

TRAVELZOO INC  
Form 10-Q  
October 28, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2011

or

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

For the transition period from            to            .

Commission File No.: 000-50171

**TRAVELZOO INC.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**36-4415727**  
(I.R.S. employer  
identification no.)

**590 Madison Avenue, 37th Floor**

**New York, New York**  
(Address of principal executive offices)

**10022**  
(Zip code)

**Registrant's telephone number, including area code: (212) 484-4900**

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 and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of Travelzoo common stock outstanding as of October 28, 2011 was 15,961,553 shares.

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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****TRAVELZOO INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited)****(In thousands, except par value)**

|  | September 30,<br>2011 | December 31,<br>2010 |
|--|-----------------------|----------------------|
| <b>ASSETS</b>  |                       |                      |
| Current assets:  |                       |                      |
| Cash and cash equivalents  | \$ 32,433             | \$ 41,184            |
| Accounts receivable, less allowance for doubtful accounts of \$313 and \$386 as of September 30, 2011 and December 31, 2010, respectively  | 14,066                | 13,290               |
| Income tax receivable  | 2,563                 | 264                  |
| Deposits   | 210                   | 129                  |
| Prepaid expenses and other current assets  | 2,278                 | 1,489                |
| Deferred tax assets  | 1,362                 | 1,411                |
| <b>Total current assets</b>  | <b>52,912</b>         | <b>57,767</b>        |
| Deposits, less current portion   | 753                   | 279                  |
| Deferred tax assets, less current portion  | 349                   | 349                  |
| Restricted cash  | 3,102                 | 3,124                |
| Property and equipment, net  | 3,519                 | 3,425                |
| Intangible assets, net   | 792                   | 1,058                |
| <b>Total assets</b>  | <b>\$ 61,427</b>      | <b>\$ 66,002</b>     |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                       |                      |
| Current liabilities:   |                       |                      |
| Accounts payable   | \$ 17,177             | \$ 9,931             |
| Accrued expenses   | 11,000                | 6,080                |
| Deferred revenue   | 1,587                 | 1,325                |
| Income tax payable   | 294                   | 650                  |
| Deferred rent  | 108                   | 218                  |
| <b>Total current liabilities</b>   | <b>30,166</b>         | <b>18,204</b>        |
| Deferred tax liabilities long-term   | 160                   |                      |
| Long-term tax liabilities  | 2,109                 | 1,449                |
| Deferred rent, less current portion  | 734                   | 460                  |
| Commitments and contingencies  |                       |                      |
| Stockholders equity:   |                       |                      |
| Preferred stock, \$0.01 par value per share (5,000 shares authorized; none issued)   |                       |                      |
| Common stock, \$0.01 par value (40,000 shares authorized; 16,462 shares issued and 15,962 shares outstanding as of September 30, 2011, 16,444 shares issued and outstanding as of December 31, 2010) | 160                   | 164                  |
| Treasury stock (at cost, 500 shares at September 30, 2011)   | (15,119)              |                      |

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|   |                  |                  |
|---|------------------|------------------|
| Additional paid-in capital                        | 7,468            | 6,598            |
| Retained earnings                                 | 37,055           | 40,165           |
| Accumulated other comprehensive loss              | (1,306)          | (1,038)          |
| <b>Total stockholders' equity</b>                 | <b>28,258</b>    | <b>45,889</b>    |
| <b>Total liabilities and stockholders' equity</b> | <b>\$ 61,427</b> | <b>\$ 66,002</b> |

See accompanying notes to unaudited condensed consolidated financial statements.

**Table of Contents****TRAVELZOO INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited)****(In thousands, except per share amounts)**

