful.
- Entrance into markets in which we have no direct prior experience and increased complexity in our business.
- Inability to sell disposed assets.
- Impairment of goodwill and other assets acquired or divested.
- Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and investments could cause us to fail to realize the anticipated benefits of such acquisitions or investments, incur unanticipated liabilities, and harm our business generally.
- Future acquisitions may also require us to issue additional equity securities, spend our cash, or incur debt (and increased interest expense), liabilities and amortization expenses related to intangible assets or write-offs of goodwill, which could adversely affect our results of operations and dilute the economic and voting rights of our stockholders. Also, the anticipated benefit of many of our acquisitions may not materialize.

Risks Related to the Market for our Shares

Our stock price has been volatile historically and may continue to be volatile.

The trading price of our common stock has been and may continue to be subject to wide fluctuations. During the twelve months ended February 9, 2018, the closing price of our common stock on the NASDAQ Global Select Market ranged from \$5.95 to \$11.20. Our stock price may fluctuate in response to a number of events and factors, such as quarterly variations in operating results; announcements of technological innovations or new products by us or our competitors; changes in financial estimates and recommendations by securities analysts; the operating and stock price performance of other companies that investors may deem comparable to us; and news reports relating to trends in our markets or general economic conditions. Our stock price may be volatile given that operating results may vary from the expectations of securities analysts and investors, which are beyond our control. In the event that our operating results fall below the expectations of securities analysts or investors, the trading price of our common shares may decline significantly. Moreover, fluctuations in our stock price and our price-to-earnings multiple may have made our stock attractive to hedge or day-trading investors who often shift funds into and out of stocks rapidly, exacerbating price fluctuations in either direction, particularly when viewed on a quarterly basis.

In addition, the stock market in general, and the market prices for Internet-related companies in particular, have experienced volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the price of our stock, regardless of our operating performance.

We have a principal stockholder.

Ralph Bartel, who founded Travelzoo and who is a Director of the Company, is the sole beneficiary of the Ralph Bartel 2005 Trust, which is the controlling shareholder of Azzurro. As of December 31, 2017, Azzurro is the Company's largest stockholder, holding approximately 57.8% of the Company's outstanding shares.

Risks Related to Legal Uncertainty

We may become subject to shareholder lawsuits over securities violations due to volatile stock price and this can be burdensome to management and costly to defend.

Shareholder lawsuits for securities violations are often launched against companies whose stock price is volatile. Such lawsuits involving the Company would require management's attention to defend, which may distract attention from operating the Company. In addition, even if the lawsuit is meritless, the Company may incur substantial costs to defend itself and/or settle such claims, to minimize the distraction and costs of defense. Such lawsuits could result in judgments against the Company requiring substantial payments to claimants. Such costs may materially impact our results of operations and financial condition.

We may become subject to burdensome government regulations and legal uncertainties affecting the Internet which could adversely affect our business.

To date, governmental regulations have not materially restricted use of the Internet in our markets. However, the legal and regulatory environment that pertains to the Internet is uncertain and may change. Uncertainty and new regulations, including those enacted in foreign jurisdictions, could increase our costs of doing business, prevent us from delivering our products and services over the Internet, or slow the growth of the Internet. For example, new laws and regulations regulating online advertisements, including those enacted in foreign jurisdictions, may affect our advertising revenue and may also result in decreased traffic to our websites. In addition to new laws and regulations being adopted, existing laws may be applied to the Internet. New and existing laws may cover issues which include:

- user privacy;
- anti-spam legislation;
- consumer protection;
- copyright, trademark and patent infringement;
- pricing controls;
- characteristics and quality of products and services;
- sales and other taxes; and
- other claims based on the nature and content of Internet materials.

We are subject to laws and regulations worldwide, changes to which could increase the Company's costs and individually or in the aggregate adversely affect the Company's business.

The Company is subject to laws and regulations affecting its domestic and international operations in a number of areas. These U.S. and foreign laws and regulations affect the Company's activities including, but not limited to, in areas of employment related laws and regulations, advertising, digital content, consumer protection, real estate, billing, e-commerce, promotions, intellectual property ownership and infringement, tax, anti-corruption, foreign exchange controls and cash repatriation restrictions, data privacy requirements, anti-competition, health, and safety.

Compliance with these laws, regulations and similar requirements may be onerous and expensive, and they may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance and doing business. Any such costs, which may rise in the future as a result of changes in these laws and regulations or in their interpretation, could individually or in the aggregate make the Company's services less attractive to the Company's customers, delay the introduction of new products in one or more regions, or cause the Company to change or limit its business practices or incur more costs to comply or defend itself. The Company has implemented policies and procedures designed to ensure compliance with applicable laws and regulations, but there can be no assurance that the Company's employees, contractors, or agents will not violate such laws and regulations or the Company's policies and procedures.

The implementation of the CARD Act and similar state and foreign laws may harm our Local Deals business.

Vouchers which are issued under our *Local Deals* and *Getaway* may be considered gift cards, gift certificates, stored value cards or prepaid cards and therefore governed by, among other laws, the Credit CARD Act of 2009 (the "CARD Act"), and state laws governing gift cards, stored value cards and coupons. Other foreign jurisdictions have similar laws in place, in particular European jurisdictions where the European E-Money Directive regulates the business of electronic money institutions. Many of these laws contain provisions governing the use of gift cards, gift certificates, stored value cards or prepaid cards, including specific disclosure requirements and prohibitions or limitations on the use of expiration dates and the imposition of certain fees. For example, if the vouchers are subject to the CARD Act and are not included in the exemption for promotional programs, it is possible that the purchase value, which is the amount equal to the price paid for the voucher, or the promotional value, which is the add-on value of the voucher in excess of the price paid, or both, may not expire before the later of (i) five years after the date on which the voucher was issued; (ii) the voucher's stated expiration date (if any); or (iii) a later date provided by applicable state law. Purported class actions against other companies have been filed in federal and state court claiming that coupons similar to the vouchers are subject to the CARD Act and various state laws governing gift cards and that the defendants have violated these laws by issuing the coupons with expiration dates and other restrictions. In addition, investigations by certain state attorney general offices have been launched against other companies with regards to similar issues. If similar claims are asserted against the Company in respect of the *Local Deals* and *Getaway* vouchers and are successful, we may become subject to fines and penalties and incur additional costs. In addition, if federal or state laws require that the face value of our vouchers have a minimum expiration period beyond the period desired by a merchant for its promotional program, or no expiration period, this may affect the willingness of merchants to issue vouchers in jurisdictions where these laws apply. For unredeemed vouchers, similar laws in other jurisdictions require us or merchants to honor the face value of vouchers sold, after the redemption period. For example, in Germany, certain consumer protection laws require us to refund consumers for approximately four years after the purchase date for the amount of the face value of purchased vouchers which remains unredeemed at the end of the redemption period. Therefore, we do not recognize the unredeemed amounts as revenue until after we are not subject to these laws. There may be similar laws in other countries or provinces that require similar practices. Such developments may materially and adversely affect the profitability or viability of our *Local Deals* and *Getaway*.

If we are required to materially increase the estimated liability recorded in our financial statements with respect to unredeemed Local Deals and Getaway vouchers due to application of certain gift card laws, our net income could be materially and adversely affected.

In certain states and foreign jurisdictions, our *Local Deals* and *Getaway* vouchers may be considered a gift card. Some of these states and foreign jurisdictions include gift cards under their unclaimed and abandoned property laws which require companies to remit to the government the value of the unredeemed balance on the gift cards after a specified period of time (generally between one and five years) and impose certain reporting and recordkeeping obligations. The analysis of the potential application of the unclaimed and abandoned property laws to our vouchers is complex, involving an analysis of constitutional and statutory provisions and factual issues, including our relationship with members and merchants and our role as it relates to the issuance and delivery of a voucher. In the event that one or more states or foreign jurisdictions successfully challenges our position on the application of its unclaimed and abandoned property laws to vouchers, or if the estimates that we use in projecting the likelihood of vouchers being redeemed prove to be inaccurate, our liabilities with respect to unredeemed vouchers may be materially higher than the amounts shown in our financial statements. If we are required to materially increase the estimated liability recorded in our financial statements with respect to unredeemed gift cards, our net income could be materially and adversely affected. Moreover, a successful challenge to our position could subject us to penalties or interest on unreported and unremitted sums, and any such penalties or interest would have a further material adverse impact on our net income.

New tax treatment of companies engaged in Internet commerce may adversely affect the commercial use of our services and our financial results.

Due to the global nature of the Internet, it is possible that various states or foreign countries might attempt to regulate our transmissions or levy sales, income or other taxes relating to our activities. Tax authorities at the international, federal, state and local levels are currently reviewing the appropriate treatment of companies engaged in Internet commerce. New or revised international, federal, state or local tax regulations may subject us or our members to additional sales, income and other taxes. We cannot predict the effect of current attempts to impose sales, income or other taxes on commerce over the Internet. New or revised taxes and, in particular, sales taxes, VAT and similar taxes would likely increase the cost of doing business online and decrease the attractiveness of advertising and selling goods and services over the Internet. New taxes could also create significant increases in internal costs necessary to capture data, and collect and remit taxes. Any of these events could have an adverse effect on our business and results of operations.

We may suffer liability as a result of information retrieved from or transmitted over the Internet and claims related to our service offerings.

We may be sued for defamation, civil rights infringement, negligence, patent, copyright or trademark infringement, invasion of privacy, personal injury, product liability, breach of contract, unfair competition, discrimination, antitrust or other legal claims relating to information that is published or made available on our websites or service offerings we make available (including provision of an application programming interface platform for third parties to access our website, mobile device services and geolocation applications). These types of claims have been brought, sometimes successfully, against online services in the past. The fact that we distribute information via e-mail may subject us to potential risks, such as liabilities or claims resulting from unsolicited e-mail or spamming, lost or misdirected messages, security breaches, illegal or fraudulent use of e-mail or interruptions or delays in e-mail or mobile service. These risks are enhanced in certain jurisdictions outside the U.S., where our liability for such third-party actions may be less clear and we may be less protected. In addition, we could incur significant costs in investigating and defending such claims, even if we ultimately are not found liable. If any of these events occurs, our business could be materially and adversely affected.

We are subject to risks associated with information disseminated through our websites and applications, including consumer data, content that is produced by our editorial staff and errors or omissions related to our product offerings. Such information, whether accurate or inaccurate, may result in our being sued by our advertisers, merchants, members or third parties and as a result our revenue and reputation could be materially and adversely affected.

In addition, we may acquire personal or confidential information, including credit card information, from users of our websites and mobile applications, related to our *Local Deals* and hotel booking platform. Our existing security measures may not be successful in preventing security breaches. For example, outside parties may attempt to fraudulently induce employees, merchants or customers to disclose sensitive information in order to gain access to our secure systems and networks. A party (whether internal, external, an affiliate or unrelated third party) that is able to circumvent our security systems could steal consumer information or transaction data or other proprietary information. In the last few years, several major companies, such as Target, Home Depot, Zappos, LinkedIn and Sony, have experienced high-profile security breaches that exposed their customers' personal information. A security breach at any travel service provider, hotel, payment processor, GDS or other third party travel supplier, such as the security breach experienced by Sabre, could result in negative publicity and exposure, as well as damage to the reputations of the hotels impacted by the incident.

While we strive to use commercially acceptable means to protect customer personal information, no method of transmission over the Internet, or method of electronic storage, is 100% secure. Further, because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. These issues are likely to become more difficult to manage as we expand the number of places where we operate and as the tools and techniques used in such attacks become more advanced. Security breaches or the unauthorized disclosure of customer personal information could result in negative publicity, damage our reputation, expose us to risk of loss or litigation and possible liability and subject us to regulatory penalties and sanctions. Any failure or perceived failure by us, or our service providers, to comply with the privacy policies, privacy-related obligations to users or other third parties, or privacy related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other user data, may result in governmental enforcement actions, litigation or public statements against the company by consumer advocacy groups or others and could cause our customers and members to lose trust in the company, which could have an adverse effect on our business. If our security measures are breached, or if our services are subject to attacks that degrade or deny the ability of users to access our products and services, our products and services may be perceived as not being secure, users and customers may curtail or stop using our products and services, and we may incur significant legal and financial exposure.

We could also be adversely affected if legislation or regulations are expanded to require changes in our business practices or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect our business, results of operations or financial condition. For example, we, like many online companies, have been utilizing the U.S.- E.U. Safe Harbor framework and relying on this method to ensure the appropriate transfer of data between the U.S. and Europe. However, on October 6, 2015, the European Court of Justice ruled that this 15-year old Safe Harbor pact is no longer valid. While we are evaluating and implementing alternatives, it is difficult at this point to know whether this ruling will have an impact on our business. In addition, the European Union has adopted a new data protection legal framework, effective in May 2018, which may result in a greater compliance burden for companies, including us, with users in Europe and increased costs of compliance. To the extent that European regulatory authorities impose fines on the Company or require changes to the Company's business practices, the Company's business and results of operations could be materially and adversely affected. We also could be adversely affected if legislation or regulations are expanded to require changes in our business practices or if

governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect our business, results of operations or financial condition.

Claims have been asserted against us relating to shares not issued in our 2002 merger.

The Company was formed as a result of a combination and merger of entities founded by the Company's principal stockholder, Ralph Bartel. In 2002, Travelzoo.com Corporation was merged into Travelzoo. Under and subject to the terms of the merger agreement, holders of promotional shares of Travelzoo.com Corporation ("Netsurfers") who established that they had satisfied certain prerequisite qualifications were allowed a period of 2 years following the effective date of the merger to receive one share of Travelzoo in exchange for each share of common stock of Travelzoo.com Corporation. In 2004, two years following the effective date of the merger, certain promotional shares remained unexchanged. As the right to exchange these promotional shares expired, no additional shares were reserved for issuance. Thereafter, the Company began to offer a voluntary cash program for those who established that they had satisfied certain prerequisite qualifications for Netsurfer promotional shares as further described below.

Beginning in 2010, the Company became subject to unclaimed property audits of various states in the United States related to the above unexchanged promotional shares. The Company recorded charges for the estimated settlements with these states of \$20.0 million, \$3.0 million and \$22.0 million in 2011, 2012 and 2013, respectively. In 2014, the Company released \$7.6 million of the reserve related to the completion of settlements with the states.

Although the Company has settled the states' unclaimed property claims with all states, the Company may still receive inquiries from certain potential Netsurfer promotional stockholders that had not provided their state of residence to the Company by April 25, 2004. Therefore, the Company is continuing its voluntary program under which it makes cash payments to individuals related to the promotional shares for individuals whose residence was unknown by the Company and who establish that they satisfy the original conditions required for them to receive shares of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo within the required time period. This voluntary program is not available for individuals whose promotional shares have been escheated to a state by the Company, except those individuals for which their residence was unknown to the Company. The accompanying consolidated financial statements include a charge for payments under this voluntary program in general and administrative expenses of \$1,000, \$2,000 and \$1,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

The total cost of this voluntary program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company's common stock price. The Company's common stock price affects the potential liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. The Company does not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but the Company believes that only a portion of such requests were valid. In order to receive payment under this voluntary program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation.

Federal laws and regulations, such as the Bank Secrecy Act and the USA PATRIOT Act and similar foreign laws, could be expanded to include Local Deals and Getaway vouchers.

Various federal laws, such as the Bank Secrecy Act and the USA PATRIOT Act and foreign laws and regulations, such as the European Directive on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing, impose certain anti-money laundering requirements on companies that are financial institutions or that provide financial products and services. For these purposes, financial institutions are broadly defined to include money services businesses such as money transmitters, check cashers and providers of prepaid access cards. Examples of anti-money laundering requirements imposed on financial institutions include customer identification and verification programs, suspicious activity monitoring and reporting, record retention policies and procedures and transaction reporting. We do not believe that we are a financial institution subject to these laws and regulations based, in part, upon the closed loop nature and other characteristics of vouchers and our role with respect to the distribution of vouchers to members. However, the Financial Crimes Enforcement Network, a division of the U.S. Department of the Treasury tasked with implementing the requirements of the Bank Secrecy Act, recently issued final rules regarding the scope and requirements for non-bank parties involved in stored value or prepaid access cards, including obligations on sellers or providers of "prepaid access". Under the final rule, providers or sellers of closed loop vouchers, such as those offered through the *Local Deals* and *Getaway* programs, would only be subject to registration if the voucher exceed \$2,000 in total value or if they are sold in aggregate amounts exceeding \$10,000 to any single person in one day. Should the \$2,000 limit be exceeded or should more than \$10,000 in aggregate vouchers be sold to any individual person (sales to businesses for resale or distribution are excluded) then we may be deemed either a seller or provider of prepaid access subject to regulation. In the event that we become subject to the requirements of the Bank Secrecy Act or any other anti-money laundering law or regulation imposing obligations on us as a money services business, our

regulatory compliance costs to meet these obligations would likely increase which could reduce our net income. In addition, the costs for third parties to sell vouchers would increase, which may restrict our ability to enlist third parties to issue vouchers.

Our internal control over financial reporting may not be effective, and our independent registered public accounting firm may not be able to attest as to the effectiveness of such internal controls, which could have a significant and adverse effect on our business.

We are obligated to evaluate our internal control over financial reporting in order to allow management to report on, and our independent registered public accounting firm to opine on, our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC, which we collectively refer to as Section 404. In our Section 404 evaluation, we may identify areas of internal control that may need improvement and may require remediation efforts where necessary. Currently, none of our identified areas that need improvement has been categorized as material weaknesses. We may identify conditions that may result in material weaknesses in the future.

We may be unable to protect our registered trademark or other proprietary intellectual property rights.

Our success depends to a significant degree upon the protection of the *Travelzoo* brand name. We rely upon a combination of copyright, trade secret and trademark laws, as well as non-disclosure and other contractual arrangements to protect our intellectual property rights. The steps we have taken to protect our proprietary rights, however, may not always succeed in deterring misappropriation of proprietary information.

We have registered the *Travelzoo* trademark in the U.S., Australia, Canada, China, Hong Kong, Japan, South Korea, Taiwan, the European Union, the U.K. and other jurisdictions. If we are unable to protect our rights in the mark in North America, Europe, and Asia Pacific, a key element of our strategy of promoting *Travelzoo* as a brand could be disrupted and our business could be adversely affected. We may not always be able to detect unauthorized use of our proprietary information or take appropriate steps to enforce our intellectual property rights. In addition, the validity, enforceability, and scope of protection of intellectual property in Internet-related industries are uncertain and still evolving. The laws of countries in which we may market our services in the future are uncertain and may afford little or no effective protection of our intellectual property. The unauthorized reproduction or other misappropriation of our proprietary technology could enable third parties to benefit from our technology and brand name without paying us for them. If this were to occur, our business could be materially adversely affected.

We may face liability from intellectual property litigation that could be costly to prosecute or defend and distract management's attention with no assurance of success.

