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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2021

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

For the transition period from __________ to __________

Commission File Number: 001-39515

American Well Corporation

(Exact name of registrant as specified in its charter)

Delaware	**20-5009396**
(State of incorporation)	**(I.R.S. Employer Identification Number)**

75 State Street, 26th Floor
Boston, MA 02109
(Address of registrant's principal executive offices)

(617) 204-3500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
		Emerging growth company	☒

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value of $0.01 per share	**AMWL**	**The New York Stock Exchange**

As of July 31, 2021, the number of shares of the registrant's Class A common stock outstanding was 210,681,731, the number of shares of the registrant's Class B common stock outstanding was 26,650,761 and the number of shares of the registrant's Class C common stock outstanding was 5,555,555.

American Well Corporation

QUARTERLY REPORT ON FORM 10-Q
For the period ended June 30, 2021

TABLE OF CONTENTS

		Page
PART I	Financial Information	3
Item 1.	Financial Statements	3
	Condensed Consolidated Balance Sheet as of June 30, 2021 (unaudited) and December 31, 2020	3
	Condensed Consolidated Statement of Operations and Comprehensive Loss (unaudited) for the three and six months ended June 30, 2021 and 2020	4
	Condensed Consolidated Statement of Stockholders' Equity (Deficit) (unaudited) for the three and six months ended June 30, 2021 and 2020	5
	Condensed Consolidated Statement of Cash Flows (unaudited) for the six months ended June 30, 2021 and 2020	7
	Notes to the Unaudited Condensed Consolidated Financial Statements	8
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	23
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	35
Item 4.	Controls and Procedures	36
PART II	Other Information	38
Item 1.	Legal Proceedings	38
Item 1A.	Risk Factors	38
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	38
Item 3.	Defaults Upon Senior Securities	39
Item 4.	Mine Safety Disclosures	39
Item 5.	Other Information	39
Item 6.	Exhibits	40

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

AMERICAN WELL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)
(unaudited)

	June 30, 2021	December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	$ 975,187	$ 941,616
Investments	—	99,963
Restricted cash	795	1,095
Accounts receivable ($650 and $12,053, from related parties and net of allowances of $1,039 and $1,556, respectively)	35,544	45,296
Inventories	8,929	9,128
Deferred contract acquisition costs	2,450	2,134
Prepaid expenses and other current assets	13,491	14,055
Total current assets	1,036,396	1,113,287
Property and equipment, net	2,985	3,836
Goodwill	193,877	193,877
Intangible assets, net	51,672	55,528
Operating lease right-of-use asset	3,486	6,609
Deferred contract acquisition costs, net of current portion	898	1,327
Other assets	1,246	1,430
Investment in minority owned joint venture	1,759	752
Total assets	$ 1,292,319	$ 1,376,646
Liabilities, Convertible Preferred Stock and Stockholders' Deficit		
Current liabilities:		
Accounts payable	$ 5,173	$ 5,797
Accrued expenses and other current liabilities	24,864	42,135
Operating lease liability, current	3,471	6,357
Deferred revenue ($2,238 and $14,421 from related parties, respectively)	57,836	66,693
Total current liabilities	91,344	120,982
Other long-term liabilities	26	64
Operating lease liability, net of current portion	776	1,296
Deferred revenue, net of current portion ($29 and $486 from related parties, respectively)	7,530	8,107
Total liabilities	99,676	130,449
Commitments and contingencies (Note 11)		
Stockholders' deficit:		
Preferred stock, $0.01 par value; 100,000,000 shares authorized, no shares issued or outstanding as of June 30, 2021 and as of December 31, 2020	—	—
Common stock, $0.01 par value; 1,000,000,000 Class A shares authorized, 209,875,389 and 201,488,097 shares issued, and 209,875,389 and 200,751,168 shares outstanding, respectively; 100,000,000 Class B shares authorized, 26,687,959 and 30,427,128 shares issued, and 26,687,959 and 29,297,382 shares outstanding, respectively; 200,000,000 Class C shares authorized 5,555,555 issued and outstanding as of June 30, 2021 and December 31, 2020	2,422	2,357
Treasury stock, no shares and 1,866,675 shares as of June 30, 2021 and December 31, 2020, respectively	—	(37,568)
Additional paid-in capital	1,877,497	1,841,405
Accumulated other comprehensive income	140	297
Accumulated deficit	(708,587)	(582,359)
Total American Well Corporation stockholders' equity	1,171,472	1,224,132
Non-controlling interest	21,171	22,065
Total stockholders' equity	1,192,643	1,246,197
Total liabilities, preferred stock and stockholders' equity	$ 1,292,319	$ 1,376,646

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMERICAN WELL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(in thousands, except share and per share amounts)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Revenue				
($1,462, $15,912, $3,089 and $29,160 from related parties, respectively)	$ 60,217	$ 68,568	$ 117,816	$ 122,282
Costs and operating expenses:				
Costs of revenue, excluding depreciation and amortization of intangible assets	33,889	43,826	69,594	76,853
Research and development	22,378	17,637	45,418	32,573
Sales and marketing	14,789	12,346	28,521	26,220
General and administrative	24,212	80,082	45,566	95,424
Depreciation and amortization expense	2,484	2,509	4,990	4,795
Total costs and operating expenses	97,752	156,400	194,089	235,865
Loss from operations	(37,535)	(87,832)	(76,273)	(113,583)
Interest income and other income (expense), net	224	308	285	1,155
Loss before expense from income taxes and loss from equity method investment	(37,311)	(87,524)	(75,988)	(112,428)
Expense from income taxes	(103)	(252)	(412)	(252)
Loss from equity method investment	(722)	(444)	(1,541)	(764)
Net loss	(38,136)	(88,220)	(77,941)	(113,444)
Net loss attributable to non-controlling interest	(277)	(1,562)	(894)	(2,405)
Net loss attributable to American Well Corporation	$ (37,859)	$ (86,658)	$ (77,047)	$ (111,039)
Net loss per share attributable to common stockholders, basic and diluted	$ (0.15)	$ (1.99)	$ (0.31)	$ (2.66)
Weighted-average common shares outstanding, basic and diluted	249,366,652	43,484,313	246,471,733	41,793,108
Net loss	$ (38,136)	$ (88,220)	$ (77,941)	$ (113,444)
Other comprehensive income (loss), net of tax:				
Unrealized gain on available-for-sale investments	(119)	(323)	(85)	(280)
Foreign currency translation	(20)	349	(72)	178
Comprehensive loss	(38,275)	(88,194)	(78,098)	(113,546)
Less: Comprehensive loss attributable to non-controlling interest	(277)	(1,562)	(894)	(2,405)
Comprehensive loss attributable to American Well Corporation	$ (37,998)	$ (86,632)	$ (77,204)	$ (111,141)

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMERICAN WELL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)
(in thousands, except share amounts)
(unaudited)

	Common Stock		Treasury Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	American Well Corporation Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount							
Balances as of December 31, 2020	**235,604,105**	**$ 2,357**	**$ (37,568)**	**$ 1,841,405**	**$ 297**	**$ (582,359)**	**$ 1,224,132**	**$ 22,065**	**$ 1,246,197**
Exercise of common stock options	3,474,375	34	—	10,096	—	—	10,130	—	10,130
Vesting of restricted stock units	853,842	9	—	(9)	—	—	—	—	—
Retirement of treasury stock purchased in 2020	—	—	37,568	(15)	—	(37,553)	—	—	—
Shares withheld related to net share settlement and retired treasury stock in 2021	(402,060)	(4)	—	4	—	(9,771)	(9,771)	—	(9,771)
Stock-based compensation expense	—	—	—	8,642	—	—	8,642	—	8,642
Currency translation adjustment	—	—	—	—	(52)	—	(52)	—	(52)
Unrealized gains on available-for-sale securities, net of tax	—	—	—	—	34	—	34	—	34
Net loss	—	—	—	—	—	(39,188)	(39,188)	(617)	(39,805)
Balances as of March 31, 2021	239,530,262	2,396	—	1,860,123	279	(668,871)	1,193,927	21,448	1,215,375
Exercise of common stock options	1,812,491	18	—	6,656	—	—	6,674	—	6,674
Vesting of restricted stock units	844,900	9	—	(9)	—	—	—	—	—
Shares withheld related to net share settlement and retired treasury stock in 2021	(68,750)	(1)	—	1	—	(1,857)	(1,857)	—	(1,857)
Stock-based compensation expense	—	—	—	10,726	—	—	10,726	—	10,726
Currency translation adjustment	—	—	—	—	(20)	—	(20)	—	(20)
Unrealized gains on available-for-sale securities, net of tax	—	—	—	—	(119)	—	(119)	—	(119)
Net loss	—	—	—	—	—	(37,859)	(37,859)	(277)	(38,136)
Balances as of June 30, 2021	**242,118,903**	**$ 2,422**	**$ —**	**$ 1,877,497**	**$ 140**	**$ (708,587)**	**$ 1,171,472**	**$ 21,171**	**$ 1,192,643**

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMERICAN WELL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)
(in thousands, except share amounts)
(unaudited)

	Convertible Preferred Stock		Common Stock		Treasury Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	American Well Corporation Stockholders' Deficit	Noncontrolling Interest	Total Stockholders' (Deficit)
	Shares	Amount	Shares	Amount							
Balances as of January 1, 2020	**14,012,935**	**$ 655,799**	**42,302,845**	**423**	**$ (158)**	**50,289**	**$ 250**	**$ (357,927)**	**$ (307,123)**	**$ 26,259**	**$ (280,864)**
Issuance of Series C convertible preferred stock, net of issuance costs of $261	170,000	12,489	—	—	—	—	—	—	—	—	—
Exercise of common stock options	—	—	7,392	—	—	2	—	—	2	—	2
Vesting of restricted stock units	—	—	146,969	1	—	(1)	—	—	—	—	—
Stock-based compensation expense	—	—	—	—	—	4,458	—	—	4,458	—	4,458
Retirement of treasury stock	—	—	—	—	158	(158)	—	—	—	—	—
Currency translation adjustment	—	—	—	—	—	—	(171)	—	(171)	—	(171)
Unrealized gains on available-for -sale securities, net of tax	—	—	—	—	—	—	43	—	43	—	43
Net loss	—	—	—	—	—	—	—	(24,381)	(24,381)	(843)	(25,224)
Balances as of March 31, 2020	14,182,935	668,288	42,457,206	424	—	54,590	122	(382,308)	(327,172)	25,416	(301,756)
Issuance of Series C convertible preferred stock, net of issuance costs of $750	1,342,750	133,525	—	—	—	—	—	—	—	—	—
Treasury stock	—	—	(61,600)		(163)	—	—	—	(163)	—	(163)
Exercise of common stock options	—	—	768,106	8	—	2,322	—	—	2,330	—	2,330
Vesting of restricted stock units	—	—	204,829	2	—	(2)	—	—	—	—	—
Stock-based compensation expense	—	—	—	—	—	67,638	—	—	67,638	—	67,638
Currency translation adjustment	—	—	—	—	—	—	349	—	349	—	349
Unrealized gains on available-for -sale securities, net of tax	—	—	—	—	—	—	(323)	—	(323)	—	(323)
Net loss	—	—	—	—	—	—	—	(86,658)	(86,658)	(1,562)	(88,220)
Balances as of June 30, 2020	**15,525,685**	**$ 801,813**	**43,368,541**	**$ 434**	**$ (163)**	**$ 124,548**	**$ 148**	**$ (468,966)**	**$ (343,999)**	**$ 23,854**	**$ (320,145)**

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMERICAN WELL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands, except share and per share amounts)
(unaudited)

	Six Months Ended June 30,	
	2021	2020
Cash flows from operating activities:		
Net loss	$ (77,941)	$ (113,444)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	4,990	4,795
Provisions for doubtful accounts	(57)	640
Amortization of deferred contract acquisition costs	731	730
Amortization of deferred contract fulfillment costs	351	339
Stock-based compensation expense	19,368	72,096
Loss on equity method investment	1,541	764
Changes in operating assets and liabilities, net of acquisition:		
Accounts receivable	9,809	(8,708)
Inventories	199	(2,107)
Deferred contract acquisition costs	(618)	(1,506)
Prepaid expenses and other current assets	284	(3,004)
Other assets	184	229
Accounts payable	(624)	(2,494)
Accrued expenses and other current liabilities	(16,063)	(687)
Other long-term liabilities	(38)	(195)
Deferred revenue	(9,506)	(5,270)
Net cash used in operating activities	**(67,390)**	**(57,822)**
Cash flows from investing activities:		
Purchases of property and equipment	(283)	(2,304)
Investment in less than majority owned joint venture	(2,548)	(2,940)
Purchases of investments	—	(29,777)
Proceeds from sales and maturities of investments	100,000	39,355
Net cash provided by investing activities	**97,169**	**4,334**
Cash flows from financing activities:		
Proceeds from issuance of Series C convertible preferred stock, net of issuance costs	—	146,764
Proceeds from exercise of common stock options	16,733	2,232
Payments for the purchase of treasury stock	(11,628)	(163)
Payment of deferred offering costs	(1,613)	(371)
Net cash provided by financing activities	**3,492**	**148,462**
Net decrease in cash, cash equivalents, and restricted cash	33,271	94,974
Cash, cash equivalents, and restricted cash at beginning of period	942,711	138,816
Cash, cash equivalents, and restricted cash at end of period	**$ 975,982**	**$ 233,790**
Cash, cash equivalents, and restricted cash at end of period:		
Cash and cash equivalents	975,187	232,695
Restricted cash	795	1,095
Total cash, cash equivalents, and restricted cash at end of period	**$ 975,982**	**$ 233,790**
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ 955	$ 138
Supplemental disclosure of non-cash investing and financing activities:		
Additions to property and equipment included in accrued expenses and accounts payable	$ —	$ 572
Common stock issuance costs	$ —	$ 440
Preferred stock issuance costs	$ —	$ 750
Receivable related to exercise of common stock options	$ 71	$ 100

The accompanying notes are an integral part of these condensed consolidated financial statements.