|  | <b>Three Months Ended September 30,</b> |             | <b>Nine Months Ended September 30,</b> |             |
|--|---|-------------|--|-------------|
|  | <b>2011</b>                             | <b>2010</b> | <b>2011</b>                            | <b>2010</b> |
| Revenues   | \$ 38,661                               | \$ 27,693   | \$ 113,186                             | \$ 84,317   |
| Cost of revenues   | 4,221                                   | 1,742       | 9,603                                  | 5,012       |
| Gross profit   | 34,440                                  | 25,951      | 103,583                                | 79,305      |
| Operating expenses:  |   |             |  |             |
| Sales and marketing  | 16,737                                  | 13,630      | 51,569                                 | 42,671      |
| General and administrative                                   | 8,478                                   | 6,616       | 25,167                                 | 19,833      |
| Settlement with State of Delaware                            |   |             | 20,000                                 |             |
| Total operating expenses                                     | 25,215                                  | 20,246      | 96,736                                 | 62,504      |
| Income from operations                                       | 9,225                                   | 5,705       | 6,847                                  | 16,801      |
| Other income and expense:                                    |   |             |  |             |
| Interest income and other income                             | 52                                      | 45          | 128                                    | 132         |
| Gain (loss) on foreign currency                              | (52)                                    | 20          | (24)                                   | (190)       |
| Income before income taxes                                   | 9,225                                   | 5,770       | 6,951                                  | 16,743      |
| Income taxes   | 3,299                                   | 2,120       | 10,061                                 | 7,373       |
| Net income (loss)  | \$ 5,926                                | \$ 3,650    | \$ (3,110)                             | \$ 9,370    |
| Basic net income (loss) per share                            | \$ 0.36                                 | \$ 0.22     | \$ (0.19)                              | \$ 0.57     |
| Diluted net income (loss) per share                          | \$ 0.36                                 | \$ 0.22     | \$ (0.19)                              | \$ 0.57     |
| Shares used in computing basic net income (loss) per share   | 16,396                                  | 16,444      | 16,434                                 | 16,444      |
| Shares used in computing diluted net income (loss) per share | 16,504                                  | 16,453      | 16,434                                 | 16,453      |

See accompanying notes to unaudited condensed consolidated financial statements.

**Table of Contents****TRAVELZOO INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)****(In thousands)**

|  | <b>Nine Months Ended September 30,</b> |                  |
|--|--|------------------|
|  | <b>2011</b>                            | <b>2010</b>      |
| <b>Cash flows from operating activities:</b>   |  |                  |
| Net income (loss)  | \$ (3,110)                             | \$ 9,370         |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |  |                  |
| Depreciation and amortization  | 2,054                                  | 1,766            |
| Deferred income tax  | 209                                    | 64               |
| Stock-based compensation   | 562                                    | 562              |
| Provision for losses on accounts receivable  | (25)                                   | 106              |
| Tax benefit of stock option exercise   | (268)                                  |                  |
| Net foreign currency effect  | 24                                     | 190              |
| Changes in operating assets and liabilities:   |  |                  |
| Accounts receivable  | (722)                                  | (2,982)          |
| Deposits   | (568)                                  | (109)            |
| Income tax receivable  | (2,031)                                | 4,280            |
| Prepaid expenses and other current assets  | (785)                                  | (278)            |
| Accounts payable   | 7,454                                  | 594              |
| Accrued expenses   | 4,992                                  | 1,416            |
| Deferred revenue   | 268                                    | 348              |
| Deferred rent  | 179                                    | (20)             |
| Income tax payable   | (353)                                  | 496              |
| Other non-current liabilities  | 673                                    | (704)            |
| <b>Net cash provided by operating activities</b>   | <b>8,553</b>                           | <b>15,099</b>    |
| <b>Cash flows from investing activities:</b>   |  |                  |
| Purchases of property and equipment  | (1,902)                                | (1,142)          |
| <b>Net cash used in investing activities</b>   | <b>(1,902)</b>                         | <b>(1,142)</b>   |
| <b>Cash flows from financing activities:</b>   |  |                  |
| Proceeds from exercise of stock options  | 40                                     |                  |
| Tax benefit of stock option exercise   | 268                                    |                  |
| Repurchase of common stock   | (15,124)                               |                  |
| Proceeds from sale of Asia Pacific business segment  |  | 1,073            |
| <b>Net cash provided by (used in) financing activities</b>   | <b>(14,816)</b>                        | <b>1,073</b>     |
| Effect of exchange rate changes on cash and cash equivalents                                       | (586)                                  | (89)             |
| <b>Net increase (decrease) in cash and cash equivalents</b>  | <b>(8,751)</b>                         | <b>14,941</b>    |
| Cash and cash equivalents at beginning of period   | 41,184                                 | 19,776           |
| <b>Cash and cash equivalents at end of period</b>  | <b>\$ 32,433</b>                       | <b>\$ 34,717</b> |

Supplemental disclosure of cash flow information:

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|                                 |           |          |
|---------------------------------|-----------|----------|
| Cash paid for income taxes, net | \$ 11,572 | \$ 3,264 |
|---------------------------------|-----------|----------|

See accompanying notes to unaudited condensed consolidated financial statements.