We cannot be certain that our products, content and brand names do not or will not infringe valid patents, copyrights or other intellectual property rights held by third parties. We expect that infringement claims in our markets will increase in number as more participants enter the markets. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. We may incur substantial expenses in defending against these third party infringement claims, regardless of their merit, and such claims could result in a significant diversion of the efforts of our management personnel. Successful infringement claims against us may result in monetary liability or a material disruption in the conduct of our business. We endeavor to defend our intellectual property rights diligently, but intellectual property litigation is extremely expensive and time consuming, and has and is likely to continue to divert managerial attention and resources from our business objectives. Successful infringement claims against us could result in monetary liability and resolution of claims may require us to obtain licenses to use intellectual property rights belonging to third parties, which may be expensive to procure.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We are headquartered in New York, New York, where we occupy approximately 13,500 square feet of leased office space. We have leased offices in Asia Pacific for operations in China, Australia, Hong Kong, Singapore, and Japan, including offices in Beijing, Guangzhou, Hong Kong, Shanghai, Singapore, Sydney, and Tokyo. We also have leased offices for our Europe operations in France, Germany, Spain, and the U.K., including offices in Barcelona, Berlin, Hamburg, London, Manchester, Munich, and Paris. In addition to our New York office, we have several leased offices throughout the U.S. and Canada for our North America operations, including offices in Chicago, Illinois; Austin, Texas; Las Vegas, Nevada; Los Angeles, California; Miami, Florida; Mountain View, California; San Francisco, California; Toronto, Ontario; and Vancouver, British Columbia.

We believe that our leased facilities are adequate to meet our current needs; however, we intend to expand our operations and therefore may require additional facilities in the future. We believe that such additional facilities are available.

Item 3. *Legal Proceedings*

The information set forth under “Note 4 - Commitments and Contingencies” to the accompanying consolidated financial statements included in Part II, Item 8 of this report is incorporated herein by reference.

Item 4. *Mine Safety Disclosure*

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Since August 18, 2004, our common stock has been trading on the NASDAQ Global Select Market under the symbol "TZOO." The following table sets forth, for the periods indicated, the high and low sales prices per share of our common stock as reported by NASDAQ.

	High	Low
2017:		
Fourth Quarter	\$ 9.00	\$ 5.95
Third Quarter	\$ 11.20	\$ 7.75
Second Quarter	\$ 10.95	\$ 8.90
First Quarter	\$ 10.35	\$ 8.35
2016:		
Fourth Quarter	\$ 12.77	\$ 9.15
Third Quarter	\$ 13.16	\$ 7.72
Second Quarter	\$ 8.23	\$ 7.56
First Quarter	\$ 8.55	\$ 6.71

On February 9, 2018, the last reported sales price of our common stock on the NASDAQ Global Select Market was \$6.45 per share.

As of February 9, 2018, there were approximately 198 stockholders of record of our shares.

Dividend Policy

Travelzoo has not declared or paid any cash dividends since inception and does not expect to pay cash dividends for the foreseeable future. The payment of dividends will be at the discretion of our board of directors and will depend upon factors such as future earnings, capital requirements, our financial condition and general business conditions.

Sales of Unregistered Securities

There were no unregistered sales of equity securities during fiscal year 2017.

Repurchases of Equity Securities

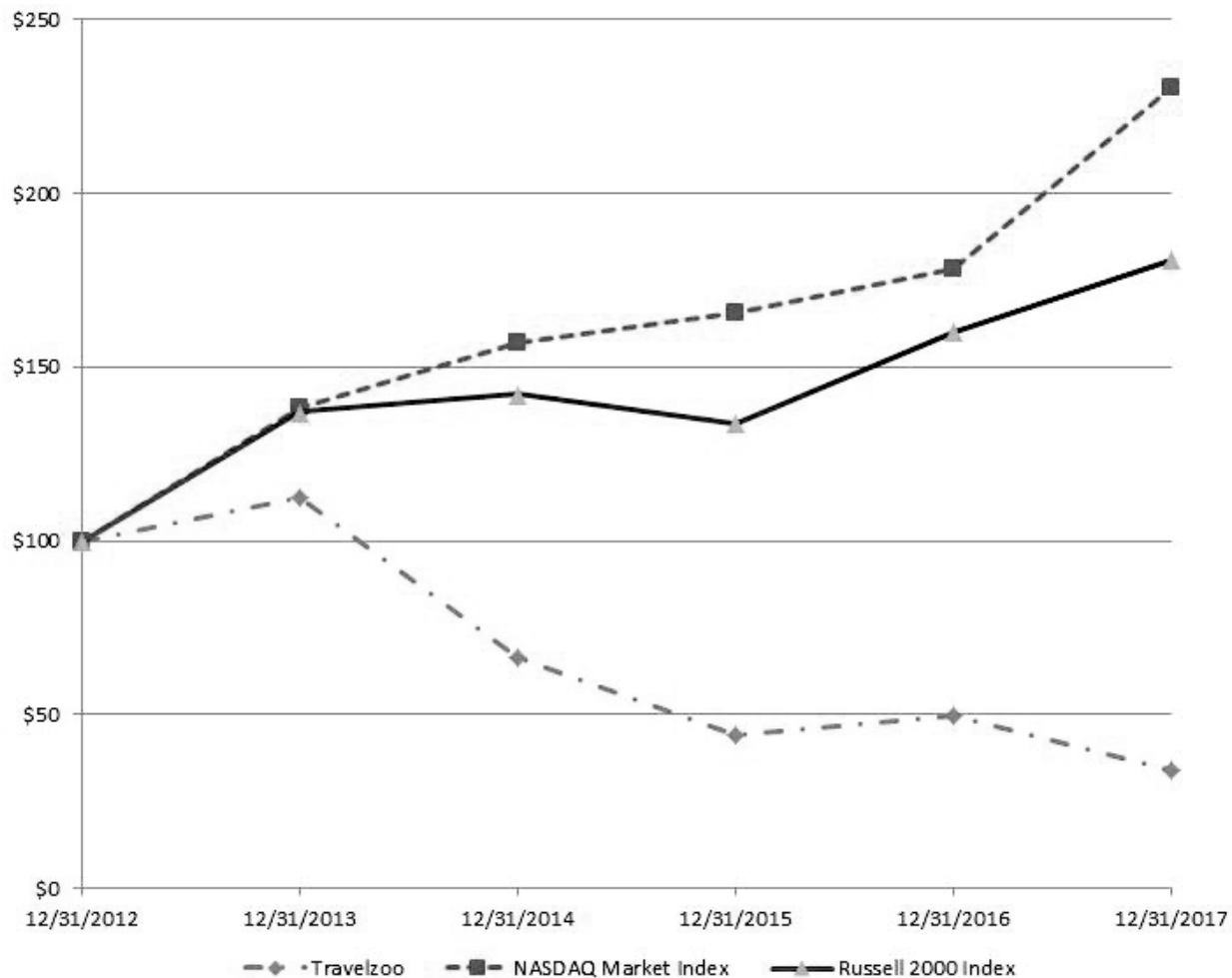
We repurchased 3,000 shares of our equity securities during the three months ended December 31, 2017.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Maximum Shares that May Yet be Purchased Under the Programs (1)
October 1, 2017 - October 31, 2017	3,000	\$ 8.78	3,000	—
November 1, 2017 - November 30, 2017	—	\$ —	—	—
December 1, 2017 - December 31, 2017	—	\$ —	—	—
	<u>3,000</u>		<u>3,000</u>	

- (1) In July 2012, the Company announced a stock repurchase program authorizing the repurchase of up to 1,000,000 shares of the Company's outstanding common stock. As of December 31, 2013, 971,000 shares were repurchased and therefore there were 29,000 shares remaining to be repurchased under this program. In January 2014, the Company announced a stock repurchase program authorizing the repurchase of up to 500,000 shares of the Company's outstanding common stock. During the year ended December 31, 2014, the Company repurchased 261,000 shares of common stock, and therefore there were 268,000 shares remaining to be repurchased under this program as of December 31, 2014. During the year ended December 31, 2015, the Company repurchased 212,000 shares of common stock and therefore there were 56,000 shares remaining to be repurchased under this program as of December 31, 2015. In February 2016, the Company announced a stock repurchase program authorizing the repurchase of up to 1,000,000 shares of the Company's outstanding common stock. During the year ended December 31, 2016, the Company repurchased 1,056,000 shares of common stock and therefore there were no shares remaining to be repurchased under the repurchase programs authorized in January 2014 and January 2016 as of December 31, 2016. During the three months ended December 31, 2016, the Company repurchased 364,000 shares of common stock. In February 2017, the Company announced a stock repurchase program authorizing the repurchase of up to 1,000,000 shares of the Company's outstanding common stock. During the year ended December 31, 2017, the Company repurchased 1,000,000 shares of common stock and therefore there were no shares remaining to be repurchased under the repurchase programs authorized February 2017 as of December 31, 2017. During the three months ended December 31, 2017, the Company repurchased 3,000 shares of common stock. In March 2018, the Company announced a stock repurchase program authorizing the repurchase of up to 500,000 shares of the Company's outstanding common stock.

Performance Graph

The following graph compares, for the dates specified, the cumulative total stockholder return for Travelzoo, the NASDAQ Stock Market (U.S. companies) Index (the “NASDAQ Market Index”), and the Standard & Poor's 500 Publishing Index (the “S&P 500 Publishing”). Measurement points are the last trading day of each of the Company's fiscal years ended December 31, 2013, December 31, 2014, December 31, 2015, December 31, 2016, and December 31, 2017. The graph assumes that \$100 was invested on December 31, 2011 in the Common Stock of the Company, the NASDAQ Market Index and the S&P 500 Publishing and assumes reinvestment of any dividends. The stock price performance on the following graph is not indicative of future stock price performance.



Measurement Point	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016	12/31/2017
Travelzoo	\$ 100.00	\$ 112.27	\$ 66.46	\$ 44.08	\$ 49.50	\$ 33.97
NASDAQ Market Index	\$ 100.00	\$ 138.32	\$ 156.85	\$ 165.84	\$ 178.28	\$ 230.18
Russell 2000 Index	\$ 100.00	\$ 136.82	\$ 141.87	\$ 133.57	\$ 159.93	\$ 180.82

Item 6. Selected Consolidated Financial Data

The selected consolidated financial data set forth below for the years ended December 31, 2017, 2016 and 2015 are derived from our audited consolidated financial statements. The selected consolidated financial data set forth below for the years ended December 31, 2014 and 2013 represent unaudited consolidated financial statements presented on a basis consistent with those for years ended December 31, 2017, 2016 and 2015. The financial results for Travelzoo have been retrospectively adjusted to include the financial results of Asia Pacific in the current and prior periods as though the transaction occurred at the beginning of each period presented. See Note 11 to the accompanying consolidated financial statements for further information related to the acquisition of the Travelzoo Asia Pacific business. The following selected consolidated financial data is qualified in its entirety by, and should be read in conjunction with, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and the notes thereto included elsewhere herein.

Consolidated Statement of Operations Data:

	Year Ended December 31,				
	2017	2016	2015	2014	2013
	(In thousands, except per share data)				
Revenues	\$ 106,524	\$ 114,263	\$ 123,961	\$ 134,243	\$ 145,314
Income (loss) from operations	4,545	10,186	3,820	13,798	(2,325)
Income (loss) from continuing operations, net of taxes	1,592	6,007	8,523	10,323	(8,939)
Income from discontinued operations, net of taxes	1,938	624	2,341	2,739	2,357
Net income (loss)	\$ 3,530	\$ 6,631	\$ 10,864	\$ 13,062	\$ (6,582)
Income (loss) per share—basic:					
Continuing operations	\$ 0.12	\$ 0.43	\$ 0.58	\$ 0.70	\$ (0.58)
Discontinued operations	0.15	0.04	0.16	0.18	0.15
Net income (loss) per share	\$ 0.27	\$ 0.47	\$ 0.74	\$ 0.88	\$ (0.43)
Income (loss) per share—diluted:					
Continuing operations	\$ 0.12	\$ 0.43	\$ 0.58	\$ 0.70	\$ (0.58)
Discontinued operations	0.15	0.04	0.16	0.18	0.15
Net income (loss) per share	\$ 0.27	\$ 0.47	\$ 0.74	\$ 0.88	\$ (0.43)
Shares used in per share calculation from continuing operations—basic	12,882	13,997	14,722	14,768	15,269
Shares used in per share calculation from discontinued operations—basic	12,882	13,997	14,722	14,768	15,269
Shares used in per share calculation from continuing operations—diluted	12,894	13,997	14,722	14,809	15,269
Shares used in per share calculation from discontinuing operations—diluted	12,894	13,997	14,722	14,809	15,355

Consolidated Balance Sheet Data:

	Year Ended December 31,				
	2017	2016	2015	2014	2013
	(In thousands)				
Cash and cash equivalents	\$ 22,553	\$ 26,838	\$ 35,128	\$ 55,417	\$ 68,668
Working capital	\$ 7,646	\$ 14,643	\$ 16,046	\$ 36,259	\$ 29,194
Total assets	\$ 45,672	\$ 53,530	\$ 68,579	\$ 93,307	\$ 119,440
Stockholders' equity	\$ 13,078	\$ 18,064	\$ 21,387	\$ 35,827	\$ 30,096

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

The information in this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based upon current expectations, assumptions, estimates and projections about Travelzoo and our industry. These forward-looking statements are subject to the many risks and uncertainties that exist in our operations and business environment that may cause actual results, performance or achievements of Travelzoo to be different from those expected or anticipated in the forward-looking statements. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. For example, words such as “may”, “will”, “should”, “estimates”, “predicts”, “potential”, “continue”, “strategy”, “believes”, “anticipates”, “plans”, “expects”, “intends”, and similar expressions are intended to identify forward-looking statements. Travelzoo’s actual results and the timing of certain events could differ significantly from those anticipated in such forward-looking statements. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those discussed elsewhere in this report in the section entitled “Risk Factors” and the risks discussed in our other SEC filings. The forward-looking statements included in this report reflect the beliefs of our management on the date of this report. Travelzoo undertakes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other circumstances occur in the future.

Overview

Travelzoo® provides our 28 million members insider deals and one-of-a-kind experiences personally reviewed by one of our deal experts around the globe. With more than 25 offices worldwide, we have our finger on the pulse of outstanding travel, entertainment, and lifestyle experiences. For over 15 years we have worked in partnership with more than 2,000 top travel suppliers—our long-standing relationships give Travelzoo members access to the very best deals.

Our publications and products include the *Travelzoo* website (travelzoo.com), the *Travelzoo* iPhone and Android apps, the *Travelzoo Top 20* e-mail newsletter, and the *Newsflash* e-mail alert service. We operate the *Travelzoo* Network, a network of third-party websites that list deals published by Travelzoo. Our *Travelzoo* website includes *Local Deals* and *Getaway* listings that allow our members to purchase vouchers for deals from local businesses such as spas, hotels and restaurants. We receive a percentage of the face value of the voucher from the local businesses.

More than 2,000 companies use our services, including Air France, Air New Zealand, British Airways, Cathay Pacific Airways, Ctrip, Emirates, Etihad, Expedia, Fairmont Hotels and Resorts, Hawaiian Airlines, Hilton Hotels & Resorts, InterContinental Hotels Group, JPB Corporation, Lion World Travel, Lufthansa, Nexus Holidays, Princess Cruises, Royal Caribbean, Singapore Airlines, Starwood Hotels & Resorts Worldwide, Tourism Australia, Tourism Ireland, and United Airlines.

During the first quarter of 2017, the Company discontinued the operations of its *SuperSearch* and *Fly.com* products to focus on its global Travelzoo® brand and reflected the revenues and expenses for these products as discontinued operations, net of taxes, for the current and prior periods presented. See "Note 11: Discontinued Operations" to the accompanying unaudited consolidated financial statement for further information.

We have three operating segments based on geographic regions: Asia Pacific, Europe and North America. Asia Pacific consists of our operations in Australia, China, Hong Kong, Japan, Taiwan, and Southeast Asia. Europe consists of our operations in France, Germany, Spain, and the U.K. North America consists of our operations in Canada and the U.S. For the year ended December 31, 2017, Asia Pacific operations were 7% of revenues, European operations were 32% of revenues and North American operations were 61% of our total revenues. Financial information with respect to our business segments and certain financial information about geographic areas appears in Note 10 to the accompanying consolidated financial statements.

When evaluating the financial condition and operating performance of the Company, management focuses on financial and non-financial indicators such as growth in the number of members to the Company's newsletters, operating margin, growth in revenues in the absolute and relative to the growth in reach of the Company's publications measured as revenue per member and revenue per employee as a measure of productivity.

How We Generate Revenues

Our revenues are advertising revenues, consisting primarily of listing fees paid by travel, entertainment and local businesses to advertise their offers on Travelzoo's media properties. Listing fees are based on audience reach, placement, number of listings, number of impressions, number of clicks, number of referrals, or percentage of the face value of vouchers sold. Insertion orders are typically for periods between one month and twelve months and are not automatically renewed. Merchant agreements for *Local Deals* and *Getaway* advertisers are typically for twelve months and are not automatically renewed. We have two separate groups of our advertising products: Travel and Local.

Our Travel category of revenue includes the publishing revenue for negotiated high-quality deals from travel companies, such as hotels, airlines, cruises or car rentals and includes products such as *Top 20*, *Travelzoo* website, *Newsflash*, *Travelzoo* Network as well as *Getaway* vouchers. The revenues generated from these products are based upon a fee for number of e-mails delivered to our audience, a fee for clicks delivered to the advertisers, a fee for placement of the advertising on our website or a fee based on a percentage of the face value of vouchers sold, hotel booking stays or other items sold. We recognize revenue upon delivery of the e-mails, delivery of the clicks, over the period of placement of the advertising, upon hotel booking stays and upon the sale of the vouchers or other items sold.

Our Local category of revenue includes the publishing revenue for negotiated high-quality deals from local businesses, such as restaurants, spas, shows, and other activities and includes *Local Deals* vouchers and entertainment offers (vouchers and direct bookings). The revenues generated from these products are based upon a percentage of the face value of vouchers or items sold or a fee for clicks delivered to the advertisers. We recognize revenue upon the sale of the vouchers, when we receive notification of the direct bookings or upon delivery of the clicks. The Company earns a fee for acting as an agent in these transactions, which is recorded on a net basis and is included in revenue upon completion of the voucher sale. Certain merchant contracts in foreign locations allow us to retain fees related to vouchers sold that are not redeemed by purchasers upon

expiration, which we recognize as revenue after the expiration of the redemption period and after there are no further obligations to provide funds to merchants, members or others.

Trends in Our Business

Our ability to generate revenues in the future depends on numerous factors such as our ability to sell more advertising to existing and new advertisers, our ability to increase our audience reach and advertising rates, our ability to have sufficient supply of hotels offered at competitive rates, and our ability to develop and launch new products.