1. Organization and Description of Business

Description of Business

American Well Corporation (the "Company") was incorporated under the laws of the State of Delaware in June 2006. The Company is headquartered in Boston, Massachusetts. The Company is a leading telehealth company that enables the digital distribution and delivery of care for healthcare's key stakeholders. The Company's scalable technology is deployed at the enterprise level of clients, embeds into existing offerings and workflows, spans the continuum of care and enables the delivery of this care across a wide variety of clinical, retail, school and home settings.

Stock Split

On August 28, 2020, the Company effected an 8.8-for-1.0 stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Company's then outstanding convertible preferred stock (see Note 10). The corresponding number of shares and exercise prices related to stock options and RSUs were also adjusted. The impact of the stock split has been applied retrospectively to all periods presented.

Liquidity and Capital Resources

The accompanying condensed consolidated financial statements have been prepared on the basis of continuity of operations, realization of assets, and the satisfaction of liabilities and commitments in the ordinary course of business. On September 21, 2020, the Company closed on the IPO raising $822,267 in gross proceeds. On September 21, 2020, the Company closed on a private placement with Google raising $100,000 in gross proceeds. Since inception, the Company has incurred recurring losses. As of June 30, 2021, the Company had an accumulated deficit of $708,587. The Company expects to continue to generate operating losses for the foreseeable future.

The Company expects that its cash, cash equivalents and investments balance as of June 30, 2021 of $975,187 will be sufficient to fund its operating expenses and capital expenditure requirements for at least the next twelve months.

2. Summary of Significant Accounting Policies

There have been no material changes to the significant accounting policies described in the Company's Form 10-K for the fiscal year ended December 31, 2020, that have had a material impact on the consolidated financial statements and related notes.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission (the "SEC") regarding interim financial reporting. In the opinion of the Company's management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring accruals and adjustments) necessary for the fair statement of the Company's the financial position, results of operations and cash flows at the dates and for the periods indicated. The interim results for the three and six months ended June 30, 2021 are not necessarily indicative of results for the full 2021 calendar year or any other future interim periods. The information included in the interim financial statements should be read in conjunction with the annual consolidated financial statements and accompanying notes included in the Form 10-K.

The unaudited condensed consolidated financial statements include the accounts of American Well Corporation, its wholly-owned subsidiaries, those of professional corporations, which represent variable interest entities in which American Well has an interest and is the primary beneficiary ("PC"), and National Telehealth Network ("NTN"), an entity in which American Well controls fifty percent or more of the voting shares (see Note 4). Intercompany accounts and transactions have been eliminated in consolidation.

For substantially all of the Company's subsidiaries, the functional currency is the U.S. dollar. Foreign currency denominated monetary assets and liabilities are remeasured into U.S. dollars at current exchange rates and foreign currency denominated nonmonetary assets and liabilities are remeasured into U.S. dollars at historical exchange rates. Gains or losses from foreign currency remeasurement and settlements are included in interest income and other income (expense), net in the condensed consolidated statements of operations and comprehensive loss.

For consolidated entities where American Well owns or is exposed to less than 100% of the economics, the net loss attributable to noncontrolling interests is recorded in the condensed consolidated statements of operations and comprehensive loss equal to the percentage of the economic or ownership interest retained in each entity by the respective non-controlling party. The noncontrolling interests are presented as a separate component of stockholders' deficit in the condensed consolidated balance sheets.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reported periods. Significant estimates and assumptions reflected in these condensed consolidated financial statements include, but are not limited to, revenue recognition, the estimated customer relationship period that is used in the amortization of deferred contract acquisition costs, the valuation of assets and liabilities acquired in business combinations, the useful lives of intangible assets and property and equipment and the valuation of common stock. The Company bases its estimates on historical experience, known trends, and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates, as there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results may differ from those estimates or assumptions.

Due to the COVID-19 global pandemic, the global economy and financial markets have been disrupted and there is a significant amount of uncertainty about the length and severity of the consequences caused by the pandemic. The Company has considered information available to it as of the date of issuance of these financial statements and has not experienced any significant impact to its estimates and assumptions as a result of the COVID-19 pandemic. On an ongoing basis, the Company will continue to closely monitor the COVID-19 impact on its estimates and assumptions.

Segment Information

The Company's chief operating decision makers (CODMs), its two Chief Executive Officers, review financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company operates and manages its business as one reportable and operating segment. In addition, substantially all of the Company's revenue and long-lived assets are attributable to operations in the United States for all periods presented.

Variable Interest Entities

The Company evaluates its ownership, contractual and other interests in entities to determine if it has any variable interest in a variable interest entity ("VIE"). These evaluations are complex and involve judgment. If the Company determines that an entity in which it holds a contractual or ownership interest is a VIE and that the Company is the primary beneficiary, the Company consolidates such entity in its condensed consolidated financial statements. The primary beneficiary of a VIE is the party that meets both of the following criteria: (i) has the power to make decisions that most significantly affect the economic performance of the VIE; and (ii) has the obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE. Management performs ongoing reassessments of whether changes in the facts and circumstances regarding the Company's involvement with a VIE will cause the consolidation conclusion to change. Changes in consolidation status are applied prospectively.

The aggregate carrying value of total assets and total liabilities included on the condensed consolidated balance sheets for the PCs after elimination of intercompany transactions were $30,207 and $1,929, respectively, as of June 30, 2021 and $22,682 and $1,998, respectively as of December 31, 2020.

Total revenue included on the condensed consolidated statements of operations and comprehensive loss for the PCs after elimination of intercompany transactions was $17,585 and $24,719 for the three months ended June 30, 2021 and 2020, respectively. Net loss included on the condensed consolidated statements of operations and comprehensive loss was not material for the three months ended June 30, 2021 and 2020. Total revenue included on the condensed consolidated statements of operations and comprehensive loss for the PCs after elimination of intercompany transactions was $35,154 and $43,389 for the six months ended June 30, 2021 and 2020, respectively. Net loss included on the condensed consolidated statements of operations and comprehensive loss was not material for the three and six months ended June 30, 2021 and 2020.

Investment in Minority Owned Joint Venture

The Company and Cleveland Clinic partnered to form a joint venture, under the name CCAW, JV LLC, to provide broad access to comprehensive and high acuity care services via telehealth. The Company does not have a controlling financial interest in CCAW, JV LLC, but it does have the ability to exercise significant influence over the operating and financial policies of CCAW, JV LLC. Therefore, the Company accounts for its investment in CCAW, JV LLC using the equity method of accounting. The joint venture is considered a variable interest entity under ASC 810-10, but the Company is not the primary beneficiary as it does not have the power to direct the activities of the joint venture that most significantly impact its performance. The Company's evaluation of ability to impact performance is based on Cleveland Clinic's managing directors and Cleveland Clinic's ability to appoint and remove the chairperson who has the ability to cast the tie breaking vote on the most significant activities.

In 2020 the Company contributed $2,940 as its initial investment for a 49% interest in CCAW, JV LLC. The agreement also requires aggregate total capital contributions by the Company up to an additional $11,800 in two phases, which is yet to be defined. During the six months ended June 30, 2021, the Company made a capital contribution of $2,548, related to a portion of the phase one capital commitment. For the three months ended June 30, 2021 and 2020, the Company recognized a loss of $722 and $444 as its proportionate share of the joint venture's results of operations, respectively. For the six months ended June 30, 2021 and 2020, the Company recognized a loss of $1,541 and $764 as its proportionate share of the joint venture's results of operations, respectively. Accordingly, the carrying value of the equity method investment as of June 30, 2021 and December 31, 2020 was $1,759 and $752, respectively.

Concentrations of Credit Risk and Significant Customers

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, investments and accounts receivable. The Company invests its excess cash with large financial institutions that the Company believes are of high credit quality. Cash and cash equivalents are invested in highly rated money market funds. At times, the Company's cash balances with individual banking institutions are in excess of federally insured limits. The Company's investments are invested in U.S. government agency bonds. The Company has not experienced any losses on its deposits of cash, cash equivalents or investments. The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships.

The Company performs ongoing assessments and credit evaluations of its customers to assess the collectability of the accounts based on a number of factors, including past transaction experience, age of the accounts receivable, review of the invoicing terms of the contracts, and recent communication with customers. The Company has not experienced significant credit losses from its accounts receivable. As of June 30, 2021 and December 31, 2020, one customer accounted for 14% and 19% of outstanding accounts receivable, respectively.

During the three months ended June 30, 2021 and 2020, sales to one customer (who was a related party during the 2020 period noted) represented 25% and 22% of the Company's total revenue, respectively. During the six months ended June 30, 2021 and 2020, sales to one customer (who was a related party during the periods noted) represented 25% and 22% of the Company's total revenue, respectively.

Emerging Growth Company Status

The Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with certain new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it is (i) no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, these financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.

Recently Adopted Accounting Pronouncements

In August 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Requirements for Fair Value Measurement* (''ASU 2018-13''), which modifies the existing disclosure requirements for fair value measurements in Topic 820. The new disclosure requirements include disclosure related to changes in unrealized gains or losses included in other comprehensive loss for recurring Level 3 fair value measurements held at the end of each reporting period and the explicit requirement to disclose the range and weighted-average of significant unobservable inputs used for Level 3 fair value measurements. The other provisions of ASU 2018-13 include eliminated and modified disclosure requirements. An entity is permitted to early adopt any removed or modified disclosures upon issuance of ASU 2018-13 and delay adoption of the additional disclosures until their effective date. For all entities, this guidance is required to be adopted for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. The guidance was adopted effective January 1, 2020 and did not have a material impact on the condensed consolidated financial statements and disclosures.

In August 2018, the FASB issued ASU 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, which aligns the requirements for capitalizing implementation costs incurred in a cloud computing arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use-software. The standard is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. Early adoption is permitted. The guidance was adopted effective January 1, 2020 and did not have a material impact on the condensed consolidated financial statements and disclosures.

In December 2019, the FASB issued ASU 2019-12, Simplifying the Accounting for Income Taxes ("ASU 2019-12"), which simplifies the accounting for income taxes by removing certain exceptions and clarifying and amending existing guidance. ASU 2019-12 removes certain exceptions for performing intraperiod tax allocations, recognizing deferred taxes for investments, and calculating income taxes in interim periods. The guidance also simplifies the accounting for franchise taxes, transactions that result in a step-up in the tax basis of goodwill, and the effect of enacted changes in tax laws or rates in interim periods. For public entities that are Securities and Exchange Commission filers, excluding entities eligible to be smaller reporting companies, ASU 2019-12 is effective for annual periods beginning after December 15, 2020, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. Early adoption is permitted. The guidance was adopted effective January 1, 2021 and did not have a material impact on the condensed consolidated financial statements and disclosures.

Recently Issued Accounting Pronouncements

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (''ASU 2016-13''), which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost. ASU 2016-13 replaces the existing incurred loss impairment model with an expected loss model. It also eliminates the concept of other-than-temporary impairment and requires credit losses related to available-for-sale debt securities to be recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. These changes may result in earlier recognition of credit losses. In November 2018, the FASB issued ASU No. 2018-19, *Codification Improvements to Topic 326, Financial Instruments—Credit Losses*, which narrowed the scope and changed the effective date for non-public entities for ASU 2016-13. The FASB subsequently issued supplemental guidance within ASU No. 2019-05, *Financial Instruments—Credit Losses (Topic 326): Targeted Transition Relief* (''ASU 2019-05''). ASU 2019-05 provides an option to irrevocably elect the fair value option for certain financial assets previously measured at amortized cost basis. For public entities that

are Securities and Exchange Commission filers, excluding entities eligible to be smaller reporting companies, ASU 2016-13 is effective for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. For all other entities, ASU 2016-13 is effective for annual periods beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted. The guidance will be adopted in the 2021 annual condensed consolidated financial statements. The Company is currently evaluating the impact that the adoption of ASU 2016-13 will have on its condensed consolidated financial statements.