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**Note 1: The Company and Basis of Presentation**

Travelzoo Inc. (the Company or Travelzoo ) is a global Internet media company. We inform over 24 million subscribers in North America, Europe and Asia Pacific, as well as millions of website users, about the best travel, entertainment and local deals available from thousands of companies. Our deal experts source, research and test-book offers, recommending only those that meet Travelzoo's rigorous quality standards. We provide travel companies, entertainment companies, and local businesses with a fast, flexible, and cost effective way to reach millions of consumers. Our revenues are generated primarily from advertising fees. In Asia Pacific, the *Travelzoo* business is operated by Travelzoo (Asia) Ltd. and Travelzoo Japan K.K. under a license agreement with Travelzoo Inc.

Our publications and products include the *Travelzoo* websites ([www.travelzoo.com](http://www.travelzoo.com), [www.travelzoo.ca](http://www.travelzoo.ca), [www.travelzoo.co.uk](http://www.travelzoo.co.uk), [www.travelzoo.de](http://www.travelzoo.de), [www.travelzoo.es](http://www.travelzoo.es), [www.travelzoo.fr](http://www.travelzoo.fr), among others), the *Travelzoo Top 20* e-mail newsletter, the *Newsflash* e-mail alert service, the *SuperSearch* pay-per-click travel search tool, and the *Travelzoo Network*, a network of third-party websites that list travel deals published by Travelzoo. We also operate *Fly.com*, a travel search engine that allows users to quickly and easily find the best prices on flights from hundreds of airlines and online travel agencies. In August 2010, we launched *Local Deals*, a new service that allows our subscribers to purchase vouchers for deals from local businesses such as spas and restaurants through the *Travelzoo* website. Vouchers are redeemable at the local businesses during the promotional period. We receive a percentage of the face value of the voucher from the local businesses.

Starting November 1, 2009, the *Travelzoo* websites in Asia Pacific ([cn.travelzoo.com](http://cn.travelzoo.com), [www.travelzoo.co.jp](http://www.travelzoo.co.jp), [www.travelzoo.com.au](http://www.travelzoo.com.au), [www.travelzoo.com.hk](http://www.travelzoo.com.hk), [www.travelzoo.com.tw](http://www.travelzoo.com.tw), among others), the *Travelzoo Top 20* e-mail newsletters in Asia Pacific and the *Newsflash* e-mail alert service in Asia Pacific have been published by Travelzoo (Asia) Limited and Travelzoo Japan K.K., wholly owned subsidiaries of Azzurro Capital Inc., under a license agreement with the Company. There is a reciprocal revenue-sharing agreement among the entities operating the *Travelzoo* business in Asia Pacific and the Company related to cross-selling audiences, channels and offers.

Travelzoo is controlled by Ralph Bartel, who held beneficially approximately 53.3% of the outstanding shares as of October 28, 2011.

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position of the Company, and its results of operations and cash flows. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and related notes as of and for the year ended December 31, 2010, included in the Company's Form 10-K filed with the SEC on March 16, 2011.

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. All foreign subsidiaries use the local currency of their respective countries as their functional currency. Assets and liabilities are translated into U.S. dollars at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars at average exchange rates for the period.

The results of operations for the three months ended September 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011 or any other future period, and the Company makes no representations related thereto.