Our current revenue model primarily depends on advertising fees paid primarily by travel, entertainment and local businesses. A number of factors can influence whether current and new advertisers decide to advertise their offers with us. We have been impacted and expect to continue to be impacted by external factors such as the shift from offline to online advertising, the relative condition of the economy, competition and the introduction of new methods of advertising, and the decline in consumer demand for vouchers. A number of factors will have impact on our revenue, such as the reduction in spending by travel intermediaries due to their focus on improving profitability, the trend towards mobile usage by consumers, the willingness of consumers to purchase the deals we advertise, and the willingness of certain competitors to grow their business unprofitably. In addition, we have been impacted and expect to continue to be impacted by internal factors such as introduction of new advertising products, hiring and relying on key employees for the continued maintenance and growth of our business and ensuring our advertising products continue to attract the audience that advertisers desire.

Existing advertisers may shift from one advertising service (e.g. *Top 20*) to another (e.g. *Local Deals* and *Getaway*). These shifts between advertising services by advertisers could result in no incremental revenue or less revenue than in previous periods depending on the amount purchased by the advertisers, and in particular with *Local Deals* and *Getaway*, depending on how many vouchers are purchased by members. In addition, we are anticipating a shift from our existing hotel revenue to commission-based hotel revenue as we expand the use of our hotel platform, which may result in lower revenue depending on volume of hotel bookings.

Local revenues have been and may continue to decline over time due to market conditions driven by competition and declines in consumer demand. In the last several years, we have seen a decline in the number of vouchers sold and a decrease in the average take rate earned by us from the merchants for voucher sold.

Our ability to continue to generate advertising revenue depends heavily upon our ability to maintain and grow an attractive audience for our publications. We monitor our members to assess our efforts to maintain and grow our audience reach. We obtain additional members and activity on our websites by acquiring traffic from Internet search companies. The costs to grow our audience have had, and we expect will to continue to have, a significant impact on our financial results and can vary from period to period. We may have to increase our expenditures on acquiring traffic to continue to grow or maintain our reach of our publications due to competition. We continue to see a shift in the audience to accessing our services through mobile devices and social media. We are addressing this growing channel of our audience through development of our mobile applications and through marketing on social media channels. However, we will need to keep pace with technological change and this trend to further address this shift in the audience behavior in order to offset any related declines in revenue.

We believe that we can increase our advertising rates only if the reach of our publications increases. We do not know if we will be able to increase the reach of our publications. If we are able to increase the reach of our publications, we still may not be able to or want to increase rates given market conditions such as intense competition in our industry. We have not had any significant rate increase in recent years due to intense competition in our industry. Even if we increase our rates, the increased price may reduce the amount of advertisers willing to advertise with us and, therefore, decrease our revenue. We may need to decrease our rates based on competitive market conditions and the performance of our audience in order to maintain or grow our revenue.

We do not know what our cost of revenues as a percentage of revenues will be in future periods. Our cost of revenues may increase if the face value of vouchers that we sell for *Local Deals* and *Getaway* increases or the total number of vouchers sold increases because we have credit card fees based upon face value of vouchers sold, due to customer service costs related to vouchers sold and due to refunds to members on vouchers sold. Our cost of revenues are expected to increase due to our effort to develop our hotel booking platform as well. We expect fluctuations in cost of revenues as a percentage of revenues from quarter to quarter. Some of the fluctuations may be significant and have a material impact on our results of operations.

We do not know what our sales and marketing expenses as a percentage of revenue will be in future periods. Increased competition in our industry may require us to increase advertising for our brand and for our products. In order to increase the reach of our publications, we have to acquire a significant number of new members in every quarter and continue to promote our brand. One significant factor that impacts our advertising expenses is the average cost per acquisition of a new member.

Increases in the average cost of acquiring new members may result in an increase of sales and marketing expenses as a percentage of revenue. We believe that the average cost per acquisition depends mainly on the advertising rates which we pay for media buys, our ability to manage our member acquisition efforts successfully, the regions we choose to acquire new members and the relative costs for that region, and the degree of competition in our industry. We may decide to accelerate our member acquisition for various strategic and tactical reasons and, as a result, increase our marketing expenses. We expect the average cost per acquisition to increase with our increased expectations for the quality of the members we acquire. We may see an unique opportunity for a brand marketing campaign that will result in an increase of marketing expenses. In addition, there may be a significant number of members that cancel or we may cancel their subscription for various reasons, which may drive us to spend more on member acquisition in order to replace the lost members. Further, we expect to continue our strategy over time to replicate our business model in selected foreign markets to result in a significant increase in our sales and marketing expenses and have a material adverse impact on our results of operations. For example, in August of 2015 we acquired our Asia Pacific business, with the intent to increase our investment in audience in this region. Due to the continued desire to grow our business in Asia Pacific, Europe and North America, we expect relatively high level of sales and marketing expenses in the foreseeable future. We expect fluctuations in sales and marketing expenses as a percentage of revenue from year to year and from quarter to quarter. Some of the fluctuations may be significant and have a material impact on our results of operations. We expect increased marketing expense to spur continued growth in members and revenue in future periods; however, we cannot be assured of this due to the many factors that impact our growth in members and revenue. We expect to adjust the level of such incremental spending during any given quarter based upon market conditions, as well as our performance in each quarter. We have increased and may continue to increase our spending on sales and marketing to increase the number of our members and address the growing audience from mobile and social media channels, as well as to increase our analytic capabilities to continuously improve the presentation of our offerings to our audience.

We do not know what our product development expenses as a percentage of revenue will be in future periods. There may be fluctuations that have a material impact on our results of operations. Product development changes may lead to reductions of revenue based on changes in presentation of our offerings to our audience. We expect our efforts on developing our product and services will continue to be a focus in the future, which may lead to increased product development expenses. This increase in expense may be the result of an increase in headcount, the compensation related to existing headcount and the increased use of professional services. We expect our continued expansion into foreign markets and development of new advertising formats to result in a significant additional increase in our product development expenses. We expect to incur additional costs related to the development of our hotel platform capabilities, which we are developing, in part, to address the shift to mobile devices. We also may increase our investment in product development to ensure our products are suited for different regions such as Asia Pacific. In addition, we expect to incur additional costs related to the development of our search capabilities of our website and mobile applications.

We do not know what our general and administrative expenses as a percentage of revenue will be in future periods. There may be fluctuations that have a material impact on our results of operations. We expect our headcount to continue to increase in the future. The Company's headcount is one of the main drivers of general and administrative expenses. Therefore, we expect our absolute general and administrative expenses to continue to increase. We expect our continued expansion into foreign markets to result in an increase in our general and administrative expenses. Our general and administrative expenses as a percentage of revenue may also fluctuate depending on the number of requests received related to a program under which the Company intends to make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, whose claims were not escheated to states and who failed to submit requests to convert shares into Travelzoo within the required time period. We expect an increase in professional fees for various initiatives.

We do not know what our income taxes will be in future periods. There may be fluctuations that have a material impact on our results of operations. Our income taxes are dependent on numerous factors such as the geographic mix of our taxable income, federal and state and foreign country tax law and regulations and changes thereto, the determination of whether valuation allowances for certain tax assets are required or not, audits of prior years' tax returns resulting in adjustments, resolution of uncertain tax positions and different treatment for certain items for tax versus books and the acquisition of our Asia Pacific business in 2015. We expect fluctuations in our income taxes from year to year and from quarter to quarter. Some of the fluctuations may be significant and have a material impact on our results of operations.

The key elements of our growth strategy include building a travel and lifestyle brand with a large, high-quality user base and offering our users products that keep pace with consumer preference and technology, such as the trend toward mobile usage by consumers. We expect to continue our efforts to grow; however, we may not grow or we may experience slower growth. Some examples of our efforts to expand our business internationally since our inception in the U.S. have been expansion to the U.K. in 2005, Canada in 2006, Germany in 2006, France in 2007, and Spain in 2008. In addition, from 2007 through 2009 we began operations in Asia Pacific, including in Australia, China, Hong Kong, Japan, Taiwan, and Southeast Asia. We also have launched new products to grow our revenue, such as *Local Deals* in 2010, *Getaway* in 2011, as well as our mobile application launches in 2011 and 2012. In late 2012, we bought an online hotel platform to assist in our development of a product to better serve hotels and to facilitate the development of our hotel platform. We have also increased our spending on addressing the shift of our audience to mobile devices and social media.

We believe that we can sell more advertising if the market for online advertising continues to grow and if we can maintain or increase our market share. We believe that the market for advertising continues to shift from offline to online. We do not know if we will be able to maintain or increase our market share. We do not know if we will be able to increase the number of our advertisers in the future. We do not know if we will have market acceptance of our new products or whether the market will continue to accept our existing products.

Results of Operations

The following table sets forth, as a percentage of total revenues, the results from our operations for the periods indicated.

	Year Ended December 31,		
	2017	2016	2015
Revenues	100.0%	100.0%	100.0%
Cost of revenues	12.1	12.1	14.6
Gross profit	87.9	87.9	85.4
Operating expenses:			
Sales and marketing	53.8	51.1	52.9
Product development	8.6	8.0	9.9
General and administrative	21.2	19.9	19.5
Total operating expenses	83.6	79.0	82.3
Income from continuing operations	4.3	8.9	3.1
Other income (loss), net	0.1	(0.1)	(1.0)
Income from continuing operations before income taxes	4.4	8.8	2.1
Income tax expense (benefit)	2.9	3.5	(4.8)
Income from continuing operations	1.5	5.3	6.9
Income from discontinued operations, net of income taxes	1.8	0.5	1.9
Net income	3.3%	5.8%	8.8%

Operating Metrics

The following table sets forth operating metrics in Asia Pacific, Europe and North America:

	Years Ended December 31,		
	2017	2016	2015
Asia Pacific			
Total members	3,621,600	3,598,000	3,484,000
Average cost per acquisition of a new member	\$ 3.08	\$ 3.28	\$ 2.46
Revenue per member (2)	\$ 2.09	\$ 2.78	\$ 3.01
Revenue per employee (3)	\$ 86	\$ 108	\$ 113
Mobile application downloads	728,300	662,000	563,000
Social media followers	559,000	531,000	383,000
Europe			
Total members	8,523,300	8,153,000	7,860,000
Average cost per acquisition of a new member	\$ 2.89	\$ 2.85	\$ 3.43
Revenue per member (2)	\$ 4.13	\$ 4.69	\$ 5.41
Revenue per employee (3)	\$ 222	\$ 249	\$ 277
Mobile application downloads	1,738,481	1,595,000	1,419,000
Social media followers	791,000	637,000	595,000
North America			
Total members	17,375,600	17,223,000	17,184,000
Average cost per acquisition of a new member	\$ 1.87	\$ 2.15	\$ 2.16
Revenue per member (2)	\$ 3.79	\$ 3.94	\$ 4.35
Revenue per employee (3)	\$ 322	\$ 332	\$ 314
Mobile application downloads	3,015,700	3,049,000	2,734,000
Social media followers	2,866,000	2,507,000	2,250,000
Consolidated			
Total members (1)	29,388,200	28,838,000	28,390,000
Average cost per acquisition of a new member	\$ 2.34	\$ 2.51	\$ 2.62
Revenue per member (2)	\$ 3.69	\$ 4.02	\$ 4.48
Revenue per employee (3)	\$ 241	\$ 258	\$ 266
Mobile application downloads	5,482,481	5,306,000	4,716,000
Social media followers	4,216,000	3,675,000	3,228,000

- (1) Members represent individuals who are signed up to receive one or more of our free email publications that present our travel, entertainment and local deals.
- (2) Annual revenue divided by number of members at the beginning of the year.
- (3) Annual revenue divided by number of employees at the end of the year (in thousands).

Revenues

The following table sets forth the breakdown of revenues (in thousands) by category and segment. Travel revenue includes travel publications (Top 20, Website, Newsflash, Travelzoo Network), Getaway vouchers and hotel platform. Local revenue includes Local Deals vouchers and entertainment offers (vouchers and direct bookings).

	Year Ended December 31,		
	2017	2016	2015
Asia Pacific			
Travel	\$ 6,992	\$ 8,845	\$ 9,355
Local	527	853	1,294
Total Asia Pacific revenues	\$ 7,519	\$ 9,698	\$ 10,649
Europe			
Travel	\$ 29,180	\$ 31,087	\$ 33,603
Local	4,501	5,820	6,133
Total Europe revenues	\$ 33,681	\$ 36,907	\$ 39,736
North America			
Travel	\$ 53,880	\$ 54,248	\$ 56,156
Local	11,444	13,410	17,420
Total North America revenues	\$ 65,324	\$ 67,658	\$ 73,576
Consolidated			
Travel	\$ 90,052	\$ 94,180	\$ 99,114
Local	16,472	20,083	24,847
Total revenues	\$ 106,524	\$ 114,263	\$ 123,961

Asia Pacific

Asia Pacific revenues decreased \$2.2 million or 22% in 2017 compared to 2016. This decrease was primarily due to the decrease in Travel revenues, the decrease in Local revenues and a \$341,000 negative impact from foreign currency movements relative to the U.S. dollar. The decrease in Travel revenues of \$1.5 million was primarily due to the decreased number of e-mails sent. The decrease in Local revenues of \$301,000 was primarily due to the decreased number of *Local Deals* vouchers sold.

Asia Pacific revenues decreased \$951,000 or 9% in 2016 compared to 2015. This decrease was primarily due to the decrease in Travel revenues and the decrease in Local revenues offset partially by a \$207,000 positive impact from foreign currency movements relative to the U.S. dollar. The decrease in Travel revenues of \$718,000 was primarily due to the decreased number of e-mails sent. The decrease in Local revenues of \$441,000 was primarily due to the decreased number of *Local Deals* vouchers sold.

Europe

Europe revenues decreased \$3.2 million or 9% in 2017 compared to 2016. This decrease was primarily due to the decrease in Travel revenues, the decrease in Local revenues and a \$766,000 negative impact from foreign currency movements relative to the U.S. dollar. The decrease in Travel revenue of \$1.3 million was primarily due to the decrease in the average take rate earned from travel publications and the decrease in vouchers sold in getaway voucher revenues. The decrease in Local revenues of \$1.2 million was primarily due to the decreased number of *Local Deals* vouchers sold.

Europe revenues decreased \$2.8 million or 7% in 2016 compared to 2015. This decrease was primarily due to the \$2.8 million negative impact from foreign currency movements relative to the U.S. dollar and the decrease in Travel revenues, offset partially by the increase in Local revenues. The decrease in Travel revenue of \$360,000 was primarily due to the decreased number of emails sent and paid clicks. The increase in Local revenues of \$312,000 was primarily due to the increased number of *Local Deals* vouchers sold.

North America

North America revenues decreased \$2.3 million or 3% in 2017 compared to 2016. This decrease was primarily due to the decrease in Local and Travel revenues. The decrease in Local revenues of \$2.0 million was primarily due to the decreased number of *Local Deals* vouchers sold. The decrease in Travel revenue of \$371,000 was primarily due to the decreased number of *Getaway* vouchers sold, offset partially by the increased travel publications revenues.

North America revenues decreased \$5.9 million or 8% in 2016 compared to 2015. The decrease in Travel revenues of \$1.8 million was primarily due to the decreased number of emails sent. The decrease in Local revenues of \$4.0 million was primarily due to the decreased number of *Local Deals* vouchers sold.

For 2017, 2016 and 2015, none of our customers accounted for 10% or more of our revenue.

Cost of Revenues

Cost of revenues consists primarily of network expenses, including fees we pay for co-location services and depreciation and maintenance of network equipment, payments made to third-party partners of the Travelzoo Network, amortization of capitalized website development costs, credit card fees, certain estimated refunds to members and customer service costs associated with vouchers we sell and hotel bookings, and salary expenses associated with network operations and customer service staff. Cost of revenues was \$12.9 million, \$13.9 million and \$18.1 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Cost of revenue decreased \$946,000 in 2017 compared to 2016. This decrease was primarily due to a \$837,000 decrease in payments made to third-party partners of the Travelzoo Network.

Cost of revenue decreased \$4.3 million in 2016 compared to 2015. This decrease was primarily due to a \$2.9 million decrease in payments made to third-party partners of the Travelzoo Network, a \$771,000 decrease in *Local Deals and Getaway* costs and a \$585,000 decrease in employee compensation and benefits.

Operating Expenses

Sales and Marketing

Sales and marketing expenses consist primarily of advertising and promotional expenses, salary expenses associated with sales, marketing and production staff, expenses related to our participation in industry conferences, and public relations expenses. Sales and marketing expenses were \$57.3 million, \$58.4 million and \$65.6 million for 2017, 2016 and 2015, respectively. Advertising expenses accounted for 15%, 18% and 21%, respectively, of total sales and marketing expenses and consisted primarily of online advertising, which we refer to as traffic acquisition cost and member acquisition costs. The goal of our advertising was to acquire new members for our e-mail products, increase the traffic to our websites and increase brand awareness.

Sales and marketing expenses decreased \$1.1 million in 2017 compared to 2016. The decrease was primarily due to a \$1.2 million decrease in member acquisition costs and a \$0.4 million decrease in salary and employee related expenses, offset partially by a \$0.3 million increase in facility costs and \$0.3 million increase in marketing costs.

Sales and marketing expenses decreased \$7.2 million in 2016 compared to 2015. The decrease was primarily due to a \$4.0 million decrease in salary and employee related expenses due in part to a decrease in headcount, a \$1.9 million decrease in trade and brand marketing expenses, \$0.7 million decrease in member acquisition costs and a \$0.4 million decrease in professional service expenses.

Product Development

Product development expenses consist primarily of compensation for software development staff, fees for professional services, software maintenance and amortization and facilities costs. Product development expenses were \$9.2 million, \$9.1 million and \$12.2 million for 2017, 2016 and 2015, respectively.

Product development expenses increased \$128,000 in 2017 compared to 2016. The increase was primarily due to an increase in professional services related in part to our continuous enhancement to our website.

Product development expenses decreased \$3.1 million in 2016 compared to 2015. The decrease was primarily due to a \$1.5 million decrease in salary and employee related expenses, a \$1.0 million decrease in professional service expenses and a \$0.3 million decrease in contractor expenses.

General and Administrative

General and administrative expenses consist primarily of compensation for administrative, executive, fees for professional services, rent, bad debt expense, amortization of intangible assets, and general office expense. General and administrative expenses were \$22.6 million, \$22.7 million and \$24.2 million for 2017, 2016 and 2015, respectively.

General and administrative expenses decreased \$139,000 in 2017 compared to 2016. The decrease was primarily due to a \$548,000 decrease in professional services expenses related to various outside services, offset partially by a \$435,000 increase in salary and employee related expenses.

General and administrative expenses decreased \$1.5 million in 2016 compared to 2015. The decrease was primarily due to a \$2.2 million decrease in salary and employee related expenses due in part to a decrease in headcount, offset partially by a \$0.5 million increase in professional services expenses.