3. Revenue

The following table presents the Company's revenues disaggregated by revenue source:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Platform subscription	$ 26,780	$ 24,458	$ 51,376	$ 46,214
Visits	27,532	36,017	55,353	62,481
Other	5,905	8,093	11,087	13,587
Total Revenue	$ 60,217	$ 68,568	$ 117,816	$ 122,282

Accounts Receivable, Net

Accounts receivable primarily consist of amounts billed currently due from customers. Accounts receivable are presented net of an allowance for doubtful accounts, which is an estimate of amounts that may not be collectible. In determining the amount of the allowance at each reporting date, the Company makes judgments about general economic conditions, historical write-off experience and any specific risks identified in customer collection matters, including the aging of unpaid accounts receivable and changes in customer financial conditions. Account balances are written off after all means of collection are exhausted and the potential for non-recovery is determined to be probable. Adjustments to the allowance for doubtful accounts are recorded as general and administrative expenses in the condensed consolidated statements of operations and comprehensive loss.

Changes in the allowance for doubtful accounts were as follows:

	Six Months Ended June 30,	Year Ended December 31, 2020
Allowance for doubtful accounts, beginning of the period	$ 1,556	$ 686
Provisions	(57)	1,646
Write-offs	(460)	(776)
Allowance for doubtful accounts, end of the period	$ 1,039	$ 1,556

The Company has rights to consideration for services completed but not billed at the reporting date. Unbilled receivables are classified as receivables when the Company has the right to invoice the customer. The amount of unbilled accounts receivable was $3,387 and $3,376 as of June 30, 2021 and December 31, 2020, and has been included within accounts receivable on the condensed consolidated balance sheet.

Deferred Revenue

Contract liabilities consist of deferred revenue and include billings in advance of performance under the contract. Such amounts are recognized as revenue over the contractual period. For the three months ended June 30, 2021 and 2020, the Company recognized revenue of $21,238 and $18,985, respectively, that was included in the corresponding contract liability balance at the beginning of the periods presented. For the six months ended June 30, 2021 and 2020, the Company recognized revenue of $39,146 and $41,731, respectively, that was included in the corresponding contract liability balance at the beginning of the periods presented.

Significant changes in the Company's deferred revenue balance for the six months ended June 30, 2021 and the year ended December 31, 2020 were as follows:

	Six Months Ended June 30,	Year Ended December 31, 2020
Total deferred revenue, beginning of the period	$ 74,800	$ 77,386
Additions	45,487	109,542
Recognized	(54,921)	(112,128)
Total deferred revenue, end of the period	$ 65,366	$ 74,800
Current deferred revenue	57,836	66,693
Non-current deferred revenue	7,530	8,107
Total	$ 65,366	$ 74,800

Transaction Price Allocated to Remaining Performance Obligations

As of June 30, 2021 and December 31, 2020, the aggregate amount of the transaction price allocated to remaining performance obligations was $190,413 and $192,238, respectively. The substantial majority of the unsatisfied performance obligations will be satisfied over the next three years.

As it pertains to the June 30, 2021 amount, the Company expects to recognize 47% of the transaction price in the 12 month period ended June 30, 2022, in its condensed consolidated statement of operations and comprehensive loss with the remainder recognized thereafter.

4. National Telehealth Network

In 2012, the Company and an affiliate of Anthem, Inc. formed NTN to expand the availability and adoption of telemedicine. The Company did not have a controlling financial interest in NTN, but it had the ability to exercise significant influence over the operating and financial policies of NTN. Therefore, the Company accounted for its investment in NTN using the equity method of accounting through December 31, 2015.

On January 1, 2016, the Company made an additional investment in NTN, which increased its ownership percentage above 50%. The Company also obtained the right to elect the Chairman of NTN, who has the ability to cast the tie-breaking vote in all decisions. Therefore, on January 1, 2016, the Company obtained control over NTN and has the power to direct the activities that most significantly impact NTN's economic performance. This step-acquisition was accounted for as a business combination and the results of the operations of NTN from January 1, 2016, have been included in the Company's condensed consolidated financial statements. However, because the Company owns less than 100% of NTN, the Company recognizes net loss attributable to non-controlling interest in the condensed consolidated statements of operations and comprehensive loss equal to the percentage of the ownership interest retained in NTN by the respective non-controlling party.

The proportionate share of the loss attributed to the non-controlling interest amounted to $277 and $1,562 for the three months ended June 30, 2021 and 2020, respectively. The proportionate share of the loss attributed to the non-controlling interest amounted to $894 and $2,405 for the six months ended June 30, 2021 and 2020, respectively. The carrying value of the non-controlling interest was $21,171 and $22,065 as of June 30, 2021 and December 31, 2020, respectively.

5. Fair Value Measurements

Certain assets and liabilities of the Company are carried at fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Financial assets and liabilities carried at fair value are to be classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs (other than Level 1 quoted prices), such as quoted prices in active markets for similar assets or liabilities, quoted prices in markets that are not active for identical or similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data.

- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to determining the fair value of the assets or liabilities, including pricing models, discounted cash flow methodologies and similar techniques.

The following tables presents the Company's fair value hierarchy for its assets and liabilities that are measured at fair value on a recurring basis and indicate the level within the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value:

	June 30, 2021			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 814,087	$ —	$ —	$ 814,087
Investments	—	—	—	$ —
	$ 814,087	$ —	$ —	$ 814,087

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 892,934	$ —	$ —	$ 892,934
Investments	—	99,963	—	99,963
	$ 892,934	$ 99,963	$ —	$ 992,897

The Company's cash equivalents were invested in money market funds and were valued based on Level 1 inputs. The Company's investments consisted of U.S. government agency bonds and were valued based on Level 2 inputs. In determining the fair value of its U.S. government agency bonds, the Company relied on quoted prices for similar securities in active markets or other inputs that are observable or can be corroborated by observable market data. During the six months ended June 30, 2021, there were no transfers between fair value measurement levels.

6. Investments

As of June 30, 2021 and December 31, 2020, the fair value of the Company's investments by type of security was as follows:

	June 30, 2021			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Assets:				
U.S government securities	$ —	$ —	$ —	$ —
	$ —	$ —	$ —	$ —

	December 31, 2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Assets:				
U.S government securities	$ 99,854	$ 109	$ —	$ 99,963
	$ 99,854	$ 109	$ —	$ 99,963

7. Goodwill and Intangible Assets

Goodwill consisted of the following:

	Six Months Ended June 30,	Year Ended December 31, 2020
Beginning Balance as of January 1	$ 193,877	$ 193,877
Goodwill acquired	—	—
Ending Balance	$ 193,877	$ 193,877

Identified intangible assets consisted of the following:

	Gross Amount	Accumulated Amortization	Carrying Value	Weighted Average Remaining Life
June 30, 2021				
Customer relationships	$ 38,782	$ (13,363)	$ 25,419	6.5
Contractor relationships	535	(226)	$ 309	7.5
Technology	37,063	(11,119)	$ 25,944	7.0
	$ 76,380	$ (24,708)	$ 51,672	

	Gross Amount	Accumulated Amortization	Carrying Value	Weighted Average Remaining Life
December 31, 2020				
Customer relationships	$ 38,782	$ (11,380)	$ 27,402	7.0
Contractor relationships	535	(206)	329	8.0
Trade name	300	(300)	—	—
Technology	37,063	(9,266)	27,797	7.5
	$ 76,680	$ (21,152)	$ 55,528	

Amortization expense related to intangible assets for the three months ended June 30, 2021 and 2020 was $1,928 and $1,938, respectively. Amortization expense related to intangible assets for the six months ended June 30, 2021 and 2020 was $3,856 and $3,877, respectively. Estimated future amortization expense of the identified intangible assets as of June 30, 2021, is as follows:

2021	$ 3,856
2022	7,712
2023	7,712
2024	7,712
2025	7,712
Thereafter	16,968
	$ 51,672

8. Accrued Expenses and other current liabilities

Accrued expenses and other current liabilities consist of the following:

	Six Months Ended June 30,	Year Ended December 31, 2020
Employee compensation and benefits	$ 10,059	$ 20,521
Professional services	3,763	6,832
Provider services	3,937	4,632
Other	7,105	10,150
Total	$ 24,864	$ 42,135

9. Line of Credit

In January 2011, the Company entered into a credit agreement (the "Line of Credit") with a financial institution that provides for maximum borrowings in one or more advances of an amount up to $5,000. Borrowings under the Line of Credit accrue interest at the London Interbank Offered Rate plus 1.25%. Borrowings are repayable immediately upon demand by the financial institution. In November 2017, the Line of Credit was amended to increase the maximum borrowings to $7,000. As of June 30, 2021 and December 31, 2020, the Company had no outstanding borrowings under the Line of Credit.

During any period that the Line of Credit is in effect, the Company can request the financial institution issue a letter of credit with a maximum maturity not to exceed twelve months. Any letters of credit issued by the financial institution reduce the maximum borrowings available under the Line of Credit. As of June 30, 2021, the maximum borrowing available to the Company is $6,205 based on the outstanding letters of credit of $795 that have been issued by the financial institution. As of December 31, 2020, the maximum borrowing available to the Company was $5,905 based on the outstanding letters of credit of $1,095 that have been issued by the financial institution.

10. Stockholders' Equity

Convertible Preferred Stock

The authorized, issued and outstanding shares, liquidation preference, and carrying value of the Company's convertible preferred stock as of December 31, 2019 were as follows:

	Shares Authorized	Shares Issued	Shares Outstanding	Liquidation Preference	Carrying Value
Series A	3,200,000	3,178,650	3,130,077	51,741	28,889
Series B	833,334	787,725	787,725	37,060	23,632
Series C	13,711,111	10,095,133	10,095,133	519,648	603,278
	17,744,445	14,061,508	14,012,935	608,449	655,799

In February 2020, the Company issued and sold 170,000 shares of Series C preferred stock at a price of $75 per share for gross proceeds of $12,750. The Company incurred $261 of issuance costs in connection with the issuance of the Series C preferred stock

In May 2020, the Company issued and sold 1,342,750 shares of Series C preferred stock at a price of $100 per share for gross proceeds of $134,275. The Company incurred $750 of issuance costs in connection with the issuance of the Series C preferred stock.

In conjunction with the Company's IPO in September 2020, all shares of convertible preferred stock then outstanding, totaling 15,525,685 shares (pre-split), were automatically converted into an equivalent number of shares of Class A common stock on an 8.8-to-1.0 basis pursuant to a stock split and their carrying value, totaling $801,813 was reclassified into stockholders' equity on the condensed consolidated balance sheet.

In connection with the IPO, the Company filed an Amended and Restated Certificate of Incorporation which authorizes the issuance of 100,000,000 shares of undesignated preferred stock, par value of $0.01 per share, with rights and preferences, including voting rights, designated from time to time by the board of directors.

Common Stock

In September 2020, upon completion of the IPO, the Company sold 45,681,499 shares of Class A common stock at an offering price of $18.00 per share, including 4,459,277 shares of Class A common stock pursuant to the exercise in full of the underwriters' option to purchase additional shares. The Company received net proceeds of $767,568, after deducting underwriting discounts and commissions of $49,336 and offering costs of approximately $4,906. In September 2020, the Company sold 5,555,555 shares of Class C common stock in connection with the stock purchase agreement with Google, LLC for net proceeds of $99,100, after deducting offering costs of $900.

Concurrently with the IPO, the Company used $24,157 of the proceeds from the IPO to repurchase 1,340,354 shares of Class A and Class B common stock from certain executive officers and other employees, to permit such executive officers and other employees to pay taxes owed in connection with the vesting of equity awards, including the repayment of third-party loans incurred to finance the payment of such taxes.

In connection with the IPO, the Company filed an Amended and Restated Certificate of Incorporation which authorizes capital stock of 1,000,000,000 shares of Class A common stock, par value $0.01 per share, 100,000,000 shares of Class B common stock, par value $0.01 per share, and 200,000,000 shares of Class C common stock, par value $0.01 per share. Except for the rights noted below, each share of Class A, Class B and Class C common stock have the same rights, are equal in all respects and are treated by us as one class of shares. Each share of Class A and Class C common stock is entitled to one vote per share on all matters presented for a vote, except that Class C common stock does not have the right to vote for elections of directors. Subject to certain conditions, Class B common stock is collectively entitled to a number of votes equal to the product of (x) 1.0408163 and (y) the total number of votes that would be cast at such time by the holders of the Class A and Class C common stock and any other preferred stock entitled to vote under the certificate of incorporation at such time (resulting in the Class B common stock collectively holding 51% of the total outstanding voting power), and each share of Class B common stock will be entitled to a number of votes equal to the total number of votes held by all Class B common stock divided by the total number of then outstanding shares of Class B common stock. Shares of Class B and Class C common stock will be converted into shares of Class A common stock on a one-for-one basis upon the occurrence of certain events. Shares of Class B common stock will automatically convert on the first business day (i) after the date on which the outstanding shares of Class B common stock constitutes less than 5% of the aggregate number of shares of common stock then outstanding, (ii) after the date on which neither founder is serving as an executive officer or (iii) following seven years after the date the amended and restated certificate of incorporation becomes effective, provided that, such period may, to the extent permitted by law and applicable stock exchange rules, be extended for three years upon the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of Class A common stock entitled to vote thereon, voting separately as a class. Shares of Class C common stock will be convertible at the option of the holder upon determination that a Hart-Scott-Rodino Antitrust Improvements Act ("HSR") filing is not necessary prior to the holder's conversion of such shares or, if required, upon expiration or termination of the HSR waiting period.