The Company was formed as a result of a combination and merger of entities founded by the Company's majority stockholder, Ralph Bartel. In 1998, Mr. Bartel founded Travelzoo.com Corporation, a Bahamas corporation, which issued 5,155,874 shares via the Internet to approximately 700,000 Netsurfer stockholders for no cash consideration, but subject to certain conditions as referred to

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below. In 1998, Mr. Bartel also founded Silicon Channels Corporation, a California corporation, to operate the *Travelzoo* website. During 2001, Travelzoo Inc. was formed as a subsidiary of Travelzoo.com Corporation, and Mr. Bartel contributed all of the outstanding shares of Silicon Channels Corporation to Travelzoo Inc. in exchange for 8,129,273 shares of Travelzoo Inc. and options to acquire an additional 2,158,349 shares at \$1.00. Mr. Bartel exercised these options in January 2009.

In April 2002, Travelzoo.com Corporation was merged into Travelzoo Inc. Under and subject to the terms of the merger agreement, stockholders were allowed a period of two years following the effective date of the merger to receive one share of Travelzoo Inc. in exchange for each outstanding share of common stock of Travelzoo.com Corporation. The records of Travelzoo.com Corporation showed that, assuming all of the shares applied for by the Netsurfer stockholders were validly issued, there were 11,295,874 shares of Travelzoo.com Corporation outstanding. As of April 25, 2004, two years following the effective date of the merger, 7,180,342 shares of Travelzoo.com Corporation had been exchanged for shares of Travelzoo Inc. Prior to that date, the remaining shares which were available for issuance pursuant to the merger agreement were included in the issued and outstanding common stock of Travelzoo Inc. and included in the calculation of basic and diluted earnings per share. After April 25, 2004, the Company ceased issuing shares to the former stockholders of Travelzoo.com Corporation, and no additional shares are reserved for issuance to any former stockholders, because their right to receive shares has now expired. On April 25, 2004, the number of shares reported as outstanding was reduced from 19,425,147 to 15,309,615 to reflect actual shares issued as of the expiration date. Earnings per share calculations reflect this reduction of the number of shares reported as outstanding. As of September 30, 2011, there were 15,961,553 shares of common stock outstanding.

On April 21, 2011, the Company entered into an agreement with the State of Delaware resolving all claims relating to an unclaimed property review which began in 2010. The primary issue raised in the preliminary findings from the review, received by the Company on April 12, 2011, concerned the shares of Travelzoo which have not been claimed by former stockholders of Travelzoo.com as discussed in the preceding paragraph. In the preliminary findings under the unclaimed property review, up to 3.0 million shares were identified as demandable under Delaware escheat laws. While the Company continues to take the position that such shares were issuable only to persons who establish their eligibility as stockholders, the Company determined that it was in its best interest to promptly resolve all claims relating to the unclaimed property review. The Company made a \$20.0 million cash payment to the State of Delaware on April 27, 2011 and received a complete release of those claims.

It is the Company's understanding that, under applicable law, if it holds unclaimed property of third parties whose addresses are unknown, that property may be subject to escheat to the State of Delaware, because it is the jurisdiction of incorporation of the Company. The number of shares identified in the preliminary findings related almost entirely to parties with unknown addresses. Accordingly, the settlement with the State of Delaware is expected to substantially limit any further obligations of the Company under escheat and similar state laws.

If additional escheat claims are asserted in the future, the Company intends to challenge the applicability of escheat rights, in that, among other reasons, the identity, residency, and eligibility of the holders in question cannot be determined. There were certain conditions applicable to the issuance of shares to the Netsurfer stockholders, including requirements that (i) they be at least 18 years of age, (ii) they be residents of the U.S. or Canada, and (iii) they not apply for shares more than once. The Netsurfer stockholders were required to confirm their compliance with these conditions, and were advised that failure to comply could result in cancellation of their shares in Travelzoo.com Corporation. Travelzoo.com Corporation was not able to verify that the applicants met the requirements referred to above at the time of their applications for issuance of shares. If claims are asserted by persons claiming to be former stockholders of Travelzoo.com Corporation, the Company intends to assert that the claimant must establish that the original Netsurfer stockholders complied with the conditions to issuance of their shares. The Company is not able to predict the amount or outcome of any future claims which might be asserted relating to the unissued shares.

The Company is continuing its program under which it makes cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo Inc. within the required time period. The accompanying condensed consolidated financial statements include a charge in general and administrative expenses of \$60,000 for these cash payments for the three months ended September 30, 2011. The total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company's common stock price. The Company's common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. The Company does not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but the Company believes that only a portion of such requests were valid. As noted above, in order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation. Assuming 100% of the requests from 1998 were valid, and after taking into account the settlement with the State of Delaware referred to above, former stockholders of Travelzoo.com Corporation holding approximately 1.0 million shares had not submitted claims under the program as of September 30, 2011.