Other Income (loss)

Other income (loss) consisted primarily of foreign exchange transactions gains and losses, interest income earned on cash, cash equivalents and restricted cash as well as interest expense. Other income (loss) was \$173,000, \$(187,000) and \$(1.2) million for 2017, 2016 and 2015, respectively. Other income (loss) increased \$360,000 from 2016 to 2017 primarily due to foreign exchange transaction gains in 2017. Other income (loss) decreased \$1.1 million from 2015 to 2016 primarily due to foreign exchange transaction losses in 2015.

Income Taxes

On December 22, 2017, the U.S. government enacted the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act includes significant changes to the U.S. corporate income tax system including: a federal corporate rate reduction from 35% to 21%; limitations on the deductibility of interest expense and executive compensation; creation of new minimum taxes such as the base erosion anti-abuse tax ("BEAT") and Global Intangible Low Taxed Income ("GILTI") tax; and the transition of U.S. international taxation from a worldwide tax system to a modified territorial tax system, which will result in a one time U.S. tax liability on those earnings which have not previously been repatriated to the U.S. (the "Transition Tax").

In connection with the Company's initial analysis of the impact of the Tax Act, the Company has recorded a provisional estimate of discrete net tax expense of \$508,000 for the period ended December 31, 2017. This discrete expense consists of provisional estimates of zero net expense for the Transition Tax, \$173,000 net benefit for the decrease in the Company's deferred tax liability on unremitted foreign earnings, and \$681,000 net expense for remeasurement of the Company's deferred tax assets/liabilities for the corporate rate reduction.

We have not completed our accounting for the income tax effects of certain elements of the Tax Act, including the new GILTI and BEAT taxes. Due to the complexity of these new tax rules, we are continuing to evaluate these provisions of the Tax Act and whether such taxes are recorded as a current-period expense when incurred or whether such amounts should be factored into a company's measurement of its deferred taxes. As a result, we have not included an estimate of the tax expense/benefit related to these items for the period ended December 31, 2017.

Our income is generally taxed in the U.S., Canada and U.K. Our income tax provision reflects federal, state and country statutory rates applicable to our worldwide income, adjusted to take into account expenses that are treated as having no recognizable tax benefit. Income tax expense (benefit) was \$3.1 million, \$4.0 million and \$(5.9) million for 2017, 2016 and 2015, respectively. Our effective tax rate was 66%, 40% and (231)% for 2017, 2016 and 2015, respectively.

Our effective tax rate increased for the year ended December 31, 2017 compared to the year ended December 31, 2016, primarily due to unfavorable change in our geographic mix of our worldwide taxable income including foreign net operating losses from Asia Pacific that are not benefited. In addition, the effective tax rate decreased by \$907,000 due primarily to the recognition of certain previously unrecognized tax benefits related to uncertain tax positions as a result of the settlement of certain tax examinations offset by the provisional estimated net tax expense of \$508,000 resulting from our initial analysis of the impact of the U.S. tax reform passed in December 2017. Our effective tax rate increased for the year ended December 31, 2016 compared to the year ended December 31, 2015, primarily due to the recognition of an \$8.4 million tax benefit related to the unexchanged promotional shares after a lapse of certain statute of limitations in 2015. We expect that our effective tax rate in future periods may fluctuate depending on the geographic mix of our worldwide taxable income, total amount of expenses representing payments to former stockholders, income or losses incurred by our operations in Asia Pacific, Canada and Europe, statutory tax rate changes that may occur and the need for valuation allowances on certain tax assets, if any. See Note 5 to the accompanying consolidated financial statements for more information on our effective tax rate.

Segment Information

Asia Pacific

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Revenues	\$ 7,519	\$ 9,698	\$ 10,649
(Loss) from operations	\$ (5,967)	\$ (3,890)	\$ (2,469)
(Loss) from operations as a % of revenues	(79)%	(40)%	(23)%

Asia Pacific net revenues decreased \$2.2 million in 2017 compared to 2016 (see “Revenues” above). Asia Pacific expenses decreased \$102,000 from 2016 to 2017. This decrease was primarily due to a \$470,000 decrease in member acquisition costs, offset partially by a \$188,000 increase of salary expense and a \$130,000 increase in rent expense.

Asia Pacific net revenues decreased \$951,000 in 2016 compared to 2015 (see “Revenues” above). Asia Pacific expenses increased \$470,000 from 2015 to 2016. This increase was primarily due to a \$666,000 increase in member acquisition costs, a \$251,000 increase in trade and brand marketing expenses, offset partially by a \$620,000 decrease of salary and employee related expense due primarily to a decrease in headcount.

Foreign currency movements relative to the U.S. dollar positively impacted our local currency loss from our operations in Asia Pacific by approximately \$35,000 for fiscal years 2017. Foreign currency movements relative to the U.S. dollar negatively impacted our local currency loss from our operations in Asia Pacific by approximately \$191,000 and \$16,000 for fiscal years 2016 and 2015, respectively.

Europe

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Revenues	\$ 33,681	\$ 36,907	\$ 39,736
Income from operations	\$ 2,290	\$ 5,604	\$ 2,472
Income from operations as a % of revenues	7%	15%	6%

Europe net revenues decreased \$3.2 million in 2017 compared to 2016 (see “Revenues” above). Europe expenses increased \$88,000 from 2016 to 2017. The increase was primarily due to a \$176,000 increase in customer retention costs, a \$173,000 increase in trade and brand marketing expenses, a \$136,000 increase in office and facility expenses and a \$130,000 increase in professional services expenses, offset partially by a \$496,000 decrease in salary and employee related expenses.

Europe net revenues decreased \$2.8 million in 2016 compared to 2015 (see “Revenues” above). Europe expenses decreased \$6.0 million from 2015 to 2016. The decrease was primarily due to a \$1.8 million decrease in salary and employee related expenses, a \$1.5 million decrease in trade and brand marketing expenses, a \$1.0 million decrease in member acquisition costs.

Foreign currency movements relative to the U.S. dollar negatively impacted our local currency income from our operations in Europe by approximately \$116,000, \$633,000 and \$101,000 for 2017, 2016 and 2015, respectively.

North America

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Revenues	\$ 65,324	\$ 67,658	\$ 73,576
Income from operations	\$ 8,222	\$ 8,472	\$ 3,817
Income from operations as a % of revenues	13%	13%	5%

North America net revenues decreased \$2.3 million in 2017 compared to 2016 (see “Revenues” above). North America expenses decreased \$2.1 million from 2016 to 2017. This decrease was primarily due to a \$1.0 million decrease in professional services expenses, a \$0.8 million decrease in member acquisition costs and a \$0.6 million decrease in payments made to third-party partners of the Travelzoo Network, offset partially by a \$0.5 million increase in customer refund in *Local Deals* and *Getaway* products.

North America net revenues decreased \$5.9 million in 2016 compared to 2015 (see “Revenues” above). North America expenses decreased \$10.6 million from 2015 to 2016. This decrease was primarily due to a \$6.3 million decrease in salary and employee related expense due in part to a decrease in headcount, a \$2.8 million decrease in payments made to third-party partners of the Travelzoo Network and a \$0.9 million decrease in member acquisition costs.

Liquidity and Capital Resources

As of December 31, 2017, we had \$22.6 million in cash and cash equivalents, of which \$16.4 million was held outside the U.S. in certain of our foreign operations. If these assets are distributed to the U.S., we may be subject to additional U.S. taxes in certain circumstances. Cash and cash equivalents decreased from \$26.8 million as of December 31, 2016 primarily as a result of cash used for repurchases of our common stock. We expect that cash on hand will be sufficient to provide for working capital needs for at least the next twelve months.

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Net cash provided by operating activities	\$ 2,076	\$ 8,722	\$ 4,192
Net cash provided by (used in) investing activities	2,152	(909)	(1,218)
Net cash used in financing activities	(9,712)	(15,262)	(20,012)
Effect of exchange rate changes on cash and cash equivalents	1,199	(841)	(3,251)
Net decrease in cash and cash equivalents	<u>\$ (4,285)</u>	<u>\$ (8,290)</u>	<u>\$ (20,289)</u>

Net cash provided by operating activities is net income adjusted for certain non-cash items and changes in assets and liabilities. Net cash provided by operating activities was \$2.1 million for 2017, which consisted of a net income of \$3.5 million, adjustments for non-cash items of \$265,000, offset partially a \$1.7 million decrease in cash from changes in operating assets and liabilities. Adjustments for non-cash items primarily consisted of the \$2.9 million discontinued operations gain on the sale of the Fly.com domain name, offset by \$2.1 million of depreciation and amortization expense on property and equipment and \$1.0 million of stock-based compensation expense. The decrease in cash from changes in operating assets and liabilities primarily consisted of \$2.5 million decrease in other non-current liabilities primarily associated with the resolution of 2009 IRS audit related to the sale of our Asia Pacific business segment and \$1.6 million decrease in accounts payable, offset partially by \$3.1 million decrease in accounts receivable.

Net cash provided by operating activities was \$8.7 million for 2016, which consisted of a net income of \$6.6 million, adjustments for non-cash items of \$3.0 million and a \$958,000 decrease in cash from changes in operating assets and liabilities. Adjustments for non-cash items primarily consisted of \$2.5 million of depreciation and amortization expense on property and equipment and \$933,000 of stock-based compensation expense. The decrease in cash from changes in operating assets and liabilities primarily consisted of \$2.5 million decrease in accounts payable offset partially by \$1.3 million decrease in accounts receivable.

Net cash provided by operating activities was \$4.2 million for 2015, which consisted of a net income of \$10.9 million, adjustments for non-cash items of \$3.4 million and a \$10.1 million decrease in cash from changes in operating assets and liabilities. Adjustments for non-cash items primarily consisted of \$2.8 million of depreciation and amortization expense on property and equipment and \$401,000 of stock-based compensation expense. In addition, the decrease in cash from changes in operating assets and liabilities primarily consisted of \$7.9 million in other non-current liabilities, \$1.4 million in accrued expenses for unexchanged promotional shares, \$2.8 million in accounts payable and accrued expenses offset by \$2.4 million in income tax receivable.

Cash paid for income tax net of refunds received in 2017, 2016 and 2015 was \$6.2 million, \$3.3 million and \$801,000, respectively.

Net cash provided by investing activities for 2017 was \$2.2 million. Net cash used in investing activities for 2016 and 2015 was \$909,000 and \$1.2 million, respectively. The cash provided by investing activities in 2017 was primarily due to \$2.9 million proceeds from sale the Fly.com domain name, offset partially by \$738,000 in purchases of property and equipment. The cash used in investing activities in 2016 was due primarily to \$909,000 in purchases of property and equipment. The cash used in investing activities in 2015 was due primarily to \$1.3 million in purchases of property and equipment offset by \$64,000 release of restricted cash.

Net cash used in financing activities for 2017, 2016 and 2015 was \$9.7 million, \$15.3 million and \$20.0 million, respectively. Net cash used in financing activities for the year ended December 31, 2017 was primarily due to \$9.7 million cash used in repurchases of our common stock. Net cash used in financing activities for the year ended December 31, 2016 was primarily due to \$5.7 million payment of related party loan and \$9.7 million cash used in repurchases of our common stock. Net cash used in financing activities for the year ended December 31, 2015 was primarily due to cash used in acquiring the Travelzoo Asia Pacific business and repurchases of our common stock.

See Note 4 to the accompanying consolidated financial statements for information on the unexchanged promotional share settlements and related cash program.

Although the Company has settled the states unclaimed property claims with all states, the Company may still receive inquiries from certain potential Netsurfer promotional stockholders that had not provided their state of residence to the Company by April 25, 2004. Therefore, the Company is continuing its voluntary program under which it makes cash payments to individuals related to the promotional shares for individuals whose residence was unknown by the Company and who establish that they satisfied the conditions to receive shares of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo within the required time period. This voluntary program is not available for individuals whose promotional shares have been escheated to a state by the Company.

Our capital requirements depend on a number of factors, including market acceptance of our products and services, the amount of our resources we devote to the development of new products, cash payments related to former stockholders of Travelzoo.com Corporation, expansion of our operations, and the amount of resources we devote to promoting awareness of our *Travelzoo* brands. Since the inception of the program under which we make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo within the required time period, we have incurred expenses of \$2.9 million. While future payments for this program are expected to decrease, the total cost of this program is still undeterminable because it is dependent on our stock price and on the number of valid requests ultimately received.

Consistent with our growth, we have experienced fluctuations in our cost of revenues, sales and marketing expenses and our general and administrative expenses, including increases in product development costs, and we anticipate that these increases will continue for the foreseeable future. We believe cash on hand will be sufficient to pay such costs for at least the next twelve months. In addition, we will continue to evaluate possible investments in businesses, products and technologies, the consummation of any of which would increase our capital requirements.

Although we currently believe that we have sufficient capital resources to meet our anticipated working capital and capital expenditure requirements for at least the next twelve months, unanticipated events and opportunities or a less favorable than expected development of our business with one or more of advertising formats may require us to sell additional equity or debt securities or establish new credit facilities to raise capital in order to meet our capital requirements.

If we sell additional equity or convertible debt securities, the sale could dilute the ownership of our existing stockholders. If we issue debt securities or establish a new credit facility, our fixed obligations could increase, and we may be required to agree to operating covenants that would restrict our operations. We cannot be sure that any such financing will be available in amounts or on terms acceptable to us.

If the development of our business is less favorable than expected, we may decide to significantly reduce the size of our operations and marketing expenses in certain markets with the objective of reducing cash outflow.

The information set forth under “Note 4 — Commitments and Contingencies” to the accompanying consolidated financial statements included in Part II, Item 8 of this report is incorporated herein by reference. Litigation and claims against the Company may result in legal defense costs, settlements or judgments that could have a material impact on our financial condition.

The following summarizes our principal contractual commitments as of December 31, 2017 (in thousands):

	2018	2019	2020	2021	2022	Thereafter	Total
Operating leases	\$ 5,320	\$ 4,505	\$ 3,833	\$ 3,205	\$ 2,370	\$ 3,258	\$ 22,491
Purchase obligations	1,446	17	11	—	—	—	1,474
Total commitments	<u>\$ 6,766</u>	<u>\$ 4,522</u>	<u>\$ 3,844</u>	<u>\$ 3,205</u>	<u>\$ 2,370</u>	<u>\$ 3,258</u>	<u>\$ 23,965</u>

We also have contingencies related to net unrecognized tax benefits, including interest, of approximately \$1.2 million as of December 31, 2017. See Note 5 to the accompanying consolidated financial statements for further information.

Critical Accounting Policies and Estimates

We believe that there are a number of accounting policies that are critical to understanding our historical and future performance, as these policies affect the reported amounts of revenue and the more significant areas involving management's judgments and estimates. These significant accounting policies relate to revenue recognition, reserve for member refunds, allowance for doubtful accounts, income taxes and loss contingencies. These policies, and our procedures related to these policies, are described in detail below.

Revenue Recognition

We recognize advertising revenues in the period in which the advertisement is displayed, or the voucher sale has been completed, provided that evidence of an arrangement exists, the fees are fixed or determinable and collection of the resulting receivable is reasonably assured. If fixed-fee advertising is displayed over a term greater than one month, revenues are recognized ratably over the period as described below. The majority of insertion orders have terms that begin and end in a quarterly reporting period. In the cases where at the end of a quarterly reporting period the term of an insertion order is not complete, the Company allocates the total arrangement fee to each element based on the relative estimated selling price of each element. The Company uses prices stated on its internal rate card, which represents stand-alone sales prices, to establish estimated selling prices. The stand-alone price is the price that would be charged if the advertiser purchased only the individual insertion. Fees for variable-fee advertising arrangements are recognized based on the number of impressions displayed, number of clicks delivered, or number of referrals generated during the period.

Under these policies, the Company evaluates each of these criteria as follows:

- *Evidence of an arrangement.* We consider an insertion order signed by the advertiser or its agency to be evidence of an arrangement.
- *Delivery.* Delivery is considered to occur when the advertising has been displayed, the click-throughs have been delivered, the voucher sale has been completed and cancelable hotel booking reservation stays have occurred or non-cancelable hotel booking reservations have been booked, as applicable.
- *Fixed or determinable fee.* Our arrangements with our customers specifies the price paid for advertising services.
- *Collection is deemed reasonably assured.* We conduct a credit review for all advertising transactions at the time of the arrangement to determine the creditworthiness of the advertiser. Collection is deemed reasonably assured if we expect that the advertiser will be able to pay amounts under the arrangement as payments become due. Collection is deemed not reasonably assured when an advertiser is perceived to be in financial distress, which may be evidenced by weak industry conditions, a bankruptcy filing, or previously billed amounts that are past due. If we determine that collection is not reasonably assured, then we defer the revenue and recognize the revenue upon cash collection. Collection is deemed reasonably assured for our voucher sales to consumers as these transactions require the use of credit cards subject to authorization.

Revenues from advertising sold to advertisers through agencies are reported at the amount billed to the agency.

For *Local Deals* and *Getaway* products, the Company earns a fee for acting as an agent in these transactions which is recorded on a net basis and is included in revenue upon completion of the voucher sale. Certain merchant contracts in foreign locations allow us to retain fees related to vouchers sold that are not redeemed by purchasers upon expiration, which we recognize as revenue after the expiration of the redemption period and after there are no further obligations to provide funds to merchants, members or others.

Commission revenues generated through provision of hotel booking reservations to hotels are recognized upon the estimated date the stay occurs at the hotel, which includes estimates of cancellations of the hotel bookings based upon historical patterns. If the hotel booking cannot be canceled or the hotel advertiser has agreed to pay for booking regardless of potential future cancellations then revenue is recognized upon booking.

Reserve for Member Refunds

We record an estimated reserve for member refunds based on our historical experience at the time revenue is recorded for *Local Deals* and *Getaway* voucher sales. We accrue costs associated with refunds in accrued expenses on the consolidated balance sheets. We consider many key factors such as the historical refunds based upon the time lag since the sale, historical reasons for refunds, time period that remains until the deal expiration date, any changes in refund procedures and estimates of redemptions and breakage. Should any of these factors change, the estimates made by management will also change, which could impact the level of our future reserves for member refunds. Specifically, if the financial condition of our advertisers, the businesses that are providing the vouchered services, were to deteriorate, affecting their ability to provide the services to our members, additional reserves for member refunds may be required.

Estimated member refunds that are determined to be recoverable from the merchant and the portion of which represents our fee from the merchant are recorded in the consolidated statements of operations as a reduction to revenue. Estimated member refunds that are determined not to be recoverable from the merchant are presented as a cost of revenue. If our judgments regarding estimated member refunds are inaccurate, reported results of operations could differ from the amount we previously accrued.

Allowance for Doubtful Accounts

We record a provision for doubtful accounts based on our historical experience of write-offs and a detailed assessment of our accounts receivable and allowance for doubtful accounts. In estimating the provision for doubtful accounts, management considers the age of the accounts receivable, our historical write-offs, the creditworthiness of the advertiser, the economic conditions of the advertiser's industry, and general economic conditions, among other factors. Should any of these factors change, the estimates made by management will also change, which could impact the level of our future provision for doubtful accounts. Specifically, if the financial condition of our advertisers were to deteriorate, affecting their ability to make payments, additional provision for doubtful accounts may be required.