In the six months ended June 30, 2021, 3,351,035 shares of Class B common stock were converted to Class A common stock. As of June 30, 2021, the par value of the Class A, Class B and Class C shares was $2,099, $267, and $56, respectively.

	Shares Authorized	Shares Issued	Shares Outstanding
Class A	1,000,000,000	209,875,389	209,875,389
Class B	100,000,000	26,687,959	26,687,959
Class C	200,000,000	5,555,555	5,555,555
	1,300,000,000	242,118,903	242,118,903

As of June 30, 2021 and December 31, 2020, the Company had reserved 66,187,346 and 61,392,747 shares of common stock for the exercise of outstanding stock options, the vesting of restricted stock units and the number of shares remaining available for future grant, respectively.

Stock Plans and Stock Options

The Company maintains the 2006 Employee, Director and Consultant Stock Plan as amended and restated (the "2006 Plan") and 2020 Equity Incentive Plan (the "2020 Plan" together, the "Plans") under which it has granted incentive stock options, non-qualified stock options, and restricted stock units to employees, officers, and directors of the Company. In connection with the adoption of the 2020 Plan, the then-remaining shares of common stock reserved for grant or issuance under the 2006 Plan became available for issuance under the 2020 Plan, and no further grants will be made under the 2006 Plan. The 2020 Plan is administered by the board of directors with respect to awards to non-employee directors and by the compensation committee, with respect to other participants, are

collectively, referred to as the plan administrator. The exercise prices, vesting and other restrictions are determined at the discretion of the plan administrator.

Options issued under the Plans are exercisable for periods not to exceed ten years, and vest and contain such other terms and conditions as specified in the applicable award document. Options to buy common stock are issued under the Plans, with exercise prices equal to the closing price of shares of the Company's common stock on the New York Stock Exchange on the date of award.

Activity under the Plans is as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding as of January 1, 2021	23,167,514	$ 4.37	6.2	$ 487,758
Granted	—	$ —		
Forfeited	(317,894)	$ 5.70		
Expired	—	$ —		
Exercised	(5,286,866)	$ 3.25		
Outstanding as of June 30, 2021	17,562,754	4.68	6.2	$ 140,880
Vested and expected to vest as of December 31, 2020	21,744,937	$ 4.14	6.0	$ 460,712
Vested and expected to vest as of June 30, 2021	16,685,854	$ 4.46	6.1	$ 135,479
Options exercisable as of December 31, 2020	17,640,827	$ 3.71	5.5	$ 381,511
Options exercisable as of June 30, 2021	13,809,991	$ 4.13	5.7	$ 116,756

No options were granted in the six months ended June 30, 2021. The weighted-average grant date fair value of common stock options granted during the six months ended June 30, 2020 was $3.88.

The weighted-average of assumptions that the Company used to determine the fair value of the common stock options granted to employees and directors were as follows:

	Six Months Ended June 30,	
	2021	2020
Risk-free interest rate	N/A	1.32%
Expected term (in years)	N/A	6.1
Expected volatility	N/A	51%
Expected dividend yield	N/A	0%

Executive Equity Awards

Each CEO has received restricted stock units, equaling 1.5% of the Company's fully-diluted outstanding capital stock as a result of the IPO ("IPO RSUs"), 50% of the IPO RSUs (representing 0.75% of the Company's fully diluted outstanding capital stock immediately prior to the IPO or 3,230,750 shares of Class A common stock) were granted on the closing date of the IPO based on the closing price per share on the IPO closing date, and 50% (representing 0.75% of the Company's fully diluted outstanding capital stock immediately prior to the IPO or 3,230,750 shares of Class A common stock) was granted on the 180-day anniversary of the IPO, based on a specific range of the price per share of the Company's publicly traded common stock prior March 16, 2021, and will vest over a three-year period, with one-third vesting on the first anniversary of the IPO's closing date and the remaining vesting in equal quarterly installments thereafter. As the issuance of the second 50% tranche was based upon events that are probable the expense related to both tranches of the IPO RSUs was recognized in the three months ended September 30, 2020.

The grant-date fair value of each of the awards issued on the IPO closing date and issued on the 180-day anniversary of the IPO was estimated using a binomial lattice approach. The main inputs to valuing the IPO RSUs include the fair value of Class A common stock ($9.96 post-split), expected volatility (60%) and the expected date of the IPO (September 30, 2020). The Company recognized a total of $23,644 in stock-based compensation expense, which included both tranches of the IPO RSUs for each CEO, on the date of the IPO as the requisite future service of the awards is not substantive for accounting purposes.

Restricted Stock Units

During the year ended December 31, 2020, the Company granted 13,816,885 restricted stock units which vest over the service period of one to four years. During the six months ended June 30, 2021, the Company granted 6,409,182 restricted stock units which vest over the service period of one to four years.

Activity for the restricted stock units is as follows:

	Shares	Weighted Average Grant Date Fair Value
Unvested as of January 1, 2021	11,014,450	$ 14.43
Granted	6,409,182	19.95
Vested	(1,698,742)	9.56
Forfeited	(108,946)	15.75
Unvested as of June 30, 2021	15,615,944	$ 17.22

The total grant date fair value of RSU's granted for the six months ended June 30, 2021 was $127,834. During the six months ended June 30, 2020 the Company granted 2,616,345 restricted stock units. The aggregate intrinsic value of restricted stock units vested for the six months ended June 30, 2021 and 2020 was $35,223 and $1,693, respectively.

2020 Employee Stock Purchase Plan

In July and August 2020, the Company's board of directors adopted, and the Company's stockholders approved, the 2020 Employee Stock Purchase Plan ("ESPP"). A total of 3,084,218 shares of Class A common stock were reserved for issuance under the ESPP. The ESPP became effective March 1, 2021. Rights granted under the ESPP will be issued only with respect to shares of Class A common stock. The purchase price of the shares will not be less than 85% of the fair market value of Class A common stock on the lower of the purchase date, which will be the final trading day of the purchase period, or the enrollment date, which will be the first trading day of the offering period.

As of June 30, 2021, the Company had not issued any shares under the ESPP and the total 3,084,218 shares remained available for issuance.

For the three and six months ended June 30, 2021, the Company recorded stock-based compensation expense related to the ESPP of $281 and $384, respectively, based on elections made under the plan to-date. There was no expense for the three and six months ended June 30, 2020.

Stock-Based Compensation

Stock-based compensation expense was classified in the condensed consolidated statements of operations and comprehensive loss as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Cost of revenues	$ 521	$ 168	$ 910	$ 359
Research and development	2,171	988	3,678	1,436
Selling and marketing	2,100	756	3,989	1,546
General and administrative	5,934	65,726	10,791	68,755
Total	$ 10,726	$ 67,638	$ 19,368	$ 72,096

As of June 30, 2021, the unrecognized stock-based compensation expense related to unvested common stock-based awards was $88,396, which is expected to be recognized over a weighted-average period of 3 years.

11. Commitments and Contingencies

Indemnification

The Company's arrangements generally include certain provisions for indemnifying customers against third-party claims asserting infringement of certain intellectual property rights in the ordinary course of business. The Company also regularly indemnifies customers against third-party claims that the company's products or services breach applicable law or regulation or from claims resulting from a breach of the business associate agreement in place with the customer. In addition, the Company indemnifies its officers, directors and certain key employees while they are serving in good faith in their capacities. Through June 30, 2021 and December 31, 2020, there have been no claims under any indemnification provisions.

Litigation

From time to time, and in the ordinary course of business, the Company may be subject to various claims, charges, and litigation. On September 14, 2020, the Company received a letter from Teladoc Health, Inc. alleging that certain of the Company's cart products and associated peripherals infringe upon their patents. On October 12, 2020, Teladoc Health, Inc filed a claim against the Company related to these allegations. The Company believes that these claims lack merit and intends to defend against them vigorously. As of June 30, 2021 and December 31, 2020, the Company did not have any pending claims, charges or litigation that it expects would have a material adverse effect on its consolidated financial position, results of operations or cash flows.

12. Income Taxes

As a result of the Company's history of net operating losses ("NOL"), the Company has provided for a full valuation allowance against its domestic deferred tax assets. For the three and six months ended June 30, 2021, the Company recognized an income tax expense of $103 and $412, primarily due to estimated state and foreign income taxes. During the three and six months ended June 30, 2020, the Company recorded income tax expense of $252.

13. Related-Party Transactions

Teva Pharmaceuticals, Industries Ltd

Teva Pharmaceuticals, Industries Ltd ("Teva") is a related party because a member of the Company's board of directors was the President and CFO of Teva Pharmaceuticals' North America Commercial. In addition, Teva is a shareholder of the Company. As of June 30, 2021 and December 31, 2020, short-term and long-term deferred revenue from this customer was not material. As of June 30, 2021 and December 31, 2020, amounts due from Teva were not material.

During the three and six months ended June 30, 2021 and 2020, revenues recognized from this customer were not material.

Philips Holding USA, Inc.

Philips Holding USA, Inc. ("Philips") is a related party because a member of the Company's board of directors is the Business Leader of Philips Population Health Management. In addition, Philips is a non-significant shareholder of the Company. As of June 30, 2021 and December 31, 2020, the Company held short-term and long-term deferred revenue of $977 and $2,549, respectively from contracts with this customer. As of June 30, 2021 and December 31, 2020, amounts due from Philips were $547 and $763, respectively.

During the three months ended June 30, 2021 and 2020, the Company recognized revenue of $758 and $368, respectively from contracts with this customer. During the six months ended June 30, 2021 and 2020, the Company recognized revenue of $1,658 and $708, respectively from contracts with this customer.

Anthem Inc.

Anthem Inc. ("Anthem") was determined to be a related party because a member of the Company's board of directors served as the Vice President of Anthem through February 2021. In addition, Anthem is a non-significant shareholder of the Company. As of June 30, 2021 it was determined Anthem was no longer a related party. As of December 31, 2020, the Company held short-term and

long-term deferred revenue of $11,347, from contracts with this customer. As of December 31, 2020, amounts due from Anthem were $8,391.

Prior to the board member's departure from Anthem in February 2021, the Company recognized revenue of $7,218 from contracts with this customer. During the three and six months ended June 30, 2020 the Company recognized revenue of $14,848 and $27,155, respectively from contracts with this customer.

Cleveland Clinic

Cleveland Clinic is a related party because a member of the Company's board of directors is an executive advisor to Cleveland Clinic. As of June 30, 2021 and December 31, 2020, the Company held short-term and long-term deferred revenue of $451 and $606, respectively from contracts with this customer. As of June 30, 2021 and December 31, 2020, amounts due from Cleveland Clinic were $85 and $1,020, respectively.

During the three months ended June 30, 2021 and 2020, the Company recognized revenue of $279 and $294, respectively, from contracts with this customer. During the six months ended June 30, 2021 and 2020, the Company recognized revenue of $530 and $490, respectively, from contracts with this customer.

CCAW, JV LLC

CCAW, JV LLC is a related party because it is a joint venture formed between the Company and Cleveland Clinic for which the Company has a minority owned interest in. During the year ended December 31, 2020, the Company made an initial investment in CCAW, JV LLC of $2,940 for its less than 50% interest in the joint venture. During the six months ended June 30, 2021, the Company made a capital contributed of $2,548, related to a portion of the phase one capital commitment. During the three months ended June 30, 2021 and 2020 the Company recognized revenue of $412 and $393 from contracts with this customer, respectively. During the six months ended June 30, 2021 and 2020 the Company recognized revenue of $874 and $786 from contracts with this customer, respectively, As of June 30, 2021 and December 31, 2020, the Company held short and long term deferred revenue of $840 and $1,496, respectively, from contracts with this customer. As of June 30, 2021 and December 31, 2020, amounts due from CCAW, JV LLC were not material.

Loans to Officers

During 2020, the Company entered into secured promissory notes with executive officers in the amount of $16,441. These loans were to fund the taxes associated with the restricted stock units and were collateralized by all of the capital stock of the Company that the employee owned or would own in the future and the employees' personal assets. These loans are recorded within prepaids and other current assets in the Company's condensed consolidated balance sheet. All outstanding loans with officers were repaid in August 2020 prior to the Company's IPO.