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**Note 2: Revenue Recognition**

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

The Company recognizes revenues in accordance with the SEC Staff Accounting Bulletin for revenue recognition. Advertising revenues are recognized in the period in which the advertisement is displayed, provided that evidence of an arrangement exists, the fees are fixed or determinable, and collection of the resulting receivable is reasonably assured.

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

Under these policies, no revenue is recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is deemed reasonably assured. The Company evaluates each of these criteria as follows:

*Evidence of an arrangement.* The Company considers an insertion order signed by the client or its agency to be evidence of an arrangement.

*Delivery.* Delivery is considered to occur when the advertising has been displayed and, if applicable, the click-throughs have been delivered.

*Fixed or determinable fee.* The Company considers the fee to be fixed or determinable if the fee is not subject to refund or adjustment and payment terms are standard.

*Collection is deemed reasonably assured.* Collection is deemed reasonably assured if it is expected that the client will be able to pay amounts under the arrangement as payments become due. If it is determined that collection is not reasonably assured, then revenue is deferred and recognized upon cash collection. Collection is deemed not reasonably assured when a client is perceived to be in financial distress, which may be evidenced by weak industry conditions, a bankruptcy filing, or previously billed amounts that are past due.

Insertion orders that include fixed-fee advertising are invoiced upon acceptance of the insertion order and on the first day of each month over the term of the insertion order, with the exception of *Travelzoo Top 20* or *Newsflash* insertions, which are primarily invoiced upon delivery.

Insertion orders that include variable-fee advertising are invoiced at the end of the month. The Company's standard terms state that in the event that Travelzoo fails to publish advertisements as specified in the insertion order, the liability of Travelzoo to the client shall be limited to, at Travelzoo's sole discretion, a pro rata refund of the advertising fee, the placement of the advertisements at a later time in a comparable position, or the extension of the term of the insertion order until the advertising is fully delivered. The Company believes that no significant obligations exist after the full delivery of advertising.

Revenue from advertising sold to clients through agencies is reported at the net amount billed to the agency.

During the third quarter of 2010, the Company started selling vouchers for deals from local businesses such as spas and restaurants. The Company earns a fee for acting as an agent in these transactions which is recorded on a net basis and is included in revenue upon completion of the voucher sale. Certain merchant contracts in foreign locations allow us to retain fees related to vouchers sold that are not redeemed by

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purchasers upon expiration, which we recognize as revenue after the expiration of the redemption period and after there are no further obligations to provide funds to merchants, subscribers or others. At the time revenue is recorded for these voucher sales, we record an allowance for estimated subscriber refunds based on our historical experience. We accrue costs associated with refunds in accrued expenses on the consolidated balance sheets. Estimated subscriber refunds that are determined to be recoverable from the merchant are recorded in the

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

**Note 3: Recent Accounting Standards**

In October 2009, the FASB issued ASU 2009-13, a new accounting standard update for revenue recognition with multiple deliverables. The new accounting standard update defines when individual deliverables included in a multiple-element arrangement may be treated as separate units of accounting. The update primarily provides two significant changes: 1) it eliminates the need for objective and reliable evidence of the fair value for the undelivered element in order for a delivered item to be treated as a separate unit of accounting, and 2) it eliminates the residual method to allocate the arrangement consideration. In addition, the update also expands the disclosure requirements for revenue recognition. Effective January 1, 2011, the Company adopted this new accounting standard. The adoption of this new accounting standard did not have a material impact on the Company's consolidated results of operations and financial condition.

In May 2011, the FASB issued ASU 2010-06, a new accounting standard, which amends the fair value measurement guidance and includes some enhanced disclosure requirements. The most significant change in disclosures is an expansion of the information required for Level 3 measurements based on unobservable inputs. The standard is effective for fiscal years beginning after December 15, 2011. The Company will adopt this new accounting standard on January 1, 2012 and is currently assessing the future impact of this new accounting standard on the Company's consolidated results of operations and financial condition.