Income Taxes

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. Although we believe we have adequately reserved for our uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. We adjust these reserves in light of changing facts and circumstances, such as the progress or closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as the related net interest. In addition to local country tax laws and regulations, our income tax rate depends on the extent that our foreign earnings are taxed by the U.S. through new provisions under the Tax Act such as the new GILTI tax and BEAT or as a result of our indefinite reinvestment assertion. Indefinite reinvestment is determined by management's judgment about and intentions concerning our future operations.

Our effective tax rates have differed from the statutory rate primarily due to the tax impact of foreign operations, state taxes, certain benefits realized related to stock option activities, credits, the extent that our earnings are indefinitely reinvested outside the U.S. and tax asset valuation allowance determinations, including on certain loss carryforwards. For the years ended December 31, 2017, 2016 and 2015, our effective tax rates were 66%, 40% and (231)%, respectively. Our future effective tax rates could be materially impacted by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates, changes in the deferred tax assets or liabilities, existing or new uncertain tax matters that may arise and require changes in tax reserves, changes in tax asset valuation allowance determinations, changes in our judgment about whether certain foreign earnings are indefinitely reinvested outside the U.S., or changes in tax laws, regulations, and accounting principles. In addition, we are subject to the continuous examination of our income tax returns by the IRS and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. See Note 5 to the accompanying consolidated financial statements for further information.

Loss Contingencies

We are involved in claims, suits, and proceedings arising from the ordinary course of our business. We record a provision for a liability when we believe that it is both probable that a liability has been incurred, and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. Such claim proceedings are inherently unpredictable and subject to significant uncertainties, some of which are beyond our control. Should any of these estimates and assumptions change or prove to have been incorrect, it could have a material impact on our results of operations, financial position and cash flows. Please refer to Note 4 to the accompanying consolidated financial statements for further information regarding our loss contingencies.

Recent Accounting Pronouncements

See “Note 1 — Summary of Significant Accounting Policies” to the accompanying consolidated financial statements included in this report, regarding our significant accounting policies and any impact of certain recent accounting pronouncements on our consolidated financial statements.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

We believe that our potential exposure to changes in market interest rates is not material. The Company is not a party to any derivative transactions. We invest in highly liquid investments with short maturities. Accordingly, we do not expect any material loss from these investments.

Our operations in Canada expose us to foreign currency risk associated with agreements being denominated in Canadian Dollars. Our operations in Europe expose us to foreign currency risk associated with agreements being denominated in British Pound Sterling and Euros. Our operations in Asia Pacific expose us to foreign currency risk associated with agreements being denominated in Australian dollars, Chinese Yuan, Hong Kong dollar, Japanese Yen and Taiwanese Yuan. We are exposed to foreign currency risk associated with fluctuations of these currencies as the financial position and operating results of our operations in Asia Pacific, Canada and Europe are translated into U.S. dollars for consolidation purposes. We do not use derivative instruments to hedge these exposures. We have performed a sensitivity analysis as of December 31, 2017, using a modeling technique that measures the change in the fair values arising from a hypothetical 10% adverse movement in the levels of foreign currency exchange rates relative to the U.S. dollar with all other variables held constant. The foreign currency exchange rates we used were based on market rates in effect at December 31, 2017. The sensitivity analysis indicated that a hypothetical 10% adverse movement in foreign currency exchange rates would result in an incremental \$185,000 foreign exchange loss for the year ended December 31, 2017.

Item 8. *Financial Statements and Supplementary Data*

**TRAVELZOO
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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Travelzoo

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Travelzoo and its subsidiaries as of December 31, 2017 and December 31, 2016, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the two years in the period ended December 31, 2017, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and December 31, 2016, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for certain elements of its deferred income taxes in 2017.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

San Jose, California
March 15, 2018

We have served as the Company's auditor since 2016.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Travelzoo:

We have audited the accompanying consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows of Travelzoo and subsidiaries (Travelzoo) for the year ended December 31, 2015. These consolidated financial statements are the responsibility of Travelzoo's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the results of operations and cash flows of Travelzoo for the year ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Santa Clara, California
March 11, 2016, except for Note 11, as to which the date is March 15, 2018

TRAVELZOO
CONSOLIDATED BALANCE SHEETS
(In thousands, except par value)

	December 31, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 22,553	\$ 26,838
Accounts receivable, less allowance for doubtful accounts of \$315 and \$295 as of December 31, 2017 and 2016, respectively	11,769	14,415
Income tax receivable	517	542
Deferred tax assets	—	793
Deposits	259	105
Prepaid expenses and other	2,141	1,773
Total current assets	<u>37,239</u>	<u>44,466</u>
Deposits and other	548	702
Deferred tax assets	1,516	1,052
Restricted cash	1,448	1,152
Property and equipment, net	4,921	6,158
Total assets	<u>\$ 45,672</u>	<u>\$ 53,530</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 19,105	\$ 19,714
Accrued expenses and other	8,702	8,699
Deferred revenue	825	719
Income tax payable	961	691
Total current liabilities	<u>29,593</u>	<u>29,823</u>
Long-term tax liabilities	373	2,879
Long-term deferred rent and other	2,628	2,764
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value per share (5,000 shares authorized; none issued)	—	—
Common stock, \$0.01 par value (40,000 shares authorized; 12,462 shares issued and outstanding as of December 31, 2017 and 13,462 shares issued and outstanding as of December 31, 2016)	125	135
Additional paid-in capital	—	—
Retained earnings	16,550	21,716
Accumulated other comprehensive loss	(3,597)	(3,787)
Total stockholders' equity	<u>13,078</u>	<u>18,064</u>
Total liabilities and stockholders' equity	<u>\$ 45,672</u>	<u>\$ 53,530</u>

See accompanying notes to consolidated financial statements.

TRAVELZOO
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Year Ended December 31,		
	2017	2016	2015
Revenues	\$ 106,524	\$ 114,263	\$ 123,961
Cost of revenues	12,909	13,855	18,148
Gross profit	93,615	100,408	105,813
Operating expenses:			
Sales and marketing	57,288	58,429	65,609
Product development	9,224	9,096	12,214
General and administrative	22,558	22,697	24,170
Total operating expenses	89,070	90,222	101,993
Income from continuing operations	4,545	10,186	3,820
Other income (loss), net	173	(187)	(1,242)
Income from continuing operations before income taxes	4,718	9,999	2,578
Income tax expense (benefit)	3,126	3,992	(5,945)
Income from continuing operations	\$ 1,592	\$ 6,007	\$ 8,523
Income from discontinued operations, net of income taxes	1,938	624	2,341
Net income	\$ 3,530	\$ 6,631	\$ 10,864
Income per share—basic:			
Continuing operations	\$ 0.12	\$ 0.43	\$ 0.58
Discontinued operations	0.15	0.04	0.16
Net income per share—basic	\$ 0.27	\$ 0.47	\$ 0.74
Income per share—diluted:			
Continuing operations	\$ 0.12	\$ 0.43	\$ 0.58
Discontinued operations	0.15	0.04	0.16
Net income per share—diluted	\$ 0.27	\$ 0.47	\$ 0.74
Shares used in computing basic net income per share	12,882	13,997	14,722
Shares used in computing diluted net income per share	12,894	13,997	14,722

See accompanying notes to consolidated financial statements.

TRAVELZOO
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended December 31,		
	2017	2016	2015
Net income	\$ 3,530	\$ 6,631	\$ 10,864
Other comprehensive income (loss):			
Foreign currency translation adjustment	190	121	(1,306)
Total comprehensive income	<u>\$ 3,720</u>	<u>\$ 6,752</u>	<u>\$ 9,558</u>

See accompanying notes to consolidated financial statements.

TRAVELZOO
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Common Stock		Treasury Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount					
Balances, January 1, 2015	14,730	\$ 163	\$ (21,517)	\$ 30,586	\$ 29,197	\$ (2,602)	\$ 35,827
Stock-based compensation expense	—	—	—	401	—	—	401
Retirement of treasury stock	—	(13)	23,241	(23,228)	—	—	—
Repurchase and retirement of common stock, net	(212)	—	(1,724)	—	—	—	(1,724)
Proceeds from sale of shares fractionalized from reverse/forward stock split, including transaction costs	—	—	—	—	(102)	—	(102)
Acquisition of Asia Pacific Business	—	—	—	—	(22,573)	—	(22,573)
Foreign currency translation adjustment	—	—	—	—	—	(1,306)	(1,306)
Net income	—	—	—	—	10,864	—	10,864
Balances, December 31, 2015	14,518	150	—	7,759	17,386	(3,908)	21,387
Stock-based compensation expense	—	—	—	933	—	—	933
Repurchase and retirement of common stock, net	(1,056)	(15)	—	(7,189)	(2,301)	—	(9,505)
Tax benefit shortfall from forfeiture/cancellation of stock options	—	—	—	(1,503)	—	—	(1,503)
Foreign currency translation adjustment	—	—	—	—	—	121	121
Net income	—	—	—	—	6,631	—	6,631
Balances, December 31, 2016	13,462	135	—	—	21,716	(3,787)	18,064
Stock-based compensation expense	—	—	—	1,006	—	—	1,006
Repurchase and retirement of common stock, net	(1,000)	(10)	—	(1,006)	(8,696)	—	(9,712)
Foreign currency translation adjustment	—	—	—	—	—	190	190
Net income	—	—	—	—	3,530	—	3,530
Balances, December 31, 2017	12,462	\$ 125	\$ —	\$ —	\$ 16,550	\$ (3,597)	\$ 13,078

See accompanying notes to consolidated financial statements.

TRAVELZOO
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2017	2016	2015
Cash flows from operating activities:			
Net income	\$ 3,530	\$ 6,631	\$ 10,864
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,075	2,530	2,788
Discontinued operations gain on sale of Fly.com domain name	(2,890)	—	—
Stock-based compensation	1,006	933	401
Deferred income tax	309	(199)	(269)
Net foreign currency effect	(354)	(315)	480
Other	118	100	(20)
Changes in operating assets and liabilities:			
Accounts receivable	3,065	1,313	(789)
Income tax receivable	28	816	2,371
Prepaid expenses and other	(487)	957	675
Accounts payable	(1,588)	(2,463)	(1,139)
Reserve for unexchanged promotional shares	—	—	(1,393)
Accrued expenses and other	(475)	(1,747)	(1,681)
Income tax payable	261	287	(161)
Other non-current liabilities	(2,522)	(121)	(7,935)
Net cash provided by operating activities	<u>2,076</u>	<u>8,722</u>	<u>4,192</u>
Cash flows from investing activities:			
Purchases of property and equipment	(738)	(909)	(1,282)
Proceeds from sale of Fly.com domain name	2,890	—	—
Release of restricted cash	—	—	64
Net cash provided by (used in) investing activities	<u>2,152</u>	<u>(909)</u>	<u>(1,218)</u>
Cash flows from financing activities:			
Acquisition of the Asia Pacific business	—	58	(16,974)
Payment of loan to related party	—	(5,658)	(3,250)
Proceeds from loan from related party	—	—	2,224
Increase in bank overdraft	—	—	44
Decrease in bank overdraft	—	—	(385)
Repurchase of common stock	(9,712)	(9,662)	(1,569)
Reverse/forward stock split, including transaction costs	—	—	(102)
Net cash used in financing activities	<u>(9,712)</u>	<u>(15,262)</u>	<u>(20,012)</u>
Effect of exchange rate changes on cash and cash equivalents	1,199	(841)	(3,251)
Net decrease in cash and cash equivalents	<u>(4,285)</u>	<u>(8,290)</u>	<u>(20,289)</u>
Cash and cash equivalents at beginning of year	26,838	35,128	55,417
Cash and cash equivalents at end of year	<u>\$ 22,553</u>	<u>\$ 26,838</u>	<u>\$ 35,128</u>
Supplemental disclosure of cash flow information:			
Cash paid for income taxes, net	\$ 6,201	\$ 3,309	\$ 801
Cash paid for interest	\$ —	\$ 88	\$ 128
Note payable for the acquisition of the Asia Pacific business	\$ —	\$ —	\$ 5,658

See accompanying notes to consolidated financial statements.

TRAVELZOO
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Summary of Significant Accounting Policies

(a) The Company and Basis of Presentation

Travelzoo® provides our members insider deals and one-of-a-kind experiences personally reviewed by one of our deal experts around the globe. With more than 25 offices worldwide, we have our finger on the pulse of outstanding travel, entertainment, and lifestyle experiences. For over 15 years we have worked in partnership with top travel suppliers—our long-standing relationships give Travelzoo members access to the very best deals. Travelzoo's revenues are generated primarily from advertising fees.

Our publications and products include the *Travelzoo* website, the *Travelzoo* iPhone and Android apps, the *Travelzoo Top 20* e-mail newsletter, the *Newsflash* e-mail alert service, and the *Travelzoo Network*, a network of third-party websites that list travel deals published by Travelzoo. Our *Travelzoo* website includes *Local Deals* and *Getaway* listings that allow our members to purchase vouchers for deals from local businesses such as spas, hotels and restaurants. We receive a percentage of the face value of the voucher from the local businesses.

Ralph Bartel, who founded Travelzoo (the "Company") and who is a Director of the Company is the sole beneficiary of the Ralph Bartel 2005 Trust, which is the controlling shareholder of Azzurro Capital Inc. ("Azzurro"). As of December 31, 2017, Azzurro is the Company's largest stockholder, holding approximately 57.8% of the Company's outstanding shares.

During the first quarter of 2017, the Company discontinued operations of its *SuperSearch* and *Fly.com* products to focus on its global Travelzoo® brand and reflected the revenues and expenses for these products as discontinued operations, net of taxes, for the current and prior periods presented. See "Note 11: Discontinued Operations" for further information.

The consolidated financial statements have been prepared in conformity with generally accepted accounting principles ("GAAP") in the United States ("U.S."). The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Significant estimates included in the consolidated financial statements and related notes include revenue recognition, income taxes, stock-based compensation, loss contingencies, and useful lives of property, plant and equipment. Actual results could differ materially from those estimates.

(b) Revenue Recognition

The Company's revenue consists primarily of advertising sales. Advertising revenues are principally derived from the sale of advertising in Asia Pacific, Europe and North America on the *Travelzoo* website, in the *Travelzoo Top 20* e-mail newsletter, in *Newsflash*, and from the *Travelzoo Network*. The Company also generates revenue from the sale of vouchers through our *Local Deals* and *Getaway* e-mail alert services and providing hotel bookings.

Advertising revenues are recognized in the period in which the advertisement is displayed or the voucher sale has been completed, provided that evidence of an arrangement exists, the fees are fixed or determinable and collection of the resulting receivable is reasonably assured. The Company evaluates each of these criteria as follows:

- *Evidence of an arrangement.* The Company considers an insertion order signed by the advertiser or its agency to be evidence of an arrangement.
- *Delivery.* Delivery is considered to occur when the advertising has been displayed, the click-throughs have been delivered or the voucher sale has been completed, as applicable.
- *Fixed or determinable fee.* The Company's arrangements with its customers specifies the price paid for advertising services.
- *Collection is deemed reasonably assured.* The Company conducts a credit review for all advertising transactions at the time of the arrangement to determine the creditworthiness of the advertiser. Collection is deemed reasonably assured if it is expected that the advertiser will be able to pay amounts under the arrangement as payments become due. Collection is deemed not reasonably assured when an advertiser is perceived to be in financial distress, which may be evidenced by weak industry condition, bankruptcy filing, or previously billed amounts that are past due. If it is determined that collection is not reasonably assured, then revenue is deferred and recognized upon cash collection.

Collection is deemed reasonably assured for our voucher sales to consumers as these transactions require the use of credit cards subject to authorization.

The Company recognizes revenue for fixed-fee advertising arrangements ratably over the term of the insertion order as described below, with the exception of *Travelzoo Top 20* or *Newsflash* insertions, which are recognized upon delivery. The majority of insertion orders have terms that begin and end in a quarterly reporting period. In the cases where at the end of a quarterly reporting period the term of an insertion order is not complete, the Company allocates the total arrangement fee to each element based on the relative estimated selling price of each element. The Company recognizes revenue for the period based on elements delivered during the period. The Company uses prices stated on its internal rate card, which represents stand-alone sales prices, to establish estimated selling prices. The stand-alone price is the price that would be charged if the advertiser purchased only the individual insertion. Fees for variable-fee advertising arrangements are recognized based on the number of impressions displayed, number of clicks delivered, number of emails sent or number of referrals generated during the period.

Insertion orders that include fixed-fee advertising are invoiced upon acceptance of the insertion order and on the first day of each month over the term of the insertion order, with the exception of *Travelzoo Top 20* or *Newsflash* listings, which are invoiced upon delivery. Insertion orders that include variable-fee advertising are invoiced at the end of the month. The Company's standard terms state that in the event that Travelzoo fails to publish advertisements as specified in the insertion order, the liability of Travelzoo to the advertiser shall be limited to, at Travelzoo's sole discretion, a pro rata refund of the advertising fee, the placement of the advertisements at a later time in a comparable position, or the extension of the term of the insertion order until the advertising is fully delivered. The Company believes that no significant obligations exist after the full delivery of advertising.

Revenues from advertising sold to advertisers through agencies are reported at the net amount billed to the agency. Costs incurred for our affiliate traffic from our *Travelzoo Network* are classified as cost of revenues in our consolidated statements of operations.

For *Local Deals* and *Getaway* products, the Company earns a fee for acting as an agent in these transactions which is recorded on a net basis and is included in revenue upon completion of the voucher sale. Certain merchant contracts in foreign locations allow us to retain fees related to vouchers sold that are not redeemed by purchasers upon expiration, which we recognize as revenue after the expiration of the redemption period and after there are no further obligations to provide funds to merchants, members or others.

Commission revenues generated through provision of hotel booking reservations to hotels are recognized upon the estimated date the stay occurs at the hotel, which includes estimates of cancellations of the hotel bookings based upon historical patterns. If the hotel booking cannot be canceled then revenue is recognized upon booking.

(c) Reserve for Refunds to Members

The Company records an estimated reserve for refunds to members based on our historical experience at the time revenue is recorded for *Local Deals* and *Getaway* voucher sales. We accrue costs associated with refunds in accrued expenses on the consolidated balance sheets. We consider many key factors such as the historical refunds based upon the time lag since the sale, historical reasons for refunds, time period that remains until the deal expiration date, any changes in refund procedures and estimates of redemptions and breakage. Should any of these factors change, the estimates made by management will also change, which could impact the level of our future reserve for refunds to member. Specifically, if the financial condition of our advertisers, the business that is providing the vouchered service, were to deteriorate, affecting their ability to provide the services to our members, additional reserves for refunds to members may be required.

Estimated member refunds that are determined to be recoverable from the merchant are recorded in the consolidated statements of operations as a reduction to revenue. We accrue costs associated with refunds in accrued expenses on the consolidated balance sheets. Estimated member refunds that are determined not to be recoverable from the merchant, are presented as a cost of revenue. If our judgments regarding estimated member refunds are inaccurate, reported results of operations could differ from the amount we previously accrued.