14. Net Loss per Share

Basic and diluted net loss per share attributable to common stockholders was calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Numerator:				
Net loss	$ (38,136)	$ (88,220)	$ (77,941)	$ (113,444)
Net loss attributable to non-controlling interest	(277)	(1,562)	(894)	(2,405)
Net loss attributable to American Well Corporation	$ (37,859)	$ (86,658)	$ (77,047)	$ (111,039)
Denominator:				
Weighted-average common shares outstanding —basic and diluted	249,366,652	43,484,313	246,471,733	41,793,108
Net loss per share attributable to common stockholders—basic and diluted	$ (0.15)	$ (1.99)	$ (0.31)	$ (2.66)

The Company's potential dilutive securities, which include stock options, convertible preferred stock and unvested restricted stock units, have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of common shares outstanding used to calculate both basic and diluted net loss per share attributable to common stockholders is the same. The Company excluded the following potential common shares equivalents presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Convertible preferred stock (as converted to common stock)	—	136,625,900	—	136,625,900
Unvested restricted stock units	7,724,006	2,028,461	7,724,006	2,028,461
Options to purchase shares of common stock	17,562,754	25,033,565	17,562,754	25,033,565
	25,286,760	163,687,926	25,286,760	163,687,926

15. Subsequent Events

On July 27, 2021 and July 28, 2021 the Company entered into two separate purchase agreements to acquire Conversa Health Inc. ("Conversa") and SilverCloud Health Holdings, Inc. ("SilverCloud"), respectively. Conversa is a leader in automated virtual healthcare. SilverCloud is a leading digital mental health platform. By adding the technology of these two companies to its virtual care platform, Amwell is enhancing the differentiated value it can bring to current and future clients. Under the terms of the agreement with Conversa, the aggregate purchase price of approximately $110,000 will consist of approximately $55,000 in cash and $55,000 in Amwell stock (4.7 million shares). Under the terms of the agreement with SilverCloud, the aggregate purchase price of approximately $210,000 will consist of approximately $110,000 in cash and $100,000 in Amwell stock (8.5 million shares). As this transaction has not yet closed, the mix of cash and stock consideration could change. The aggregate consideration for Conversa could increase by $30,000 subject to financial performance over a twelve-month period paid all in stock. The aggregate consideration for SilverCloud could increase by $40,000 subject to financial and operational performance over a twelve-month period paid all in stock. Conversa closed on August 10, 2021 and SilverCloud is expected to close by the end of the third quarter of 2021. The Company expects to determine the preliminary purchase allocation prior to the end of the third quarter of 2021.

On July 19, 2021, the Company entered into an Employment Agreement (the "Employment Agreement") with Brendan O'Grady to become the Company's Chief Commercial & Growth Officer, effective August 16, 2021. Pursuant to the Employment Agreement, Mr. O'Grady will receive an annual base salary of $485 and will be eligible for an annual target bonus of 200% of his annual base salary. In addition, Mr. O'Grady will receive a grant of restricted stock units with a grant date value of $8,000 that settle in shares of the Company's Class A common stock, with 25% of the restricted stock units being vested on the grant date, and the remaining vesting ratably every 3 months thereafter over a four-year period (beginning on the first calendar day of the month following the date that is three months following the grant date).

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Special Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. All statements contained in this Quarterly Report on Form 10-Q other than statements of historical fact, including statements regarding our future results of operations, including descriptions of our business plan and strategies, are forward-looking statements. These statements often include words such as "anticipate," "expect," "suggests," "plan," "believe," "intend," "estimates," "targets," "projects," "should," "could," "would," "may," "will," "forecast," or the negative of these terms, and other similar expressions, although not all forward-looking statements contain these words.

The forward-looking statements and projections are subject to and involve risks, uncertainties and assumptions and you should not place undue reliance on these forward-looking statements or projections. Although we believe that these forward-looking statements and projections are based on reasonable assumptions at the time they are made, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those expressed in the forward-looking statements and projections.

Important factors that may materially affect such forward-looking statements and projections include the following:

- weak growth and increased volatility in the telehealth market;
- our history of losses and the risk we may not achieve profitability;
- inability to adapt to rapid technological changes;
- our ability to successfully launch our new Converge telehealth platform without significant cost overruns or disruptions to our business and our customers' acceptance of this new platform;
- our limited number of significant clients and the risk that we may lose their business;
- increased competition from existing and potential new participants in the healthcare industry;
- changes in healthcare laws, regulations or trends and our ability to operate in the heavily regulated healthcare industry;
- compliance with regulations concerning personally identifiable information and personal health industry;
- slower than expected growth in patient adoption of telehealth and in platform usage by either clients or patients;
- inability to grow our base of affiliated and non-affiliated providers sufficient to serve patient demand;
- our ability to comply with federal and state privacy regulations and the significant liability that could result from a cybersecurity breach or our failure to comply with such regulations;
- our ability to establish and maintain strategic relationships with third parties;
- our ability to complete, integrate and realize the anticipated benefits of strategic acquisitions;
- the impact of the COVID-19 pandemic on our business or on our ability to forecast our business's financial outlook;
- the risk that the insurance we maintain may not fully cover all potential exposures; and
- inability to remediate material weaknesses or maintain effective internal control over financial reporting.

The foregoing list of factors is not exhaustive and does not necessarily include all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. The information in this Quarterly Report should be read carefully in conjunction with other uncertainties and potential events described in our Form 10-K filed with the SEC on March 26, 2021 (the "Form 10-K").

The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this Quarterly Report. Except as required by law or regulation, we do not undertake any obligation to update any forward-looking statements to reflect subsequent events or circumstances

Overview

We are a leading telehealth company enabling digital delivery of care for healthcare's key stakeholders. We empower our clients at the enterprise level with the core technology and services necessary to successfully develop and distribute telehealth programs that meet their strategic, operational, and social objectives under their own brands. The Amwell Platform is a complete

digital care delivery solution that equips our health system, health plan and innovator, including government, clients with the tools to enable new models of care for their patients and members. Our scalable technology embeds with our clients' existing offerings and clinical workflows, spanning the continuum of care and enabling care delivery across a wide variety of clinical, retail, school and home settings. Our client-focused approach drives our success as one of the largest telehealth companies. As of June 30, 2021, we powered the digital care programs of over 55 health plans, which support over 36,000 employers and collectively represent more than 80 million covered lives, as well as over 150 of the nation's largest health systems, encompassing more than 2,000 hospitals. Since inception, we have powered over 11 million telehealth visits for our clients, including 2.9 million in the six months ended June 30, 2021.

Healthcare today faces many challenges. Choice and access can be limited, care delivery is fragmented and inefficient, and costs continue to rise and shift to consumers while health outcomes have not improved. The healthcare industry is evolving to meet these challenges with innovative care models and new regulatory frameworks to promote more effective outcomes. As healthcare's key stakeholders demand innovative technology solutions that streamline care delivery, lower costs, expand access and improve outcomes, we believe there is significant opportunity for transformation.

We believe Amwell makes this digital care transformation possible for the healthcare ecosystem. The Amwell Platform enables care delivery across the full healthcare continuum – from primary and urgent care in the home to high acuity specialty consults, such as telestroke and telepsychiatry, in the hospital. We support both on-demand and scheduled consultations and offer 40 pre-packaged care modules and programs that power over 100 unique use cases today. Our platform can be fully embedded into our clients' patient/member portals and provider workflows. Providers can launch telehealth directly from their native EHRs, with seamless integration to their payer eligibility and claims systems. Providers, patients and members can access this care through a full range of Carepoints™, including via mobile, web, phone and our proprietary kiosks and carts that support multi-way video, phone or secure messaging interactions. As of June 30, 2021, over 70,000 of our active providers use the Amwell Platform to serve their patients and members. When needed, we augment and extend our clients' clinical capabilities with AMG, a nationwide clinical network of over 5,000 multi-disciplinary providers covering 50 states with 24/7/365 coverage.

Amwell exists to empower healthcare's leading players, who have earned the deep trust of their patients and members over decades, and does not aim to compete with or replace them. We help our clients white-label and embed telehealth within their existing healthcare offerings for their patients and members. Thus, we enable our provider customers to offer a seamless experience that blends online convenience when needed with in-person care by known, trusted providers as part of a complete care program that offers patients continuity of care. In this way, providers can use our telehealth platform as an effective augmentation and not a replacement of their traditional care delivery.

Our Business Model

The Amwell Platform is a complete digital care delivery solution that equips our health system, health plan and innovator partners with the tools to enable new models of care for their patients and members. We sell the Amwell Platform on a subscription basis, which with our modular platform architecture allows our clients to introduce innovative telehealth use cases over time, expanding our subscription revenue opportunity. To support the Amwell Platform, we offer professional services on a fee-for-service basis and a range of patient and provider access Carepoints that support hospital and home use cases and access to AMG, our affiliated medical group that provides clinical services on a fee-for-service basis. The combination of the platform, services and Carepoints allows our clients to deploy telehealth solutions across their full enterprise, deepening their relationships with existing and new patients and members through improved care access and coordination, cost, and quality. Our contracts are typically three years in length but may be longer for our largest strategic customer partners.

Total subscription fees received from Health System, Health Plan and Innovator clients were $26.8 million and $24.5 million for the three months ended June 30, 2021 and 2020, respectively, and $51.4 million and $46.2 million for the six months ended June 30, 2021 and 2020, respectively.

Health Systems

For our health system customers, the Amwell Platform's primary function is to facilitate consultations between patients and providers affiliated with the health system. Our typical contracts with health systems are mainly the platform subscription, but also include services delivered by AMG to complement the health system provider resources, services for technology integration, marketing and Carepoints. Subscription fees are recurring and are determined based on the initial forecasted number of overall consultations throughout the entire health system on the Amwell Platform and net patient revenue of the health system. Subscriptions include a maximum number of consultations that can be delivered on the platform and similar to a cellular phone plan, when consultations exceed the contractual maximum, overages result in higher subscription fees in the following annual period. As the

health system expands its use of the Amwell Platform through additional modules, there is a corresponding increase in subscription fees.

To supplement a health system's own network of healthcare providers, health systems often choose to purchase clinical services from AMG to deliver care for certain specialties such as telepsychiatry, behavioral health therapy and general urgent care, or to simply operate as backup providers on nights and weekends. AMG services are provided on a fee-for-service basis.

Health Plans

For our health plan clients, the Amwell Platform functions to provide better access to care, better coordination of care and the ability to direct care referrals to providers owned or affiliated with the respective health plan. All of these functions lower the overall cost of care for health plan clients: improved population access to needed services reduces unneeded ED usage and better coordination of care can improve outcomes and lower the overall cost of care.

Currently, our typical health plan contract includes a recurring subscription fee based on the number of members who have access to our platform plus additional subscription fees associated with the various programs we offer the health plan.

Our health plan clients mainly purchase clinical services for their members through AMG. They may also maintain relationships with other in network provider organizations to deliver care on the Amwell Platform on their behalf. These visit consultations are charged on a fee-for-service basis and range in price based on the type of consultation and the specialty of the provider.

Innovators

Amwell has a number of unique customers that use our platform in various ways to support their products. For example, we support: (i) Philips' sleep apnea products and programs, (ii) a joint-venture with Cleveland Clinic and Amwell, (iii) Meuhedet's advanced, hybrid-virtual international health plan.

Our contracts with our innovator customers vary from simple subscription fee-only contracts, where an innovator customer embeds our technology within their product, to broad subscription fee and services contracts that resemble a blend of our health system and health plan profile contracts.

Visits

Amwell's clinical affiliate AMG has built a network of over 5,000 providers who are registered and credentialed to deliver care on the Amwell Platform. This clinical network is designed and operated in a way that allows us to meet the aggregate visit demand requirements of our health plan and health system clients, spanning a broad mix of specialties including, for example, internal medicine, Family Medicine, Psychiatry, Gynecology, Anesthesiology, Nutritionist, Sleep Medicine, Pain Management, Psychology, Pulmonology, Urology, Health Coach, Orthopedic Surgery, Case Manager, Emergency Medicine, Gastroenterology, Nephrology, Pediatrician, Lactation Consultant, Social Worker, Vascular Surgery.

AMG earns fee-for-service revenue for each episode of care delivered on the Amwell Platform by its providers with fees varying by physician specialty or clinical program. These clinical fees vary significantly from $59 to more than $800 per consultation or case based on the specialty and may require an additional module subscription, as in the case of telepsychiatry.

Fees received from AMG-related visits were $27.5 million and $36.0 million for the three months ended June 30, 2021 and 2020, respectively. Fees received from AMG-related visits were $55.4 million and $62.5 million for the six months ended June 30, 2021 and 2020, respectively.

Services & Carepoints

We offer a full suite of paid, supporting services to our clients to enable their telehealth offerings, including professional services to facilitate telehealth implementation, workflow design, systems integration and service expansion. To help our clients promote adoption and utilization, we offer patient and provider engagement services through our internal digital engagement agency.

Our customers often deploy telemedicine through a variety of our proprietary Carepoints, which are medical carts and kiosks designed for various clinical and community settings. These Carepoints enable providers to deliver digital care into clinical care locations, such as the ED and clinics, as well as into community settings such as retail stores, community centers, employer sites, skilled nursing facilities and schools. Carepoints consist of hardware integrated into our Platform but can also be deployed

independent of our software solution. Our Carepoints are designed by our product development teams and manufactured through partner and contract relationships.