In June 2011, the FASB issued ASU 2011-05, a new accounting standard update, which eliminates the current option to report other comprehensive income and its components in the statement of stockholders' equity. Instead, an entity will be required to present items of net income and other comprehensive income in one continuous statement or in two separate, but consecutive, statements. The standard is effective for fiscal years beginning after December 15, 2011. The Company will adopt this new standard effective January 1, 2012 and does not expect the adoption of this new accounting standard will have a material impact on the Company's consolidated results of operations and financial condition.

**Note 4: Financial Instruments**

At September 30, 2011, restricted cash consisted primarily of a certificate of deposit for \$875,000 serving as collateral for a standby letter of credit for the security deposit under the lease of our corporate headquarters and a \$2.2 million deposit with our bank in the U.K. for our merchant account. Cash equivalents consist of highly liquid investments with remaining maturities of three months or less on the date of purchase held in money market funds. The Company believes that the carrying amounts of these financial assets are a reasonable estimate of their fair value. The fair value of these financial assets was determined using the following inputs at September 30, 2011 (in thousands):

|                    | Total           | Fair Value Measurements at Reporting Date Using                               |   |  |
|--------------------|-----------------|---|---|--|
|                    |                 | Quoted Prices in<br>Active<br>Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Assets:            |                 |   |   |  |
| Money market funds | \$ 5,087        | \$ 5,087  | \$  | \$   |
| <b>Total</b>       | <b>\$ 5,087</b> | <b>\$ 5,087</b>   | <b>\$</b>   | <b>\$</b>  |

There have been no changes in level 2 and level 3 investments for the period ending September 30, 2011.

**Note 5: Internal-Use Software and Website Development**

The Company includes in fixed assets the capitalized cost of internal-use software and website development, including software used to upgrade and enhance its website and processes supporting the Company's business. Costs incurred in the planning stage and operating stage are expensed

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as incurred while costs incurred in the application development stage and infrastructure development stage are capitalized, assuming such costs are deemed to be recoverable.

As of September 30, 2011 and December 31, 2010, our capitalized internal-use software and website development costs, net of accumulated amortization, were \$135,000 and \$465,000, respectively. For the three months ended September 30, 2011 and 2010, the

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Company recorded amortization of capitalized internal-use software and website development costs of \$110,000 for each of these periods. For the nine months ended September 30, 2011 and 2010, the Company recorded amortization of capitalized internal-use software and websites development costs of \$330,000 for each of these periods.

**Note 6: Intangible Assets**

Intangible assets consist of the following (in thousands):

|                               | September 30,<br>2011 | December 31,<br>2010 |
|-------------------------------|-----------------------|----------------------|
| Internet domain names         | \$ 2,117              | \$ 2,117             |
| Less accumulated amortization | 1,325                 | 1,059                |
| <b>Total</b>                  | <b>\$ 792</b>         | <b>\$ 1,058</b>      |

Intangible assets have a useful life of 5 years. For the three months ended September 30, 2011 and 2010, amortization expense was \$88,000 for each period. For the nine months ended September 30, 2011 and 2010, amortization expense was \$265,000 for each period.

Future expected amortization expense related to intangible assets at September 30, 2011 is as follows (in thousands):

|              |               |
|--------------|---------------|
| 2011         | 88            |
| 2012         | 352           |
| 2013         | 352           |
| <b>Total</b> | <b>\$ 792</b> |

The expected amortization expense is an estimate. Actual amounts of amortization expense may differ from estimated amounts due to additional intangible asset acquisitions, impairment of intangible assets, accelerated amortization of intangible assets and other events.

**Note 7: Certain Risks and Uncertainties**

The Company's cash, cash equivalents and accounts receivable are potentially subject to concentration of credit risk. Cash and cash equivalents are placed with financial institutions that management believes are of high credit quality. The accounts receivable are derived from revenue earned from customers located in the U.S. and internationally.

The Company maintains an allowance for doubtful accounts based upon its historical experience, the age of the receivable and customer specific information. Determining appropriate allowances for these losses is an inherently uncertain process, and ultimate losses may vary from the current estimates. The allowance for doubtful accounts was \$313,000 and \$386,000 at September 30, 2011 and December 31, 2010, respectively.