(d) Allowance for Doubtful Accounts

The Company records a provision for doubtful accounts based on its historical experience of write-offs and a detailed assessment of our accounts receivable and allowance for doubtful accounts. In estimating the provision for doubtful accounts, management considers the age of the accounts receivable, historical write-offs, the creditworthiness of the advertiser, the economic conditions of the advertiser's industry, and general economic conditions, among other factors. Should any of these factors change, the estimates made by management will also change, which could impact the level of the future provision for

doubtful accounts. Specifically, if the financial condition of our advertisers were to deteriorate, affecting their ability to make payments, additional provision for doubtful accounts may be required.

(e) Advertising Costs

Advertising costs are expensed as incurred. Online advertising is expensed as incurred over the period the advertising is displayed. Advertising costs amounted to \$8.6 million, \$10.4 million and \$13.7 million for years ended December 31, 2017, 2016 and 2015, respectively.

(f) Operating Leases

The Company leases facilities and equipment under various operating leases. These lease agreements generally include rent holidays rent escalation clauses and renewal periods at the Company's option. The Company recognizes expense for scheduled rent increases on a straight-line basis over the lease term beginning with the date it takes possession of the leased facilities and equipment. Leasehold improvements made either at the inception of the lease or during the lease term are amortized over the current lease term, or estimated life, if shorter.

(g) Stock-Based Compensation

The Company accounts for its employee stock options under the fair value method, which requires stock-based compensation to be estimated using the fair value on the date of grant using an option-pricing model. The value of the portion of the award that is expected to vest is recognized as expense over the related employees' requisite service periods in the Company's consolidated statements of operations. See Note 8 to the accompanying consolidated financial statements for a further discussion on stock-based compensation.

(h) Foreign Currency

All foreign subsidiaries use the local currency of their respective countries as their functional currency. Assets and liabilities are translated into U.S. dollars at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars at average exchange rates for the period. Gains and losses resulting from translation are recorded as a component of accumulated other comprehensive income (loss). Realized gains and losses from foreign currency transactions are recognized as gain or loss on foreign currency in the consolidated statements of operations. Total foreign currency transaction net gain of \$158,000 for 2017 and total foreign currency transaction net losses of \$211,000 and \$1.1 million for 2016 and 2015, respectively, are included in Other income (loss), net in the Company's consolidated statements of operations.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets are recognized for deductible temporary differences, along with net operating loss carryforwards and credit carryforwards, if it is more likely than not that the tax benefits will be realized. To the extent a deferred tax asset cannot be recognized under the preceding criteria, valuation allowances must be established. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Significant judgment is required in evaluating the Company's uncertain tax positions and determining the Company's provision for income taxes. Although the Company believes it has adequately reserved for its uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. The Company adjusts these reserves in light of changing facts and circumstances, such as the progress or closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as the related net interest.

(j) Comprehensive Income (Loss)

Comprehensive income (loss) consists of two components, net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) refers to certain changes in equity that are excluded from net income (loss). For the Company, other comprehensive income (loss) includes foreign currency translation adjustments. Total comprehensive income (loss) for all periods presented has been disclosed in the consolidated statements of comprehensive loss.

(k) Certain Risks and Uncertainties

The Company's cash, cash equivalents and accounts receivable are potentially subject to concentration of credit risk. Cash and cash equivalents are placed with financial institutions that management believes are of high credit quality. The accounts receivable are derived from revenue earned from customers located in the U.S. and internationally. As of December 31, 2017, the Company did not have any customers that accounted for 10% or more of accounts receivable. As of December 31, 2016, the Company had one customer that accounted for 16% of accounts receivable.

(l) Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less on the date of purchase.

(m) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Additions and improvements are capitalized. Maintenance and repairs are expensed as incurred. The Company also includes in fixed assets the capitalized cost of internal-use software and website development, including software used to upgrade and enhance its website and processes supporting the Company's business in accordance with the framework established by the FASB accounting guidance for accounting for the cost of computer software developed or obtained for internal use and accounting for website development costs. Costs incurred in the planning stage and operating stage are expensed as incurred while costs incurred in the application development stage and infrastructure development stage are capitalized, assuming such costs are deemed to be recoverable.

Depreciation is provided using the straight-line method over the estimated useful lives of the assets. Estimated useful lives are 3 to 5 years for computer hardware and software, capitalized internal-use software and website development costs, and office equipment and office furniture. The Company depreciates leasehold improvements over the term of the lease or the estimated useful life of the asset, whichever is shorter.

(n) Impairment of Long-Lived Assets

The Company accounts for long-lived assets in accordance with the accounting standard relating to impairment of long-lived assets, which requires an impairment loss to be recognized on assets to be held and used if the carrying amount of a long-lived asset group is not recoverable from its undiscounted cash flows. The amount of the impairment loss is measured as the difference between the carrying amount and the fair value of the asset group. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. No impairment loss was recognized during years ended December 31, 2017, 2016 and 2015.

(o) Recently Adopted Accounting Pronouncements

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updates ("ASU") 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes," which simplifies the presentation of deferred income taxes by requiring deferred tax assets and liabilities be classified as noncurrent on the balance sheet. The Company adopted ASU 2015-17 in the first quarter of 2017 on a prospective basis. Accordingly, the Company reclassified current deferred taxes of \$793,000 to noncurrent on its March 31, 2017 consolidated balance sheet. No prior periods were retrospectively adjusted.

In March 2016, the FASB issued ASU 2016-09, "Compensation-Stock Compensation: Improvements to Employee Share-Based Payment Accounting," which is intended to simplify several aspects of the accounting for employee share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The Company adopted ASU 2016-09 in the first quarter of 2017. The Company elected to account for forfeitures as they occur and did not have unrecognized tax benefits of stock-based compensation; therefore, the adoption of this guidance did not have a material impact on our financial position or results of operations.

(p) Recent Accounting Pronouncements Not Yet Adopted

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers," which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most of the existing revenue recognition guidance in U.S. GAAP when it becomes effective. This new accounting standard is effective for the Company for annual periods in fiscal years beginning after December 15, 2017 (as amended in August 2015 by ASU 2015-14, "Deferral of the Effective Date"). In December 27, 2016, FASB issued ASU 2016-20, "Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers," which addresses loan guarantee fees, impairment testing of contract costs, provisions for losses on construction-type and production-type

contracts, and various disclosures. ASU 2016-20 will go into effect once ASU 2014-09 takes effect. The Company is currently assessing the timing of revenue for its various advertising products including Top 20, Newsflash, Local Deals and Gateway vouchers and Hotel Platform commissions. Under this new guidance, the Company expects it will be required to recognize Local Deals and Getaway revenue on selected deals that is related to unredeemed vouchers based upon estimates at the time of sale of the vouchers rather than the current practice of waiting to recognize this revenue upon expiration of the legal obligation. In addition, advertising related revenue will be recognized at the time of display similar to the current revenue recognition model. Although the Company is still currently evaluating the impact of the adoption on its financial position, results of operations and cash flows and has not yet determined whether the effect will be material, the adoption is expected to result in additional required disclosures related to its revenue arrangements. The Company expects to adopt this standard effective January 1, 2018 with a cumulative adjustment to retained earnings using the modified retrospective method.

In February 2016, the FASB issued an accounting standard update ASU 2016-02, "Leases," which requires that lease arrangements longer than 12 months result in an entity recognizing an asset and liability on its balance sheet. ASU 2016-02 is effective for interim and annual periods beginning after December 15, 2018, and early adoption is permitted. This accounting standard update will be effective for the Company on January 1, 2019. For operating leases with terms longer than 12 months, the Company will recognize a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term. The Company is currently in the process of evaluating the impact and expects that most of its operating lease commitments will be subject to the new standard and recognized as operating lease liabilities and right-of-use assets upon adoption.

In August 2016, the FASB issued ASU No. 2016-15, "Classification of Certain Cash Receipts and Cash Payments," which addresses eight classification issues related to the statement of cash flows. In November 2016, the FASB issued ASU 2016-18, "Statement of Cash Flows: Restricted Cash," which addresses classification and presentation of changes in restricted cash on the statement of cash flows. The standard requires that restricted cash and restricted cash equivalents be included as components of total cash and cash equivalents as presented on the statement of cash flows. Both ASU 2016-15 and ASU 2016-18 are effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2017 and should apply using a retrospective transition method to each period presented. These accounting standard updates will be effective for the Company on January 1, 2018. The Company is currently in the process of evaluating the impact of the adoption on its financial position, results of operations and cash flows.

In October 2016, the FASB issued ASU 2016-16, "Intra-Entity Transfers of Assets Other Than Inventory," which requires immediate recognition of the income tax consequences of intercompany asset transfers other than inventory. This update is effective for annual reporting periods beginning after December 15, 2017, and interim periods within those annual periods. This accounting standard update will be effective for the Company on January 1, 2018 with early adoption permitted. The Company is currently in the process of evaluating the impact of the adoption on its financial position, results of operations and cash flows.

In May 2017, the FASB issued ASU 2017-09, "Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting," which gives direction on which changes to the terms or conditions of these awards require an entity to apply modification accounting in ASC Topic 718, "Compensation-Stock Compensation." The guidance is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017 for all entities with early adoption permitted. The Company is currently in the process of evaluating the impact of the adoption on its financial position, results of operations and cash flows.

Note 2: Net Income Per Share

Basic net income per share is computed using the weighted-average number of common shares outstanding for the period. Diluted net income per share is computed by adjusting the weighted-average number of common shares outstanding for the effect of dilutive potential common shares outstanding during the period. Potential common shares included in the diluted calculation consist of incremental shares issuable upon the exercise of outstanding stock options calculated using the treasury stock method.

The following table sets forth the calculation of basic and diluted net income per share (in thousands, except per share amounts):

	Year Ended December 31,		
	2017	2016	2015
Numerator:			
Income from continuing operations	\$ 1,592	\$ 6,007	\$ 8,523
Income from discontinued operations, net of income taxes	1,938	624	2,341
Net income	\$ 3,530	\$ 6,631	\$ 10,864
Denominator:			
Weighted average common shares—basic	12,882	13,997	14,722
Effect of dilutive securities: stock options	12	—	—
Weighted average common shares—diluted	12,894	13,997	14,722
Income per share—basic:			
Continuing operations	\$ 0.12	\$ 0.43	\$ 0.58
Discontinued operations	0.15	0.04	0.16
Net income per share—basic	\$ 0.27	\$ 0.47	\$ 0.74
Income per share—diluted:			
Continuing operations	\$ 0.12	\$ 0.43	\$ 0.58
Discontinued operations	0.15	0.04	0.16
Net income per share—diluted	\$ 0.27	\$ 0.47	\$ 0.74

For the years ended December 31, 2017, 2016 and 2015, options to purchase 550,000, 600,000 and 775,000 shares of common stock, respectively, were not included in the computation of diluted net income per share because the effect would have been anti-dilutive.

Note 3: Balance Sheet Components

Prepaid expenses and other consist of the following (in thousands):

	December 31,	
	2017	2016
Prepaid expenses	\$ 1,859	\$ 1,334
Other current assets	282	439
Total prepaid expenses and other	\$ 2,141	\$ 1,773

Property and equipment consist of the following (in thousands):

	December 31,	
	2017	2016
Computer hardware and software	\$ 3,337	\$ 4,969
Office equipment and office furniture	8,002	8,802
Capitalized internal-use software and website development	4,383	3,265
Leasehold improvements	6,629	6,259
	22,351	23,295
Less accumulated depreciation and amortization	(17,430)	(17,137)
Total	\$ 4,921	\$ 6,158

Depreciation expense was \$1.8 million, \$2.1 million, and \$2.2 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Amortization of capitalized internal-use software and website development costs was \$321,000, \$460,000 and \$308,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

Changes to the allowance for doubtful accounts and reserve for member refunds are as follows (in thousands):

	Allowance for doubtful accounts	Reserve for member refunds
Balance at January 1, 2015	\$ 444	\$ 799
Additions — charged to costs and expenses, or contra revenue, net	295	776
Deductions — recoveries of amounts previously charged-off	(179)	—
Deductions — write-offs	(176)	(1,045)
Balance at December 31, 2015	384	530
Additions — charged to costs and expenses, or contra revenue, net	107	507
Deductions — recoveries of amounts previously charged-off	(89)	—
Deductions — write-offs	(107)	(563)
Balance at December 31, 2016	295	474
Additions — charged to costs and expenses, or contra revenue, net	158	942
Deductions — recoveries of amounts previously charged-off	(125)	—
Deductions — write-offs	(13)	(886)
Balance at December 31, 2017	\$ 315	\$ 530

Local Deals and *Getaway* merchant payable included in accounts payable was \$14.6 million and \$14.8 million, as of December 31, 2017 and 2016, respectively.

Accrued expenses and other consist of the following (in thousands):

	December 31,	
	2017	2016
Accrued advertising expense	\$ 1,727	\$ 1,828
Accrued compensation expense	3,540	3,288
Reserve for member refunds	539	474
Other accrued expenses	2,396	2,678
Deferred rent	500	431
Total accrued expenses and other	\$ 8,702	\$ 8,699

At December 31, 2017 and 2016, accounts receivable, accounts payable and accrued expenses are not measured at fair value; however, the Company believes that the carrying amounts of these assets and liabilities are a reasonable estimate of their fair value because of their relative short maturity.

Note 4: Commitments and Contingencies

The Company was formed as a result of a combination and merger of entities founded by the Company's principal stockholder, Ralph Bartel. In 2002, Travelzoo.com Corporation was merged into Travelzoo. Under and subject to the terms of the merger agreement, holders of promotional shares of Travelzoo.com Corporation ("Netsurfers") who established that they had satisfied certain prerequisite qualifications were allowed a period of 2 years following the effective date of the merger to receive one share of Travelzoo in exchange for each share of common stock of Travelzoo.com Corporation. In 2004, two years following the effective date of the merger, certain promotional shares remained unexchanged. As the right to exchange these promotional shares expired, no additional shares were reserved for issuance. Thereafter, the Company began to offer a voluntary cash program for those who established that they had satisfied certain prerequisite qualifications for Netsurfer promotional shares as further described below.

During 2010 through 2014, the Company became subject to unclaimed property audits of various states in the United States related to the above unexchanged promotional shares and completed settlements with all states. Although the Company has settled the unclaimed property claims with all states, the Company may still receive inquiries from certain potential Netsurfer promotional stockholders that had not provided their state of residence to the Company by April 25, 2004. Therefore, the Company is continuing its voluntary program under which it makes cash payments to individuals related to the promotional shares for individuals whose residence was unknown by the Company and who establish that they satisfy the original conditions required for them to receive shares of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo within the required time period. This voluntary program is not available for individuals whose promotional shares have been escheated to a state by the Company, except those individuals for which their residence was unknown to the Company. The accompanying consolidated financial statements include charges in general and administrative expenses of \$1,000, \$2,000 and \$1,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

The total cost of this program cannot be reliably estimated because it is based on the ultimate number of valid requests received and future levels of the Company's common stock price. The Company's common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. The Company does not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but the Company believes that only a portion of such requests were valid. In order to receive payment under this voluntary program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation.

The Company leases office space in Australia, Canada, China, France, Germany, Hong Kong, Japan, Singapore, Spain, Taiwan, the U.K., and the U.S. under operating leases which expire between March 2018 and November 2024. Rent expense was \$5.8 million, \$5.3 million and \$5.8 million for years ended December 31, 2017, 2016 and 2015, respectively. Some of these lease agreements have free or escalating rent payment provisions. We recognize rent expense under such arrangements on a straight line basis.

On August 20, 2015, as part of the Asia Pacific acquisition, Travelzoo (Europe) Limited issued a promissory note to Azzurro with a principal amount of \$5.7 million, with a maturity date of August 20, 2018 and the ability to pay off principal prior to this maturity date with no prepayment penalty and a stated interest rate of 7%. In January 2016, the full amount of the loan was paid off by Travelzoo (Europe) Limited.

The Company has purchase commitments which represent the minimum obligations the Company has under agreements with certain suppliers. These minimum obligations are less than the Company's projected use for those periods. Payments may be more than the minimum obligations based on actual use.

The following table summarizes the Company's principal contractual commitments as of December 31, 2017 (in thousands):

	2018	2019	2020	2021	2022	Thereafter	Total
Operating leases	\$ 5,320	\$ 4,505	\$ 3,833	\$ 3,205	\$ 2,370	\$ 3,258	\$ 22,491
Purchase obligations	1,446	17	11	—	—	—	1,474
Total commitments	<u>\$ 6,766</u>	<u>\$ 4,522</u>	<u>\$ 3,844</u>	<u>\$ 3,205</u>	<u>\$ 2,370</u>	<u>\$ 3,258</u>	<u>\$ 23,965</u>

Note 5: Income Taxes

On December 22, 2017, the U.S. government enacted the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act includes significant changes to the U.S. corporate income tax system including: a federal corporate rate reduction from 35% to 21%; limitations on the deductibility of interest expense and executive compensation; creation of the base erosion anti-abuse tax ("BEAT"), a new minimum tax; and the transition of U.S. international taxation from a worldwide tax system to a modified territorial tax system. The change to a modified territorial tax system resulted in a one-time U.S. tax liability on those earnings which have not previously been repatriated to the U.S. (the "Transition Tax"), with future distributions not subject to U.S. federal income tax when repatriated. A majority of the provisions in the Tax Act are effective January 1, 2018.

In response to the Tax Act, the SEC staff issued guidance on accounting for the tax effects of the Tax Act. The guidance provides a one-year measurement period for companies to complete the accounting. The Company reflected the income tax effects of those aspects of the Tax Act for which the accounting is complete. To the extent a company's accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, a company should record a provisional estimate in the financial statements. If a company cannot determine a provisional estimate to be included in the financial statements, it should continue to apply the provisions of the tax laws that were in effect immediately before the enactment of the Tax Act.

In connection with the Company's initial analysis of the impact of the Tax Act, the Company has recorded a provisional estimate of discrete net tax expense of \$508,000 for the period ended December 31, 2017. This discrete expense consists of provisional estimates of zero expense for the Transition Tax, \$173,000 net benefit for the decrease in the Company's deferred tax liability on unremitted foreign earnings, and \$681,000 net expense for remeasurement of the Company's deferred tax assets and liabilities for the corporate rate reduction.

After the passage of the Tax Act on December 22, 2017, all undistributed foreign earnings before the passage became subject to U.S. federal tax at reduced rates; however, the Company's provisional estimate is that there will be no net expense for the Transition Tax related to these undistributed earnings. Due to the change in U.S. federal tax law, management re-assessed its assertion to indefinitely reinvest unremitted foreign earnings for certain non-U.S. subsidiaries as of December 31, 2017. The Company recognized a benefit of \$173,000 of deferred U.S. state and foreign withholding taxes related to certain non-U.S. subsidiaries withholding taxes on undistributed foreign earnings. This is a provisional estimate pending further legislative action from the states regarding conformity with the Tax Act. The estimated amount of the unrecognized deferred tax liability attributed to future withholding taxes on dividend distributions of undistributed earnings for certain non-U.S. subsidiaries, which the Company intends to reinvest the related earnings indefinitely in its operations outside the U.S., is approximately \$441,000 at December 31, 2017.