Fees received from the provision of services and Carepoints were $5.9 million and $8.1 million for the three months ended June 30, 2021 and 2020, respectively. Fees received from the provision of services and Carepoints were $11.1 million and $13.6 million for the six months ended June 30, 2021 and 2020, respectively.

Key Factors Affecting Our Performance

We believe our future growth, success and performance are dependent on many factors, including those set forth below. While these factors present significant opportunities for us, they also represent the challenges that we must successfully address in order to grow our business and improve our results of operations.

Telehealth Utilization

Telehealth utilization is a key driver of our business. A client's overall utilization of its telehealth platform provides an important measure of the value they derive. Telehealth utilization drives our business in three important ways. First, to the extent a client succeeds with its telehealth program and sees good usage, they are more likely to renew and potentially expand their contract with us. Second, our health systems agreements typically include a certain number of visits conducted by their own providers annually and provide that as certain volume thresholds are exceeded, its annual license fees will rise to reflect this growing value. Third, to the extent that clients utilize provider services from AMG, Amwell derives revenue from clinical fees. We expect that our future revenues will be driven by the growing adoption of telehealth and our ability to maintain and grow market share within that market.

COVID-19 has dramatically accelerated telehealth adoption seen in both overall volumes and embracement of delivering higher acuity care in a virtual medium. Peak COVID-19 pandemic visit growth reflected several factors. Many patients needed assessment for respiratory or other COVID-19-like symptoms and sought to be assessed for possible referral to hospital or testing facilities. In addition, many patients, especially those with health vulnerabilities, sought to avoid going into brick and mortar facilities – and indeed our health systems' clients preferred wherever possible to treat patients remotely at home for non-COVID-19 related ongoing healthcare needs. Finally, we saw significant expansion of reimbursement for telehealth during the COVID-19 crisis, which made telehealth more affordable for many people.

We continue to experience these levels of telehealth adoption and usage of our platform and products. In both the six months ended June 30, 2021 and 2020, our clients completed 2.9 million visits on the Amwell Platform. Visits in the six months ended June 30, 2020 were driven by the height of the COVID-19 pandemic while visits in the six months ended June 30, 2021 were driven by expanded utilization of the platform evident by a larger number of clients' own providers using the Amwell Platform. During the six months ended June 30, 2021 our clients' own providers performed over 77% of the total visits performed on the Amwell Platform versus 70% of total visits performed on the Amwell Platform during the six months ended June 30, 2020. Comparatively, throughout 2019 and through February 2020, or pre-COVID-19, clients' own providers delivering care represented 40% whereas AMG providers typically performed more than 60% of the total overall visits on the Amwell Platform.

	Total Overall Quarterly Visits	
Quarter Ended	**Overall Visits**	**Performed by Customer Providers**
June 30, 2021	1,300,000	75%
March 31, 2021	1,575,000	80%
December 31, 2020	1,550,000	75%
September 30, 2020	1,400,000	75%
June 30, 2020	2,200,000	75%
March 31, 2020	725,000	50%

Active Providers

An important indicator of the value of our Amwell Platform to our clients is the number of non-AMG providers that are active on the Amwell Platform. We define "Active Providers" as providers that have delivered a visit on the Amwell Platform at least once in the last 12 months. Active Providers demonstrate the prevalence of telehealth within our clients in both home and hospital

environments. We believe Active Providers is a measure of our success in delivering on our mission of enabling access to care. We expect that the overall number of Active Providers will increase over time as a result of several factors:

- the number of modules and use cases deployed within health systems
- the adoption of telehealth by providers across the spectrum of care
- the number of programs offered through health plans
- the continued improvement in the regulatory environment for telehealth, including reimbursement for telehealth services
- the ongoing consumerization of healthcare

A significant number of providers were added to the platform in Q2 and Q3 of 2020 by our Health Plan but predominately by our Health System customers to handle the anticipated extraordinary increase in COVID-related consultations. Amwell also added additional AMG providers for additional capacity to absorb COVID-related spikes in care. As the 12 month measurement period for “Active Providers” advances beyond the peak COVID periods of Q2 and Q3 of 2020, we expect these extraordinary COVID-related additional AMG and customer providers to cycle out of the Active Provider count. We continue to experience growth in core active providers but are expecting a reset period to the core base in Q2 and Q3 of 2021

Total Active Providers

Quarter Ended	Total Active Providers	Customer Providers	AMG
June 30, 2021	71,000	67,000	4,000
March 31, 2021	81,000	76,000	5,000
December 31, 2020	72,000	68,000	4,000
September 30, 2020	62,000	58,000	4,000
June 30, 2020	57,000	53,000	4,000
March 31, 2020	24,000	22,000	2,000

Regulatory Environment

Our operations are subject to comprehensive United States federal, state and local and international regulation in the jurisdictions in which we do business. Our ability to operate profitably will depend in part upon our ability, and that of our affiliated providers, to maintain all necessary licenses and to operate in compliance with applicable laws and rules. The COVID-19 pandemic has resulted in a reduction of regulatory and reimbursement barriers for telehealth, including removing the originating site restrictions for fee for service Medicare; the expansion of Medicare and commercial reimbursement for telehealth and an easing of state licensure policies for providers. However, it is uncertain how long the relaxed policies will remain in effect, and there can be no guarantee that once the COVID-19 pandemic is over that such restrictions will not be reinstated or changed in a way that adversely affects our business. For additional discussion of this factor, see “Item 1A. Risk Factors—Risks Related to Government Regulation.”

Seasonality

Visit volumes typically follow the annual flu season, rising during quarter four and quarter one and falling in the summer months. The future impact of COVID-19 on seasonality is unknown as there could be additional surges and demand on telehealth visits. While we sell to and implement our solutions to clients year-round, we experience some seasonality in terms of when we enter into agreements with our clients and when we launch our solutions to members.

Non-GAAP Financial Measures

In addition to our financial results determined in accordance with GAAP, we believe adjusted EBITDA, a non-GAAP measure, is useful in evaluating our operating performance. We use adjusted EBITDA to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that this non-GAAP financial measure, when taken together with the corresponding GAAP financial measures, provides meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations or outlook. In particular, we believe that the use of adjusted EBITDA is helpful to our investors as it is a metric used by management in assessing the health of our business and our operating performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measure as a tool for comparison. A reconciliation is provided below for our non-GAAP financial measure to the most directly comparable financial measure stated in accordance with GAAP. Investors are encouraged to review the related GAAP financial measure and the reconciliation of this non-GAAP financial measure to their most directly comparable GAAP financial measures, and not to rely on any single financial measure to evaluate our business.

Adjusted EBITDA

Adjusted EBITDA is a key performance measure that our management uses to assess our operating performance. Because adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure for business planning purposes and in evaluating acquisition opportunities.

We calculate adjusted EBITDA as net loss adjusted to exclude (i) interest income and other income, net, (ii) tax benefit and expense, (iii) depreciation and amortization, (iv) stock-based compensation expense, (v) public offering expenses, (vi) acquisition-related income and expenses, (vii) litigation expenses related to the defense of our patents in the patent infringement claim filed by Teladoc and (viii) other items affecting our results that we do not view as representative of our ongoing operations, including direct and incremental expenses associated with the COVID-19 pandemic. We had no such other items during the three and six months ended June 30, 2021 and 2020.

The following table presents a reconciliation of adjusted EBITDA from the most comparable GAAP measure, net loss, for the three and six months ended June 30, 2021 and 2020:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Net loss	$ (38,136)	$ (88,220)	$ (77,941)	$ (113,444)
Add:				
Depreciation and amortization	2,484	2,509	4,990	4,795
Interest income and other income (expense), net	(224)	(308)	(285)	(1,155)
Expense from income taxes	103	252	412	252
Stock-based compensation	10,726	67,638	19,368	72,096
Public offering expenses	—	526	1,223	677
Acquisition-related expense (income)	587	(65)	587	(48)
COVID-19-related expenses(1)	—	4,329	—	5,742
Litigation expense	808	—	1,547	—
Adjusted EBITDA	$ (23,652)	$ (13,339)	$ (50,099)	$ (31,085)

(1) COVID-19-related expenses include non-recurring provider bonus payments, emergency hosting licensing fees and non-medical provider temporary labor costs related to on-boarding non-AMG providers incurred in response to the initial outbreak of the COVID-19 virus as Amwell attempted to scale quickly to meet unusually high patient and non-AMG provider demand.

(2) Public offering expenses include non-recurring expenses incurred in relation to our initial public offering for the three and six months ended June 30, 2020 and our secondary offering for the six months ended June 30, 2021.

Some of the limitations of adjusted EBITDA include (i) adjusted EBITDA does not properly reflect capital commitments to be paid in the future, and (ii) although depreciation and amortization are non-cash charges, the underlying assets may need to be replaced and adjusted EBITDA does not reflect these capital expenditures. Our public offering and acquisition-related expenses, including legal, accounting and other professional expenses, reflect cash expenditures and we expect such expenditures for acquisitions to recur from time to time. Our adjusted EBITDA may not be comparable to similarly titled measures of other companies because they may not calculate adjusted EBITDA in the same manner as we calculate the measure, limiting its usefulness as a comparative measure. In evaluating adjusted EBITDA, you should be aware that in the future we will incur expenses similar to the adjustments in this presentation. Our presentation of adjusted EBITDA should not be construed as an inference that our future results will be unaffected by these expenses or any unusual or non-recurring items. Adjusted EBITDA should not be considered as an alternative to loss before benefit from income taxes, net loss, earnings per share, or any other performance measures derived in accordance with U.S. GAAP. When evaluating our performance, you should consider adjusted EBITDA alongside other financial performance measures, including our net loss and other GAAP results.

Components of Statement of Operations

Revenue

The Company has demonstrated continued revenue growth as a direct result increasing acceptance of telehealth, our penetration of the market, and the successful launch of new product enabling expanded applications of settings for care delivered virtually.

Revenue performance is reflective of the strong foundation that has been built, focused around health plans, health systems, our provider network and a consistently increasing visit base.

We generate revenues from the use of the Amwell Platform in the form of recurring subscription fees for use of our platform, and related services and Carepoint sales. We also generate revenue from the performance of AMG patient visits.

Cost of Revenues, Excluding Amortization of Intangible Assets

Cost of revenue primarily consists of hosting fees paid to our hosting providers, costs incurred in connection with our professional services, technical and hosting support, and costs for running our affiliated provider network operations team. These costs primarily include employee-related expenses (including salaries, bonuses, benefits, stock-based compensation and travel).

Cost of revenues are primarily driven by the size of our provider network and the hosting and technical support required to service our platform customers. Our business models are designed to be scalable and to leverage fixed costs to generate higher revenues. While we currently expect increased investments to support accelerated growth, we also expect increased efficiencies and economies of scale. Our quarterly cost of revenues as a percentage of revenues is expected to fluctuate from period to period depending on the interplay of these aforementioned factors.

Operating Expenses

Operating expenses consist of research and development, sales and marketing, and general and administrative expenses.

Research and Development Expenses

Research and development expenses include personnel and related expenses for software and hardware engineering, information technology infrastructure, security and compliance and product development (inclusive of stock-based compensation for our research and development employees). Research and development expenses also include the periodic outsourcing of similar functions to third party specialists. Due to the quarantine and isolation strategies employed by governmental authorities, health systems and health plans to deal with the COVID-19 pandemic, a significant portion of healthcare was forced to be delivered virtually. Our health plan and health system customers believe that overall utilization of telemedicine and care delivered virtually will continue to increase during and after the COVID-19 crisis. By partnering with our customers during the crisis, we understand the increased volume and additional types of care they intend to deliver virtually on our platform. We originally expected this increase in volume, evolution and advancement of telemedicine usage to occur over the next few years but we have now adjusted our research and development strategies to match the views of our customer partners, thus accelerating the expansion of our platform volume capacity and the development of additional functionality through new programs and modules. While an increase in the research and development expense is expected in the near-term future periods, the corresponding future revenue growth is expected to result in lower expenses as a percentage of revenue.

Our research and development expenses may also fluctuate as a percentage of our total revenue from period to period due to the seasonality of our total revenue and the timing and extent of our research and development expenses. We are accelerating our multiyear technology investment in 2021 to accommodate the anticipated significant growth in market demand for increasingly broad and sophisticated telehealth enablement infrastructure following COVID-19.

Sales and Marketing Expenses

Sales expenses consist primarily of employee-related expenses, including salaries, benefits, commissions, travel and stock-based compensation costs for our employees engaged in sales. We expect our sales expenses to increase as we continue to invest in the expansion of our business. We expect to hire additional sales personnel and related account management and sales support personnel to properly service our growing client base and to identify and capitalize on new strategic market opportunities.

Marketing expenses consist primarily of personnel and related expenses (inclusive of stock-based compensation) for our marketing staff, including costs of communications materials that are produced to generate greater awareness and utilization of our platform among our clients and their users. Marketing costs also include third-party independent research, participation in trade shows, brand messaging, and public relations costs.

Our sales and marketing expenses will fluctuate as a percentage of our total revenue from period to period due to the seasonality of our total revenue and the timing and extent of our advertising and marketing expenses.