The Company has not completed our accounting for the income tax effects of certain elements of the Tax Act. The Tax Act creates a new requirement that certain income such as Global Intangible Low-Taxed Income ("GILTI") earned by a controlled foreign corporation ("CFC") must be included in the gross income of the CFC U.S. shareholder. Because of the complexity of the new GILTI, the Company is continuing to evaluate these provisions of the Tax Act and whether taxes due on future U.S. inclusions related to GILTI should be recorded as a current-period expense when incurred, or factored into a company's measurement of its deferred taxes. As a result, the Company has not included an estimate of the tax expense or benefit related to these items for the period ended December 31, 2017.

The components of income before income tax expense are as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
U.S.	\$ 6,953	\$ 7,525	\$ 3,442
Foreign	(2,235)	2,474	(864)
	<u>\$ 4,718</u>	<u>\$ 9,999</u>	<u>\$ 2,578</u>

Income tax expense consists of current and deferred components categorized by federal, state and foreign jurisdictions, as shown below. The current provision is generally that portion of income tax expense that is currently payable to the taxing authorities. The Company makes estimated payments of these amounts during the year. The deferred tax provision results from changes in the Company's deferred tax assets (future deductible amounts) and tax liabilities (future taxable amounts), which are presented in the table below:

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
	(In thousands)		
Year Ended December 31, 2017			
Federal	\$ 1,988	\$ 24	\$ 2,012
State	198	(64)	134
Foreign	905	75	980
	<u>\$ 3,091</u>	<u>\$ 35</u>	<u>\$ 3,126</u>
Year Ended December 31, 2016			
Federal	\$ 2,403	\$ (123)	\$ 2,280
State	395	23	418
Foreign	1,391	(97)	1,294
	<u>\$ 4,189</u>	<u>\$ (197)</u>	<u>\$ 3,992</u>
Year Ended December 31, 2015			
Federal	\$ (6,475)	\$ (238)	\$ (6,713)
State	281	51	332
Foreign	454	(18)	436
	<u>\$ (5,740)</u>	<u>\$ (205)</u>	<u>\$ (5,945)</u>

Income tax expense differed from the amounts computed by applying the U.S. federal statutory tax rate applicable to the Company's level of pretax income as a result of the following (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
Federal tax at statutory rates	\$ 1,651	\$ 3,500	\$ 902
State taxes, net of federal income tax benefit	113	276	219
Change of valuation allowance	1,577	895	816
Uncertain tax positions	(907)	(132)	(7,935)
Foreign income taxed at different rates	72	(509)	(124)
U.S. tax reform (the Tax Act)	681	—	—
Tax on undistributed earnings	(173)	—	—
Non-deductible expenses and other	112	(38)	177
Total income tax expense	<u>\$ 3,126</u>	<u>\$ 3,992</u>	<u>\$ (5,945)</u>

The tax effects of temporary differences that give rise to significant portions of the Company's deferred tax assets and liabilities are as follows (in thousands):

	December 31,	
	2017	2016
Deferred tax assets:		
Net operating loss carryforwards	\$ 9,250	\$ 7,239
State income taxes	65	159
Accruals and allowances	287	447
Stock based compensation	744	771
Unrealized foreign exchange losses	191	149
Deferred revenue	87	113
Deferred rent	418	625
Total deferred tax assets	11,042	9,503
Valuation allowance	(9,249)	(7,168)
Total deferred tax assets net of valuation allowance	1,793	2,335
Deferred tax liabilities:		
U.S. tax on undistributed earnings	—	(173)
Property, equipment and intangible assets	(277)	(351)
Total deferred tax liabilities	(277)	(524)
Net deferred tax assets	\$ 1,516	\$ 1,811

Changes in the deferred tax assets valuation allowance for the years ended December 31, 2015, 2016 and 2017 are as follows (in thousands):

	Balance at the beginning of the year	Charged (Credited) to expenses	Charged (Credited) to other account (*)	Balance at end of year
Deferred tax assets valuation allowance				
2015	\$ 6,431	816	(307)	\$ 6,940
2016	\$ 6,940	895	(667)	\$ 7,168
2017	\$ 7,168	1,577	504	\$ 9,249

(*) Amounts not charged (credited) to expenses are charged (credited) to stockholder's equity or deferred tax assets (liabilities).

As of December 31, 2017, the Company has a valuation allowance of approximately \$9.2 million related to foreign net operating loss carryforwards ("NOL") of approximately \$38.2 million for which it is more likely than not that the tax benefit will not be realized. The amount of the valuation allowance represented an increase of approximately \$2.1 million over the amount recorded as of December 31, 2016, and was due to the increase in foreign operating losses. If not utilized, foreign NOL of \$22.2 million may be carried forward indefinitely, and foreign NOL of \$16.0 million will expire at various times between 2017 and 2025.

The total amount of gross unrecognized tax benefits was \$725,000 as of December 31, 2017, of which up to \$588,000 would affect the Company's effective tax rate if realized. A reconciliation of the beginning and ending amount of gross unrecognized tax benefits in 2015, 2016, and 2017 is as follows (in thousands):

Gross unrecognized tax benefits balance at January 1, 2015	\$	10,025
Increase related to prior year tax positions		898
Decrease related to prior year tax positions		—
Increase related to current year tax positions		11
Settlements		—
Lapse of statute of limitations		(8,264)
Gross unrecognized tax benefits balance at December 31, 2015		<u>2,670</u>
Increase related to prior year tax positions		10
Decrease related to prior year tax positions		—
Increase related to current year tax positions		—
Settlements		—
Lapse of statute of limitations		(323)
Gross unrecognized tax benefits balance at December 31, 2016		<u>2,357</u>
Increase related to prior year tax positions		21
Decrease related to prior year tax positions		(737)
Increase related to current year tax positions		4
Settlements		(920)
Lapse of statute of limitations		—
Gross unrecognized tax benefits balance at December 31, 2017	\$	<u><u>725</u></u>

The Company's policy is to include interest and penalties related to unrecognized tax positions in income tax expense. To the extent accrued interest and penalties do not ultimately become payable, amounts accrued will be reduced and reflected as a reduction in the overall income tax provision in the period that such determination is made. At December 31, 2017, the Company had approximately \$651,000 in accrued interest, of which \$136,000 was a net increase in the amount accrued in 2017.

The Company files income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. The Company settled the 2009 tax examination with federal tax authorities and settled the 2012, 2013 and 2014 tax examination with New York tax authorities. The Company is subject to U.S. federal and certain state tax examinations for certain years after 2010 and is subject to California tax examinations for years after 2005. The material foreign jurisdictions where the Company is subject to potential examinations by tax authorities are the France, Germany, Spain and United Kingdom for tax years after 2009.

Although the timing of initiation, resolution and/or closure of audits is highly uncertain, it is reasonably possible that the balance of the gross unrecognized tax benefits related to the method of computing income taxes in certain jurisdictions and losses reported on certain income tax returns could significantly change in the next 12 months. These changes may occur through settlement with the taxing authorities or the expiration of the statute of limitations on the returns filed. The Company is unable to estimate the range of possible adjustments to the balance of the gross unrecognized tax benefits.

Note 6: Accumulated Other Comprehensive Loss

The following table summarizes the changes in accumulated balances of other comprehensive loss (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Beginning balance	\$ (3,787)	\$ (3,908)	\$ (2,602)
Other comprehensive income (loss) due to foreign currency translation, net of tax	190	121	(1,306)
Ending balance	<u>\$ (3,597)</u>	<u>\$ (3,787)</u>	<u>\$ (3,908)</u>

There were no amounts reclassified from accumulated other comprehensive income (loss) for the years ended December 31, 2017, 2016 and 2015. Accumulated other comprehensive income (loss) consists of foreign currency translation gain or loss.

Note 7: Employee Benefit Plan

The Company maintains a 401(k) Profit Sharing Plan & Trust (the “401(k) Plan”) for its employees in the United States. The 401(k) Plan allows employees of the Company to contribute up to 80% of their eligible compensation, subject to certain limitations. Since 2006, the Company matches employee contributions up to \$1,500 per year. Employee contributions are fully vested upon contribution, whereas the Company’s matching contributions are fully vested after the first year of service. The Company also has various defined contribution plans for its international employees. The Company’s contributions to these benefit plans were approximately \$2.0 million, \$1.9 million and \$2.1 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Note 8: Stock-Based Compensation and Stock Options

The Company accounts for its employee stock options under the fair value method, which requires stock-based compensation to be estimated using the fair value on the date of grant using an option-pricing model. The value of the portion of the award that is expected to vest is recognized on a straight-line basis as expense over the related employees’ requisite service periods in the Company’s consolidated statements of income.

In January 2012, the Company granted certain executives stock options to purchase 100,000 shares of common stock with an exercise price of \$28.98, of which 25,000 options vest and become exercisable annually starting on January 23, 2013. The options expire in January 2022. During 2014, 25,000 options were canceled and 25,000 options were forfeited upon the departure of an executive. As of December 31, 2017, 50,000 of the options were vested and outstanding.

In September 2015, the Company granted an executive stock options to purchase 400,000 shares of common stock with an exercise price of \$8.07, of which 50,000 options became exercisable quarterly starting March 31, 2016. The options expire in September 2025. As of December 31, 2017, 400,000 options were vested and outstanding.

In March 2016, the Company granted certain executives stock options to purchase 150,000 shares of common stock with an exercise price of \$8.55, of which 37,500 options vest and become exercisable annually starting on March 7, 2017. The options expire in March 2026. In 2017, 37,500 options were forfeited and 12,500 options were canceled upon the departure of an executive and the compensation expense of \$19,000 was reversed. As of December 31, 2017, 100,000 options were outstanding and 25,000 options of these options were vested.

In October, 2017, the Company granted an executive stock options to purchase 400,000 shares of common stock with an exercise price of \$6.95, of which 50,000 shares are exercisable quarterly starting March 31, 2018 and ending on December 31, 2019. The options expire in October 2027. As of December 31, 2017, 400,000 options were outstanding and none options of these options were vested.

The Company recorded \$1.0 million, \$933,000 and \$401,000 of stock-based compensation in general and administrative expenses for fiscal years 2017, 2016 and 2015, respectively.

The Company utilized the Black-Scholes option pricing model to value the stock options granted in 2016, 2015 and 2012. The Company used an expected life as defined under the simplified method, which is using an average of the contractual term and vesting period of the stock options. The risk-free interest rate used for the award is based on the U.S. Treasury yield curve in effect at the time of grant. The Company accounted for forfeitures as they occur. The historical volatility was calculated based upon implied volatility of the Company's historical stock prices.

The fair value of 2017, 2016 and 2015 stock options was estimated using the Black-Scholes option pricing model with the following weighted-average assumptions:

	2017	2016	2015
Weighted-average fair value of options granted per share	\$ 3.11	\$ 4.73	\$ 4.42
Historical volatility	46%	58%	59%
Risk-free interest rate	2.06%	1.38%	1.73%
Dividend yield	—	—	—
Expected life in years	5.65	6.25	5.75

As of December 31, 2017, there was approximately \$1.1 million of unrecognized stock-based compensation expense related to outstanding 2017 stock options, expected to be recognized over 2 year, and approximately \$258,000 of unrecognized stock-based compensation expense relating to outstanding 2016 stock options. This amount is expected to be recognized over 2.2 years. There was no unrecognized stock-based compensation expense relating to 2015 and 2012 stock options grants.

Option activities during the years ended December 31, 2015, 2016, and 2017 were as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value
(In thousands)				
Outstanding at January 1, 2015	425,000	\$ 19.20	5.79 years	\$ —
Option Granted	400,000	\$ 8.07		
Options forfeited and canceled	(50,000)	\$ 29.58		
Outstanding at December 31, 2015	775,000	\$ 12.78	5.53 years	\$ 120
Option Granted	150,000	\$ 8.55		
Options forfeited and canceled	(325,000)	\$ 16.09		
Outstanding at December 31, 2016	600,000	\$ 9.93	8.55 years	\$ —
Option Granted	400,000	\$ 6.95		
Options forfeited and canceled	(50,000)	\$ 8.55		
Outstanding at December 31, 2017	950,000	\$ 8.75	8.48 years	\$ —
Exercisable and fully vested at December 31, 2017	475,000	\$ 10.30	7.38 years	\$ —
Outstanding at December 31, 2017 and expected to vest thereafter	475,000	\$ 7.20	9.58 years	\$ —

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of years ended December 31, 2017, 2016 and 2015 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2017, 2016, and 2015. This amount changes based on the fair value of the Company's stock. The Company's policy is to issue shares from the authorized shares to fulfill stock option exercises.

Outstanding options at December 31, 2017 were as follows:

Exercise Price	Shares Outstanding	Options Outstanding Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Shares Outstanding and Exercisable	Options Exercisable Weighted-Average Remaining Contractual Life
\$ 28.98	50,000	4.07 years	\$ 28.98	50,000	4.07 years
\$ 8.07	400,000	7.75 years	\$ 8.07	400,000	7.75 years
\$ 8.55	100,000	8.19 years	\$ 8.55	25,000	8.19 years
\$ 6.95	400,000	9.84 years	\$ 6.95	—	9.84 years

Note 9: Stock Repurchase Program

The Company's stock repurchase programs assist in offsetting the impact of dilution from employee equity compensation and for capital allocation purposes. Management is allowed discretion in the execution of the repurchase program based upon market conditions and consideration of capital allocation.

In 2012 and 2014, the Company announced a stock repurchase program authorizing to repurchase the Company's outstanding common stock of up to 1,000,000 shares and 500,000 shares, respectively. There were 268,000 shares remaining to be repurchased under the programs as of December 31, 2014. During the year ended December 31, 2015, the Company repurchased 212,000 shares of common stock for an aggregate purchase price of \$1.7 million, which were recorded as part of treasury stock as of December 31, 2015. There were 56,000 shares remaining to be repurchased under this program as of December 31, 2015.

In February 2016, the Company announced a stock repurchase program authorizing the repurchase of up to 1,000,000 shares of the Company's outstanding common stock. During the year ended December 31, 2016, the Company repurchased 1,056,000 shares of common stock for an aggregate purchase price of \$9.5 million, which were retired and recorded as a reduction of additional paid-in capital until extinguished with the remaining amount reflected as a reduction of retained earnings.

In February 2017, the Company announced a stock repurchase program authorizing the repurchase of up to 1,000,000 shares of the Company's outstanding common stock. During the year ended December 31, 2017, the Company repurchased 1,000,000 shares of common stock for an aggregate purchase price of \$9.7 million, which were retired and recorded as a reduction of additional paid-in capital until extinguished with the remaining amount reflected as a reduction of retained earnings.

In March 2018, the Company announced a stock repurchase program authorizing the repurchase of up to 500,000 shares of the Company's outstanding common stock.

Note 10: Segment Reporting and Significant Customer Information

The Company manages its business geographically and has three reportable operating segments: Asia Pacific, Europe and North America. Asia Pacific consists of the Company's operations in Australia, China, Hong Kong, Japan, Taiwan, and Southeast Asia. Europe consists of the Company's operations in France, Germany, Spain, and the U.K. North America consists of the Company's operations in Canada and the U.S.

Management relies on an internal management reporting process that provides revenue and segment operating income for making financial decisions and allocating resources. Management believes that segment revenues and operating income are appropriate measures of evaluating the operational performance of the Company's segments.

The following is a summary of operating results and assets (in thousands) by business segment:

Year Ended December 31, 2017	Asia Pacific	Europe	North America	Other	Consolidated
Revenues from unaffiliated customers	\$ 7,553	\$ 34,034	\$ 64,937	\$ —	\$ 106,524
Intersegment revenues	(34)	(353)	387	—	—
Total net revenues	\$ 7,519	\$ 33,681	\$ 65,324	—	\$ 106,524
Operating income (loss)	\$ (5,967)	\$ 2,290	\$ 8,222	\$ —	\$ 4,545

Year Ended December 31, 2016	Asia Pacific	Europe	North America	Other (a)	Consolidated
Revenues from unaffiliated customers	\$ 9,625	\$ 37,502	\$ 67,136	\$ —	\$ 114,263
Intersegment revenues	73	(595)	522	—	—
Total net revenues	\$ 9,698	\$ 36,907	\$ 67,658	—	\$ 114,263
Operating income (loss)	\$ (3,890)	\$ 5,604	\$ 8,472	\$ —	\$ 10,186

Year Ended December 31, 2015	Asia Pacific	Europe	North America	Other (a)	Consolidated
Revenues from unaffiliated customers	\$ 10,661	\$ 39,867	\$ 73,433	\$ —	\$ 123,961
Intersegment revenues	(12)	(131)	143	—	—
Total net revenues	\$ 10,649	\$ 39,736	\$ 73,576	—	\$ 123,961
Operating income (loss)	\$ (2,469)	\$ 2,472	\$ 3,817	\$ —	\$ 3,820

As of December 31, 2017	Asia Pacific	Europe	North America	Elimination	Consolidated
Long-lived assets	\$ 140	\$ 496	\$ 4,285	\$ —	\$ 4,921
Total assets	\$ 3,697	\$ 54,593	\$ 60,246	\$ (72,864)	\$ 45,672

As of December 31, 2016	Asia Pacific	Europe	North America	Elimination	Consolidated
Long-lived assets	\$ 209	\$ 763	\$ 5,186	\$ —	\$ 6,158
Total assets	\$ 5,295	\$ 49,125	\$ 65,961	\$ (66,851)	\$ 53,530

Revenue for each segment is recognized based on the customer location within a designated geographic region. Property and equipment are attributed to the geographic region in which the assets are located.

For the years ended December 31, 2017, 2016 and 2015, the Company did not have any customers that accounted for 10% or more of revenue. As of December 31, 2017, the Company did not have any customers that accounted for 10% or more of accounts receivable. As of December 31, 2016, the Company had one customer that accounted for 16% of accounts receivable. Accounts receivable representing 10% or more of total accounts receivable was related to an advertising technology company that assists us with our Search product traffic monetization by using a traffic auction platform.

The following table sets forth the breakdown of revenues (in thousands) by category and segment. Travel revenue includes travel publications (Top 20, Website, Newsflash, Travelzoo Network), Getaway vouchers and hotel platform. Local revenue includes Local Deals vouchers and entertainment offers (vouchers and direct bookings).

	Year Ended December 31,		
	2017	2016	2015
Asia Pacific			
Travel	\$ 6,992	\$ 8,845	\$ 9,355
Local	527	853	1,294
Total Asia Pacific revenues	\$ 7,519	\$ 9,698	\$ 10,649
Europe			
Travel	\$ 29,180	\$ 31,087	\$ 33,603
Local	4,501	5,820	6,133
Total Europe revenues	\$ 33,681	\$ 36,907	\$ 39,736
North America			
Travel	\$ 53,880	\$ 54,248	\$ 56,156
Local	11,444	13,410	17,420
Total North America revenues	\$ 65,324	\$ 67,658	\$ 73,576
Consolidated			
Travel	\$ 90,052	\$ 94,180	\$ 99,114
Local	16,472	20,083	24,847
Total revenues	\$ 106,524	\$ 114,263	\$ 123,961

Revenue by geography is based on the billing address of the advertiser. Long-lived assets attributed to the U.S. and international geographies are based upon the country in which the asset is located or owned.

The following table sets forth revenue for individual countries that were 10% or more of total revenue (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Revenue			
United States	\$ 59,812	\$ 62,456	\$ 68,441
United Kingdom	19,113	22,263	25,865
Germany	12,226	12,576	12,534
Rest of the world	15,373	16,968	17,121
Total revenues	<u>\$ 106,524</u>	<u>\$ 114,263</u>	<u>\$ 123,961</u>

The following table sets forth long lived asset by geographic area (in thousands):

	December 31,	
	2017	2016
United States	\$ 3,893	\$ 4,755
Rest of the world	1,028	1,403
Total long lived assets	<u>\$ 4,921</u>	<u>\$ 6,158</u>

Note 11: Discontinued Operations

On March 30, 2017, the Company decided to discontinue its Search products, consisting of Fly.com and SuperSearch products. This decision supports the Company's strategy to focus on its global Travelzoo® brand. On March 30, 2017, the Company ceased operations of SuperSearch and on March 31, 2017, the Company sold the Fly.com domain name, which had no net book value, to a third party. There were no other assets or liabilities transferred as part this transaction.

A reconciliation of the line items comprising the results of operations of the Search products to the income (loss) from discontinued operations through the date of disposal presented in the consolidated statements of operations for the years ended December 31, 2017, 2016 and 2015, in thousands, is included in the following table:

	Year Ended December 31,		
	2017	2016	2015
Revenues from Search	\$ 2,088	\$ 14,289	\$ 17,755
Cost of revenues	(101)	(458)	(676)
Gross profit	1,987	13,831	17,079
Total operating expenses	(1,817)	(12,949)	(13,753)
Gain on sale of Fly.com domain name	2,890	—	—
Income from discontinued operations before income taxes	3,060	882	3,326
Income tax expense	1,122	258	985
Income from discontinued operations, net of income taxes	<u>\$ 1,938</u>	<u>\$ 624</u>	<u>\$ 2,341</u>

Note 12: Related Party Transactions

On August 20, 2015, Travelzoo acquired the Travelzoo Asia Pacific business ("Asia Pacific"), which includes the Travelzoo businesses in Australia, China, Hong Kong, Japan, Taiwan, and Southeast Asia. This business was independently operated by Azzurro Capital Inc. ("Azzurro") under a licensing agreement with Travelzoo. The Company held an option right to acquire Asia Pacific at fair market value as determined by a third party valuation expert. Under the terms of the definitive acquisition agreement, Travelzoo (Europe) Limited, a United Kingdom subsidiary of the Company, was authorized by the Company to exercise the option right to acquire Asia Pacific for a fair market transaction value of \$22.6 million, subject to a

working capital adjustment, using available cash of \$17.0 million and a promissory note of \$5.7 million with a maturity date of three years.

The Company's board of directors established a special committee (the "Special Committee"), consisting of independent and disinterested directors and provided it with the exclusive power and authority to determine whether any potential transaction to acquire Asia Pacific was advisable, fair to and in the best interests of the Company's stockholders other than Azzurro Capital Inc., the principal stockholder of Travelzoo. The Special Committee engaged independent legal counsel and an independent financial advisor, Stout Risius Ross, Inc. ("SRR"). The Special Committee obtained the right to select its own independent financial advisor, SRR, to independently determine the fair market value of Asia Pacific to be used as the option exercise price and received an opinion from SRR regarding the fairness of the Asia Pacific transaction from a financial point of view. SRR determined that \$22.6 million represented the fair market value of Asia Pacific to be used as the option exercise price based upon the use of established valuation methodologies. The Special Committee, which was composed solely of independent and disinterested directors, unanimously approved the acquisition of Asia Pacific at the fair market value option exercise price with the assistance of its independent legal and financial advisors.

Ralph Bartel, who founded Travelzoo and who is a Director of the Company is the sole beneficiary of the Ralph Bartel 2005 Trust, which is the controlling shareholder of Azzurro Capital Inc. As of December 31, 2017, Azzurro is the Company's largest stockholder, holding approximately 57.8% of the Company's outstanding shares.

Since Azzurro Capital Inc. had a controlling interest in both Travelzoo and the Travelzoo Asia Pacific business at the time of the transaction and in prior periods, this transaction is accounted for as a common control transaction and a change in reporting entity for the Company. The financial results for Travelzoo were retrospectively adjusted to include the financial results of Asia Pacific in the 2015 as though the transaction occurred at the beginning of each period presented, including the following adjustments:

	Year Ended December 31, 2015
Revenue	\$ 10,774
Operating Loss	\$ (2,436)
Net Loss	\$ (3,096)
Other Comprehensive Income	\$ 305
Basic and diluted earnings per share	\$ (0.21)

The Asia Pacific assets and liabilities have been combined with Travelzoo at their carrying values as though the transaction occurred at the beginning of each period presented. At December 31, 2015, Asia Pacific net liabilities, total assets minus total liabilities, were \$6.8 million.

The Asia Pacific transaction proceeds of \$22.6 million were reflected as an equity transaction, included in retained earnings, during the period the transaction occurred, which was in the year ended December 31, 2015.

Travelzoo (Europe) Limited, a United Kingdom subsidiary of the Company, acquired the Asia Pacific business, which include certain customary seller indemnifications, through the acquisition of Travelzoo (Asia) Limited, including its wholly owned subsidiaries, and Travelzoo Japan KK. All significant intercompany accounts and transactions between Travelzoo and the acquired Asia Pacific entities have been eliminated for all periods presented.

In November 2014, Azzurro provided a loan to Asia Pacific of \$1.0 million with a stated interest rate of 8%. There were \$1.0 million loans and \$5,000 accrued interest due to Azzurro as of December 31, 2014. From January 1, 2015 to August 20, 2015, Azzurro provided loans to the Asia Pacific amounting to \$2.2 million with a stated interest rate of 10%. In September 2015, the Company paid the due and outstanding principal loan amount of \$3.3 million and accrued interest of \$128,000.

On August 20, 2015, as part of the transaction proceeds Travelzoo (Europe) Limited issued a promissory note to Azzurro with a principal amount of \$5.7 million, with a maturity date of August 20, 2018 and the ability to pay off principal prior to this maturity date with no prepayment penalty and a stated interest rate of 7%, which is due and payable on a quarterly basis. Accrued interest for the loans and promissory note outstanding was \$267,000 for the year ended December 31, 2015. In January 2016, the full amount of the loan was paid off by Travelzoo (Europe) Limited.

On September 28, 2015, Holger Bartel, Executive Chairman and Chairman of the Board of Directors, was granted 400,000 stock options that vest through December 31, 2017 in connection with his appointment to the role of Global Chief Executive Officer. See Note 8 to the accompanying consolidated financial statements for further information.

On October 30, 2017, Holger Bartel, Global Chief Executive Officer, was granted 400,000 stock options that vest through December 31, 2019. See Note 8 to the accompanying consolidated financial statements for further information.

Note 13: Unaudited Quarterly Information

The following represents unaudited quarterly financial data (in thousands, except per share amounts) for 2017 and 2016:

	Quarter Ended							
	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017	Mar 31, 2017	Dec 31, 2016	Sep 30, 2016	Jun 30, 2016	Mar 31, 2016
Revenues	\$ 26,997	\$ 24,687	\$ 26,411	28,429	\$ 26,814	\$ 26,823	\$ 29,798	\$ 30,828
Cost of revenues	3,462	3,018	3,222	3,207	3,263	3,270	3,471	3,851
Gross profit	23,535	21,669	23,189	25,222	23,551	23,553	26,327	26,977
Operating expenses:								
Sales and marketing	13,746	13,973	14,213	15,356	13,369	14,075	15,455	15,530
Product development	2,208	2,315	2,344	2,357	2,077	2,230	2,001	2,788
General and administrative	6,502	5,363	5,246	5,447	6,077	5,373	5,434	5,813
Total operating expenses	22,456	21,651	21,803	23,160	21,523	21,678	22,890	24,131
Income from continuing operations	1,079	18	1,386	2,062	2,028	1,875	3,437	2,846
Other income (loss), net	62	86	18	7	(480)	251	(91)	133
Income from continuing operations before income taxes	1,141	104	1,404	2,069	1,548	2,126	3,346	2,979
Income tax expense	466	680	771	1,209	542	748	1,548	1,154
Income (loss) from continuing operations	675	(576)	633	860	1,006	1,378	1,798	1,825
Income (loss) from discontinued operations, net of income taxes	—	—	54	1,884	(63)	241	222	224
Net income (loss)	\$ 675	\$ (576)	\$ 687	\$ 2,744	\$ 943	\$ 1,619	\$ 2,020	\$ 2,049
Income (loss) per share—basic:								
Continuing operations	\$ 0.05	\$ (0.05)	\$ 0.05	\$ 0.07	\$ 0.07	\$ 0.10	\$ 0.13	\$ 0.13
Discontinued operations	—	—	—	0.14	—	0.02	0.01	0.01
Net income (loss) per share—basic	\$ 0.05	\$ (0.05)	\$ 0.05	\$ 0.21	\$ 0.07	\$ 0.12	\$ 0.14	\$ 0.14
Income (loss) per share—diluted:								
Continuing operations	\$ 0.05	\$ (0.05)	\$ 0.05	\$ 0.07	\$ 0.07	\$ 0.10	\$ 0.13	\$ 0.13
Discontinued operations	—	—	—	0.14	—	0.02	0.01	0.01
Net (loss) income per share—diluted	\$ 0.05	\$ (0.05)	\$ 0.05	\$ 0.21	\$ 0.07	\$ 0.12	\$ 0.14	\$ 0.14

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on management's evaluation (with the participation of the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO)), as of December 31, 2017, our CEO and CFO have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in U.S. Securities and Exchange Commission (SEC) rules and forms, and that such information is accumulated and communicated to management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

During the quarter ended December 31, 2017, there were no changes in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f)) to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2017, the end of our fiscal year. Management based its assessment on criteria established in *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2017 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external reporting purposes in accordance with generally accepted accounting principles.

Our independent registered public accounting firm, PricewaterhouseCoopers LLP, audited the effectiveness of the Company's internal control over financial reporting as of December 31, 2017, as stated in the firm's audit report, which is included within Part II, Item 8 of this Form 10-K.

/s/ HOLGER BARTEL
Holger Bartel
Global Chief Executive Officer

/s/ GLEN CEREMONY
Glen Ceremony
Chief Financial Officer

March 15, 2018

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information required by this item is incorporated by reference to Travelzoo's Definitive Proxy Statement for the 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of Travelzoo's fiscal year ended December 31, 2017 and is incorporated herein by reference.

Item 11. Executive Compensation

Information regarding executive compensation and compensation committee interlocks is incorporated by reference to the information in the definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2017, which is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information regarding security ownership of certain beneficial owners and management and related stockholder matters is incorporated by reference to the information in the definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2017, which is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information regarding certain relationships and related transactions, and director independence is incorporated by reference to the information set forth in the definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2017, which is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

Information regarding principal accountant fees and services is set forth in the definitive Proxy Statement relating to our 2018 Annual Meeting of Stockholders, which is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as part of this report:

(1) *Our Consolidated Financial Statements are included in Part II, Item 8:*

	Page
Report of PricewaterhouseCoopers LLP - Independent Registered Public Accounting Firm	48
Report of KPMG LLP - Independent Registered Public Accounting Firm	50
Consolidated Balance Sheets	51
Consolidated Statements of Operations	52
Consolidated Statements of Comprehensive Income	53
Consolidated Statements of Stockholders' Equity	54
Consolidated Statements of Cash Flows	55
Notes to Consolidated Financial Statements	56

(2) *Supplementary Consolidated Financial Statement Schedules:*

All schedules are omitted because of the absence of conditions under which they are required or because the required information is included in the consolidated financial statements or notes thereto.

(3) *Exhibits:*

See attached Exhibit Index

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRAVELZOO

By: /s/ GLEN CEREMONY
Glen Ceremony
Chief Financial Officer

Date: March 15, 2018

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Glen Ceremony as his or her attorney-in-fact, with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Form 10-K, with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title(s)</u>	<u>Date</u>
<u> /s/ RALPH BARTEL </u> Ralph Bartel	Chairman of the Board of Directors	March 15, 2018
<u> /s/ GLEN CEREMONY </u> Glen Ceremony	Chief Financial Officer and Principal Accounting Officer	March 15, 2018
<u> /s/ RACHEL BARNETT </u> Rachel Barnett	Director	March 15, 2018
<u> /s/ CARRIE LIQUN LIU </u> Carrie Liqun Liu	Director	March 15, 2018
<u> /s/ MARY REILLY </u> Mary Reilly	Director	March 15, 2018
<u> /s/ BEATRICE TARKA </u> Beatrice Tarka	Director	March 15, 2018

EXHIBIT INDEX

Exhibit Number	Description
3.1	— Certificate of Incorporation of Travelzoo (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002).
3.2	— Certificate of Incorporation of Travelzoo and Certificates of Amendment To the Certificate of Incorporation to Effect a Reverse Stock Split Followed by a Forward Stock Split Of Travelzoo’s Common Stock. (Incorporated by reference to Exhibit 3.2 on Form 10-K (File No. 000-50171), filed February 12, 2014)
3.3	— By-laws of Travelzoo (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002).
10.1	— Form of Director and Officer Indemnification Agreement (Incorporated by reference to Exhibit 10.1 on Form 10-Q (File No. 000-50171), filed November 9, 2007)
10.2	— Agreement of Lease, effective as of February 1, 2008, between Travelzoo and 590 Madison Avenue, LLC (Incorporated by reference to Exhibit 10.1 on Form 8-K (File No. 000-50171), filed February 7, 2008)
10.3	— Asset Purchase Agreement, dated September 30, 2009, by and among Travelzoo, Travelzoo K.K., Azzurro Capital Inc. and a buyer entity to be designated by Azzurro Capital Inc., with Exhibits (Incorporated by reference to Exhibit 10.1 on Form 8-K (File No. 000-50171), filed October 5, 2009)
10.4	— Asset Purchase Agreement, dated September 30, 2009, by and among Travelzoo, Travelzoo (Asia Pacific) Limited, Azzurro Capital Inc. and a buyer entity to be designated by Azzurro Capital Inc., with Exhibits (Incorporated by reference to Exhibit 10.2 on Form 8-K (File No. 000-50171), filed October 5, 2009)
10.5	— Option Agreement, dated September 30, 2009, between Travelzoo and Azzurro Capital Inc. (Incorporated by reference to Exhibit 10.3 on Form 8-K (File No. 000-50171), filed October 5, 2009)
10.6*	— Nonqualified Stock Option Agreement between Travelzoo and Glen Ceremony dated January 23, 2012 (Incorporated by reference to Exhibit 10.1 on Form 8-K (File No. 000-50171), filed March 30, 2012)
10.7*	— Employment Agreement, dated May 9, 2011 between Glen Ceremony and Travelzoo (Incorporated by reference to Exhibit 10.1 on Form 8-K (File No. 000-50171), filed May 20, 2011)
10.8*	— Employment Agreement, dated September 28, 2015 between Holger Bartel and Travelzoo (Incorporated by reference to Exhibit 10.23 on Form 8-K (File No. 000-50171), filed October 1, 2015)

10.9*	—	Nonqualified Stock Option Agreement between Travelzoo and Holger Bartel dated September 28, 2015. (Incorporated by reference to Exhibit 10.24 on Form 8-K (File No. 000-50171), filed October 1, 2015)
10.10*	—	Employment Agreement, amendment effective date January 1, 2013, between Glen Ceremony and Travelzoo (Incorporated by reference to Exhibit 10.17 on Form 10-Q (File No. 000-50171), filed April 25, 2014)
10.11*	—	Employment Agreement, amendments effective dates July 1, 2012 and January 1, 2013, between Richard Singer and Travelzoo (Incorporated by reference to Exhibit 10.19 on Form 10-Q (File No. 000-50171), filed April 25, 2014)
10.12	—	Security Purchase Agreement, dated August 20, 2015, by and among Travelzoo (Europe) Limited, and Travelzoo (Asia Pacific) with Exhibits (Incorporated by reference to Exhibit 10.1 on Form 8-K (File No. 000-50171), filed August 26, 2015)
10.13*	—	Employment Agreement, dated September 30, 2015, between Michael Stitt and Travelzoo (Incorporated by reference to Exhibit 10.24 on Form 10-K (File No. 000-50171), filed March 14, 2016)
10.14*	—	Employment Agreement, dated January 1, 2016, between Vivian Hong and Travelzoo (Incorporated by reference to Exhibit 10.28 on Form 10-K (File No. 000-50171), filed March 14, 2016)
10.15*	—	Nonqualified Stock Option Agreement between Travelzoo and Mike Stitt dated March 7, 2016. (Incorporated by reference to Exhibit 10.29 on Form 10-K (File No. 000-50171), filed March 14, 2016)
10.16*	—	Nonqualified Stock Option Agreement between Travelzoo and Richard Singer dated March 7, 2016. (Incorporated by reference to Exhibit 10.30 on Form 10-K (File No. 000-50171), filed March 14, 2016)
10.17*	—	Mutual Separation Agreement between Vivian Hong and Travelzoo dated November 1, 2017. (Incorporated by reference to Exhibit 10.2 on Form 10-Q (File No. 000-50171), filed November 2, 2017)
10.18*	—	Nonqualified Stock Option Agreement between Travelzoo and Holger Bartel dated October 30, 2017. (Incorporated by reference to Exhibit 10.3 on Form 8-K (File No. 000-50171), filed November 2, 2017)
21.1‡	—	Subsidiaries of Travelzoo
23.1‡	—	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2‡	—	Consent of KPMG LLP, Independent Registered Public Accounting Firm
24.1‡	—	Power of Attorney (included on signature page)
31.1‡	—	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2‡	—	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1†	—	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2†	—	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS‡	—	XBRL Instance Document
101.SCH‡	—	XBRL Taxonomy Extension Schema Document
101.CAL‡	—	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF‡	—	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB‡	—	XBRL Taxonomy Extension Label Linkbase Document
101.PRE‡	—	XBRL Taxonomy Extension Presentation Linkbase Document

* This exhibit is a management contract or a compensatory plan or arrangement.

‡ Filed herewith

† Furnished herewith

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Travelzoo
ATTN: Investor Relations
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37th Floor
New York, NY 10022

Web site:

www.travelzoo.com/ir