General and Administrative Expenses

General and administrative expenses include personnel and related expenses, and professional fees incurred by finance, legal, human resources, information technology, our executives, and executive administration staff. They also include stock-based compensation for employees in these departments and expenses related to auditing, consulting, legal, and corporate insurance.

We expect our general and administrative expenses to increase for the foreseeable future due to costs that we incur as a new public company, as well as other costs associated with continuing to grow our business. However, we expect our general and administrative expenses to decrease as a percentage of our total revenue over the next several years. Our general and administrative expenses may fluctuate as a percentage of our total revenue from period to period due to the seasonality of our total revenue and the timing and extent of our general and administrative expenses.

Depreciation and Amortization Expense

Depreciation and amortization expense includes the amortization of intangible assets and depreciation related to our fixed assets. Amortization of intangible assets consists of the amortization of acquisition-related intangible assets, which are customer relationships, contractor relationships, technology and trade names.

Interest Income and Other Income (Expense), Net

The balance of interest income and other income (expense), net, consists predominantly of interest income on our money-market and short-term investments. We did not incur material interest expenses in the period as there were no outstanding debts or notes payables.

Provision for Income Taxes

The income tax provision and benefit were primarily due to state and foreign income tax expense.

Deferred tax assets are reduced by a valuation allowance to the extent management believes it is not more likely than not to be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management makes estimates and judgments about future taxable income based on assumptions that are consistent with our plans and estimates.

Consolidated Results of Operations

The following table sets forth our summarized condensed consolidated statement of operations data for the three and six months ended June 30, 2021, and 2020 and the dollar and percentage change between the respective periods:

	Three Months Ended June 30,				Six Months Ended June 30,			
(in thousands)	**2021**	**2020**	**Change**	**%**	**2021**	**2020**	**Change**	**%**
Revenue	$ 60,217	$ 68,568	$ (8,351)	-12%	$ 117,816	$ 122,282	$ (4,466)	-4%
Costs and operating expenses:								
Costs of revenue, excluding depreciation and amortization of intangible assets	33,889	43,826	(9,937)	(23)%	69,594	76,853	(7,259)	(9)%
Research and development	22,378	17,637	4,741	27%	45,418	32,573	12,845	39%
Sales and marketing	14,789	12,346	2,443	20%	28,521	26,220	2,301	9%
General and administrative	24,212	80,082	(55,870)	(70)%	45,566	95,424	(49,858)	(52)%
Depreciation and amortization expense	2,484	2,509	(25)	(1)%	4,990	4,795	195	4%
Total costs and operating expenses	97,752	156,400	(58,648)	(37)%	194,089	235,865	(41,776)	(18)%
Loss from operations	(37,535)	(87,832)	50,297	(57)%	(76,273)	(113,583)	37,310	(33)%
Interest income and other income (expense), net	224	308	(84)	(27)%	285	1,155	(870)	(75)%
Loss before expense from income taxes and loss from equity method investment	(37,311)	(87,524)	50,213	(57)%	(75,988)	(112,428)	36,440	(32)%
Expense from income taxes	(103)	(252)	149	(N/A)	(412)	(252)	(160)	63%
Loss from equity method investment	(722)	(444)	(278)	63%	(1,541)	(764)	(777)	N/A
Net loss	(38,136)	(88,220)	50,084	(57)%	(77,941)	(113,444)	35,503	(31)%
Net loss attributable to non-controlling interest	(277)	(1,562)	1,285	(82)%	(894)	(2,405)	1,511	(63)%
Net loss attributable to American Well Corporation	$ (37,859)	$ (86,658)	$ 48,799	(56)%	$ (77,047)	$ (111,039)	$ 33,992	(31)%

Revenue

For the three months ended June 30, 2021, the decrease in revenue was substantially driven by a decrease in visit revenue. Visit revenue earned from AMG patient visits decreased by $8.5 million, or 24%, from $36.0 million in the three months ended June 30, 2020 to $27.5 million in the three months ended June 30, 2021. The decrease was primarily driven by reduced visit volume versus the height of the COVID-19 pandemic experienced in the second quarter of 2020, but was slightly offset by the overall increased utilization of telemedicine as a part of now normal delivery of healthcare. The decrease in visit revenue was offset by an increase in subscription revenue from $24.5 million for the three months ended June 30, 2020 to $26.8 million during the three months ended June 30, 2021, an increase of 2.3 million, or 9%. Subscription revenue grew as a result of new customers subscribing to the platform and existing customers expanding their use of the platform through increasing the number of members they provided access to the platform, increased number of programs, increased modules and increased volume of care delivered on our platform by our customers' own providers.

For the six months ended June 30, 2021, the decrease in revenue was substantially driven by a decrease in visit revenue. Visit revenue earned from AMG patient visits decreased by $7.1 million, or 11%, from $62.5 million in the six months ended June 30, 2020 to $55.4 million in the six months ended June 30, 2021. As stated above, the decrease was primarily driven by reduced visit volume versus the height of the COVID-19 pandemic experienced in the second quarter of 2020, but was slightly offset by the overall increased utilization of telemedicine as a part of now normal delivery of healthcare. The decrease in visit revenue was offset by an increase in subscription revenue from $46.2 million for the six months ended June 30, 2020 to $51.4 million during the six months ended June 30, 2021, an increase of 5.2 million, or 11%. Subscription revenue grew as a result of new customers subscribing to the platform and existing customers expanding their use of the platform through increasing the number of members they provided access

to the platform, increased number of programs, increased modules and increased volume of care delivered on our platform by our customers' own providers.

Costs of Revenue, Excluding Amortization of Acquired Intangible Assets

For the three months ended June 30, 2021, the decrease in cost of revenue was primarily due to a decrease of $6.5 million in provider related costs due to decreased visit volumes. The decrease in visit volume also resulted in the need to utilize a lower level of non-clinical contractor resources to properly service visit demand. The Company also experienced a $1.7 million and $2.0 million decrease in employee costs and hardware costs, respectively. For the six months ended June 30, 2021, the decrease in cost of revenue was primarily due to a decrease of $5.5 million in provider related costs, with some portion of these provider costs due to decreased visit volumes. The decrease in visit volume also resulted in the need to utilize a lower level of non-clinical contractor resources to properly service visit demand. The Company also experienced a $2.2 million decrease in hardware costs.

Research and Development Expenses

For the three months ended June 30, 2021, the increase in research and development expense was primarily driven by an increase of $3.4 million in employee-related costs (inclusive of stock compensation expense). The increase in research and development expense was further driven by a $1.9 million increase in consulting services primarily driven by increased spend related to our new Converge telehealth platform. For the six months ended June 30, 2021, the increase was primarily driven by an increase of $7.8 million in employee-related costs (inclusive of stock compensation expense). The increase in research and development expense was further driven by a $5.6 million increase in consulting services primarily driven by increased spend related to our new Converge telehealth platform.

Sales and Marketing Expenses

For the three months ended June 30, 2021, the increase in sales and marketing expense primarily consisted of $1.9 million in employee-related costs (inclusive of commissions and stock compensation expense). There was also an increase in marketing expenses of $0.4 million. For the six months ended June 30, 2021, the increase primarily consisted of $3.9 million in employee-related costs (inclusive of commissions and stock compensation expense). The increase was offset by reduced travel expenses of $0.6 million and reduced marketing expenses of $0.4 million.

General and Administrative Expenses

For the three months ended June 30, 2021, the decrease in general and administrative expense was driven by a decrease in stock-based compensation expense of $59.8 million (predominantly related to awards granted to the co-CEOs). The decrease was offset by an increase related to employee-related costs (excluding stock compensation expense) of approximately $0.7 million. The decrease in general and administrative expenses was offset by a $1.9 million increase in insurance costs for our directors and officers and $0.9 million in increased legal costs. The decrease in general and administrative expenses was further offset by a $1.2 million increase in system costs to enhance administrative processing. For the six months ended June 30, 2021, the decrease was driven by a decrease in stock-based compensation expense of $58.0 million (predominantly related to awards granted to the co-CEOs). The decrease was offset by increases related to employee-related costs (excluding stock compensation expense) of approximately $0.9 million. The decrease in general and administrative expenses was further offset by a $3.8 million increase in insurance costs for our directors and officers and $2.2 million in increased legal costs. The decrease in general and administrative expenses was further offset by a $1.6 million increase in system costs to enhance administrative processing. General and administrative expenses are expected to continue to increase (in absolute dollars) in future periods as we continue to grow in size and complexity while at the same time recognizing the full year impact of the regulatory and compliance costs associated with being a publicly traded company.

Depreciation and Amortization Expense

Depreciation expense and amortization expense remained consistent for the three months ended June 30, 2021. Depreciation expense increased by $0.2 million and amortization expense remained consistent for the six months ended June 30, 2021.

Interest Income and Other Income (Expense), net

For the three and six months ended June 30, 2021 and 2020, interest income and other expenses consist entirely of interest income and gains from our cash equivalents and short-term investments.

Expense from Income Taxes

Income tax expense was $0.1 million for the three months ended June 30, 2021, compared to $0.3 million for the three months ended June 30, 2020. Income tax expense was $0.4 million for the six months ended June 30, 2021, compared to $0.3 million for the six months ended June 30, 2020.

Loss from Equity Method Investment

The Company and Cleveland Clinic partnered to form a joint venture, under the name CCAW, JV LLC, to provide broad access to comprehensive and high acuity care services via telehealth. The Company does not have a controlling financial interest in CCAW, JV LLC, but it does have the ability to exercise significant influence over the operating and financial policies of CCAW, JV LLC. Therefore, the Company accounts for its investments in CCAW, JV LLC using the equity method of accounting. During the three months ended June 30, 2021 and 2020, the Company recognized a loss of $0.7 million and $0.4 million, respectively, as its proportionate share of the joint venture results of operations. During the six months ended June 30, 2021 and 2020, the Company recognized a loss of $1.5 and $0.8 million, respectively, as its proportionate share of the joint venture results of operations.

Liquidity and Capital Resources

The following table presents a summary of our cash flow activity for the periods set forth below:

	Six Months Ended June 30,	
	2021	**2020**
Consolidated Statements of Cash Flows Data:		
Net cash used in operating activities	$ (67,390)	$ (57,822)
Net cash provided by investing activities	97,169	4,334
Net cash provided by financing activities	3,492	148,462
Total	$ 33,271	$ 94,974

Sources of Financing

Our principal sources of liquidity were cash, cash equivalents and short-term investments totaling $975.2 million and $1,041.6 million as of June 30, 2021 and December 31, 2020, respectively, which were held for a variety of growth initiatives and investments as well as working capital purposes. Our cash, cash equivalents and short-term investments are comprised of money market funds and marketable securities including U.S. Treasury bills.

In September 2020, we received net proceeds of $767.6 million associated with the issuance of 45,681,499 shares of Class A common stock from our IPO, after deducting underwriting discounts and commissions of $49.3 million and offering costs of approximately $4.9 million. In conjunction with the IPO, we closed on the Google LLC private placement and issued 5,555,555 shares of Class C common stock for proceeds of $99.1 million, net of offering costs of $0.9 million.

Prior to our IPO, the Company funded its operations primarily through private placements of its convertible preferred stock as well as through revenues generated through customer contracts.

As shown in the accompanying condensed consolidated financial statements, the Company incurred a loss from operations of $76.3 million and a net loss of $77.9 million for the six months ended June 30, 2021 and had an accumulated deficit of $708.6 million as of June 30, 2021.

The Company has no debt as of June 30, 2021 or December 31, 2020 and expects to generate operating losses in future years.

We believe that our existing cash and cash equivalents will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months from the issuance date of the financial statements. Our future capital requirements will depend on many factors including our growth rate, contract renewal activity, number of consultations on our platform, the timing and extent of spending to support product development efforts, our expansion of sales and marketing activities, the introduction of new and enhanced services offerings, and the continuing market acceptance of telehealth services. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies and intellectual property rights. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, financial condition and results of operations would be adversely affected.

Indebtedness & Lines of Credit

In January 2011, the Company entered into a credit agreement (the "Line of Credit") with a financial institution that provides for maximum borrowings in one or more advances of an amount up to $5.0 million. Borrowings under the Line of Credit accrue interest at the London Interbank Offered Rate plus 1.25%. Borrowings are repayable immediately upon demand by the financial institution. In November 2017, the Line of Credit was amended to increase the maximum borrowings to $7.0 million. As of June 30, 2021 and December 31, 2020, the Company had no outstanding borrowings under the Line of Credit.

During any period that the Line of Credit is in effect, the Company can request the financial institution issue a letter of credit with a maximum maturity not to exceed twelve months. Any letters of credit issued by the financial instrument reduce the maximum borrowings available under the Line of Credit. As of June 30, 2021 and December 31, 2020, the maximum borrowing available to the Company was $6.2 million and $5.9 million based on the outstanding letters of credit of $0.8 million and $1.1 million that have been issued by the financial institution.

Six months ended June 30, 2021, vs. six months ended June 30, 2020

Cash Used in Operating Activities

For the six months ended June 30, 2021, cash used in operating activities was $67.4 million. The primary driver of this use of cash was our net loss of $77.9 million. The net loss for the year was reflective of the investments made back into the Company (from both a personnel and technology perspective), partially offset by the overall growth of our business including an increase in new clients and expansion of business with existing clients. The net loss was partially offset by non-cash expenses of $26.9 million (primarily stock-based compensation of $19.4 million and depreciation and amortization of $5.0 million).

For the six months ended June 30, 2020, cash used in operating activities was $57.8 million. The primary driver of this use of cash was our net loss of $113.4 million. The net loss for the year was reflective of the expenses incurred with our response to COVID-19 and our continued investments made back into the Company's infrastructure, partially offset by the revenue growth discussed above. The net loss was partially offset by non-cash expenses of $79.4 million (primarily stock-based compensation of $72.1 million and depreciation and amortization of $4.8 million).

Cash Provided by Investing Activities

Cash provided by investing activities was $97.2 million for the six months ended June 30, 2021. Cash provided by investing activities consisted of proceeds from maturities of investments of $100.0, offset by a $2.5 million investment in the CCAW, JV LLC joint venture with Cleveland Clinic and $0.3 million in the purchases of property and equipment.

Cash provided by investing activities was $4.3 million for the six months ended June 30, 2020. Cash provided by investing activities consisted of $39.4 million in proceeds from the maturities of investments, offset by $29.8 million in purchases of investments. Further, cash used in investing activities included a $2.9 million investment in the CCAW, JV LLC joint venture with Cleveland Clinic and $2.3 million in the purchases of property and equipment.

Cash Provided by Financing Activities

Cash provided by financing activities for the six months ended June 30, 2021, was $3.5 million. Cash provided by financing activities consisted of $16.7 million of proceeds from the exercise of employee stock options. These proceeds were offset by cash payments primarily for the purchase of treasury stock of $11.6 million.

Cash provided by financing activities for the six months ended June 30, 2020, was $148.5 million. Cash provided by financing activities consisted of $146.8 million of cash proceeds from our issuance of Series C Convertible Preferred Stock, net of issuance costs.

Off-Balance Sheet Arrangements

During the periods presented, we did not have, nor do we currently have, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. We are therefore not exposed to the financing, liquidity, market or credit risk that could arise if we had engaged in those types of relationships.

Contractual Obligations and Commitments

As of June 30, 2021, there have been no material changes from the contractual obligations and commitments previously disclosed in our Form 10-K.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements and the related notes thereto are prepared in accordance with GAAP. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. The Company bases its estimates on historical experience, current business factors, and various other assumptions that the Company believes are necessary to consider to form a basis for making judgments about the carrying values of assets and liabilities, the recorded amounts of revenue and expenses, and the disclosure of contingent assets and liabilities. The Company is subject to uncertainties such as the impact of future events, economic and political factors, and changes in the Company's business environment; therefore, actual results could differ from these estimates. Accordingly, the accounting estimates used in the preparation of the Company's condensed consolidated financial statements will change as new events occur, as more experience is acquired, as additional information is obtained, and as the Company's operating environment evolves.

Our significant accounting policies are discussed in Note 2, Summary of Significant Accounting Policies, to our condensed consolidated financial statements in our Form 10-K and Note 2, Summary of Significant Accounting Policies to our condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q. There have been no significant changes to these policies during the six months ended June 30, 2021.

Recently Issued Accounting Pronouncements Adopted

For more information on recently issued accounting pronouncements, see Note 2 to our condensed consolidated financial statements covered under Part I, Item 1 of this Quarterly Report on Form 10-Q.

New Accounting Pronouncements Not Yet Adopted

For more information on new accounting pronouncements not yet adopted, see Note 2 to our condensed consolidated financial statements covered under Part I, Item 1 in this Quarterly Report on Form 10-Q.

Emerging Growth Company Status

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. We have elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it is (i) no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.

Item 3. Qualitative and Quantitative Disclosure about Market Risk

Interest Rate Risk

We had cash and cash equivalents totaling $975.2 million, and $941.6 million as of June 30, 2021 and December 31, 2020, respectively. The Company also held investments totaling $0 million and $100.0 million as of June 30, 2021, and December 31, 2020, respectively. These amounts were primarily invested in money markets and U.S. Treasury bills. The cash and cash equivalents are held for a variety of growth and investments as well as working capital purposes. Our investments are made for capital preservation purposes. We do not enter into investments for trading or speculative purposes. All our investments are denominated in U.S. dollars.

We do not believe that an increase or decrease of 100 basis points in interest rates would have a material effect on our business, financial condition or results of operations. However, our cash equivalents are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely affected due to a rise in interest rates. Due in part to these factors, our future investment income may fall short of expectation due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates.

Fluctuations in the value of our money market funds caused by a change in interest rates (gains or losses on the carrying value) are recorded in other income and are realized only if we sell the underlying securities.

Foreign Currency Exchange Risk

To date, a substantial majority of our revenue from customer arrangements has been denominated in U.S. dollars. We have limited operations outside the United States. As of June 30, 2021 and December 31, 2020, we had one foreign subsidiary. The functional currency of our foreign subsidiary is the U.S. dollar. The Company also has a branch with a functional currency of the New Israeli Shekel, however activity in the New Israeli Shekel is not considered significant. Accordingly, we believe we do not have a material exposure to foreign currency risk. We may choose to focus on international expansion, which may increase our exposure to foreign currency exchange risk in the future.

Inflation Risk

We do not believe that inflation had a material effect on our business, financial condition or results of operations in the last two years. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition or results of operations.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officers and principal financial officer, has evaluated the effectiveness of 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, or the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q. Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our principal executive officers and principal financial officer, as appropriate, to allow timely decisions regarding required financial disclosure.

Based on this evaluation, our principal executive officers and principal financial officer concluded that our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses in our internal control over financial reporting, as further described below:

We concluded that certain material weaknesses in our internal control over financial reporting are still present as of June 30, 2021. The material weaknesses present are as follows: We did not maintain an effective control environment as we did not maintain a sufficient complement of accounting and financial reporting resources commensurate with our financial reporting requirements. This material weakness contributed to the following material weaknesses:

- We did not have sufficient resources to appropriately record revenue transactions, nor did we did have controls in place to validate that the terms of the revenue transactions were appropriately entered into the revenue sub-ledger based on the terms of the arrangement with the customer.
- We did not design or maintain effective controls over the period end financial reporting process and preparation of financial statements. Specifically, we did not design and implement a sufficient level of formal accounting policies and procedures that define how transactions across the business cycles should be initiated, recorded, processed and reported and appropriately authorized and approved.

These control deficiencies did not result in errors that were material to our annual or interim financial statements. However, these control deficiencies could result in a misstatement in our accounts or disclosures that would result in a material misstatement to the financial statements that would not be prevented or detected. Accordingly, we determined that these control deficiencies constitute material weaknesses.

We are in the process of implementing measures designed to improve our internal control over financial reporting and remediate the control deficiencies that led to the material weaknesses. As of June 30, 2021, we have completed the following remedial actions:

- hired additional full-time accounting resources with appropriate levels of accounting knowledge and experience, including but not limited to a Chief Financial Officer in the second half of 2018, and the following resources who all have significant public company experience: a Vice President of Accounting, Vice President of FP&A, Senior

Director of Revenue in the first half of 2019, Director of SEC Reporting with Big Four Accounting experience and a Corporate Controller in the second half of 2020, and a Senior Revenue Manager in the first quarter of 2021;

- reallocated responsibilities across the accounting organization to ensure that the appropriate level of knowledge and experience is applied based on risk and complexity of transactions and tasks under review;
- migrated to a new accounting enterprise resource planning ("ERP") system that better meets the needs of our business;
- designed and implemented controls and continued to refine processes to validate all terms of the revenue transactions were properly considered when determining revenue recognition and that all revenue transactions were subject to thorough review from individuals with the appropriate mix of expertise and oversight to ensure accurate presentation;
- increased the number of Board Directors on our Audit Committee to three independent Directors late 2020; and
- engaged a Big Four public accounting firm to assist us in the creation of, and ultimately serve as, in an internal audit function, including the establishment of an internal audit charter and assessment, documentation, design and implementation of control activities related to internal controls in the second quarter of 2021.

We have made significant progress towards remediating the material weaknesses and will continue to review, revise, and improve the effectiveness of our internal controls as appropriate Although we have made significant enhancements to our control procedures, these material weaknesses will not be considered remediated until our controls are operational for a sufficient period of time, tested, and management concludes that these controls are operating effectively.

Changes in Internal Control over Financial Reporting

The second quarter remediation activity described above is a change in internal control over financial reporting during the quarter ended June 30, 2021, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our management, including our principal executive officers and principal financial officer, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Due to inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. We are not presently a party to any legal proceedings that, in the opinion of our management, would individually or taken together have a material adverse effect on our business, financial condition, results of operations or cash flows. Regardless of outcome, litigation can have an adverse impact on us due to defense and settlement costs, diversion of management resources, negative publicity, reputational harm and other factors.

On September 14, 2020, we received a letter from Teladoc Health, Inc. alleging that certain of our cart products and associated peripherals infringe upon their patents. On October 12, 2020, Teladoc Health, Inc filed a claim against the Company related to these allegations. While we can provide no guarantees about the outcome of this dispute, we believe that these claims lack merit and we intend to defend against them vigorously. Moreover, even if we were found to infringe upon any valid claim of these patents, our revenues from the Carepoints products approximated 6% of our revenues in 2020. See "Item 1A. Risk Factors—Risks Related to Intellectual Property—*Third parties may challenge the validity of our patents and trademarks, or oppose our patent and trademark applications. We may not be able to obtain and enforce additional patents to protect our proprietary rights from use by potential competitors. Companies with other patents could require us to stop using or pay to use required technology"* and "Item 1A. Risk Factors—Risks Related to Intellectual Property—*We could incur substantial costs as a result of any claim of infringement of another party's intellectual property rights"* in our Form 10-K.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in our Form 10-K. For a discussion of potential risks and uncertainties related to our Company see the information in our Form 10-K in the section entitled "Risk Factors."

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in the "Special Note Regarding Forward-Looking Statements" section in Part I, Item 2, of this Quarterly Report on Form 10-Q.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Recent Sales of Unregistered Securities

There were no sales of unregistered equity securities during the quarter ended June 30, 2021.

Issuer Purchases of Equity Securities

The following table provides information about the Company's purchases of its common stock for each month during this quarterly period covered by this report:

Period	(a) Total number of shares (or units) purchased*	(b) Average price paid per share (or unit)*	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
April 1 to April 30	68,750	$ 27.01	—	—
May 1 to May 31	—	—	—	—
June 1 to June 30	—	—	—	—
Total	68,750	$ 27.01	—	—

* Shares withheld to cover tax withholding obligations under the net settlement provision upon vesting of restricted stock units and exercising of options.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The documents listed below are incorporated by reference or are filed with this Quarterly Report on Form 10-Q, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

31.1	Chief Executive Officers Certifications
31.2	Chief Financial Officer Certification
32.1	CEO Certification of Quarterly Report
32.2	CFO Certification of Quarterly Report
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

AMERICAN WELL CORPORATION

Date: August 12, 2021	By:	/s/ Ido Schoenberg, MD Co-Chief Executive Officer *(Principal Executive Officer)*
Date: August 12, 2021	By:	/s/ Roy Schoenberg, MD, MPH Co-Chief Executive Officer *(Principal Executive Officer)*
Date: August 12, 2021	By:	/s/ Keith Anderson Chief Financial Officer *(Principal Financial Officer)*
Date: August 12, 2021	By:	/s/ Paul McNeice Vice President of Accounting *(Principal Accounting Officer)*

Exhibit 31.1

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICERS PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ido Schoenberg, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Well Corporation for the period ended June 30, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2021

By: /s/ Ido Schoenberg

Ido Schoenberg
Chief Executive Officer
(Principal Executive Officer)

I, Roy Schoenberg, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Well Corporation. for the period ended June 30, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2021

By: /s/ Roy Schoenberg
Roy Schoenberg
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Keith Anderson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Well Corporation for the period ended June 30, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2021

By: /s/ Keith Anderson

Keith Anderson
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICERS PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Ido Schoenberg, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of American Well Corporation for the fiscal quarter ended June 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of American Well Corporation.

Date: August 12, 2021

By:	/s/ Ido Schoenberg
Name:	Ido Schoenberg
Title:	Chief Executive Officer
	(Principal Executive Officer)

I, Roy Schoenberg, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of American Well Corporation for the fiscal quarter ended June 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of American Well Corporation.

Date: August 12, 2021

By:	/s/ Roy Schoenberg
Name:	Roy Schoenberg
Title:	Chief Executive Officer
	(Principal Executive Officer)

Exhibit 32.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Keith Anderson, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of American Well Corporation for the fiscal quarter ended June 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of American Well Corporation.

Date: August 12, 2021

By:	/s/ Keith Anderson
Name:	Keith Anderson
Title:	Chief Financial Officer (Principal Financial Officer)