**Note 8: Stock-Based Compensation and Stock Options**

In October 2001, the Company granted to each director fully vested and exercisable options to purchase 30,000 shares of common stock with an exercise price of \$2.00 per share for their services as a director in 2000 and 2001. A total of 210,000 options were granted. The options expire in October 2011. 150,000 options were exercised during the year ended December 31, 2005, 17,275 options were exercised during the year ended December 31, 2006, 30,000 options were exercised during the year ended December 31, 2008 and the remaining 12,725 of these options were exercised during the quarter ended March 31, 2011.

In March 2002, the Company granted to each director options to purchase 5,000 shares of common stock with an exercise price of \$3.00 per share that vested in connection with their services as a director in 2002. A total of 35,000 options were granted. The options expire in March 2012. In October 2002, 1,411 options were cancelled upon the resignation of a director, 23,589 options were exercised during the year ended

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December 31, 2004, 5,000 options were exercised during the year ended December 31, 2008 and the remaining 5,000 of these options were exercised during the quarter ended March 31, 2011.

In November 2009, the Company granted to one of its employees options to purchase 300,000 shares of common stock with an exercise price of \$14.97. 75,000 options vest and become exercisable annually starting July 1, 2011. The options expire in November 2019. As of September 30, 2011, 75,000 of the options were vested and 300,000 options were outstanding. Total stock-based

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compensation for the three months ended September 30, 2011 and 2010 was \$187,000 for each period. Total stock-based compensation for the nine months ended September 30, 2011 and 2010 was \$562,000 for each period. As of September 30, 2011, there was approximately \$2.1 million of unrecognized stock-based compensation expense related to outstanding stock options. This amount is expected to be recognized over 3.0 years. The Company used a forfeiture rate of 0% as the Company does not have enough historical forfeiture data to estimate the forfeiture rate. To the extent the actual forfeiture rate is different from what we have anticipated, stock-based compensation related to these options will be different from our expectations.

**Note 9: Net Income (Loss) Per Share**

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

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

|  | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|--|-------------------------------------|----------|------------------------------------|----------|
|  | 2011                                | 2010     | 2011                               | 2010     |
| <b>Basic net income (loss) per share:</b>    |                                     |          |                                    |          |
| Net income (loss)                            | \$ 5,926                            | \$ 3,650 | \$ (3,110)                         | \$ 9,370 |
| Weighted average common shares               | 16,396                              | 16,444   | 16,434                             | 16,444   |
| Basic net income (loss) per share            | \$ 0.36                             | \$ 0.22  | \$ (0.19)                          | \$ 0.57  |
| <b>Diluted net income (loss) per share:</b>  |                                     |          |                                    |          |
| Net income (loss)                            | \$ 5,926                            | \$ 3,650 | \$ (3,110)                         | \$ 9,370 |
| Weighted average common shares               | 16,396                              | 16,444   | 16,434                             | 16,444   |
| Effect of dilutive securities: stock options | 108                                 | 9        |                                    | 9        |
| Diluted weighted average common shares       | 16,504                              | 16,453   | 16,434                             | 16,453   |
| Diluted net income (loss) per share          | \$ 0.36                             | \$ 0.22  | \$ (0.19)                          | \$ 0.57  |

All dilutive options outstanding as of September 30, 2011 were included in the computation of diluted net income (loss) per share for the three months.

For the three months ended September 30, 2010, options to purchase approximately 300,000 shares of common stock were not included in the calculation of net loss per share because the effect would have been anti-dilutive.

For the nine months ended September 30, 2011, options to purchase approximately 300,000 shares of common stock were not included in the calculation of net loss per share because the effect would have been anti-dilutive.

For the nine months ended September 30, 2010, options to purchase approximately 300,000 shares of common stock with exercise prices greater than the average fair value of the Company's stock were not included in the calculation because the effect would have been anti-dilutive.

**Note 10: Commitments and Contingencies**

On August 9, 2011, a purported class action lawsuit in the United States District Court for the Southern District of New York, *Tomlinson v. Travelzoo Inc., et al.*, was commenced against the Company and certain former and current officers and directors. Another putative class action lawsuit, *Steamfitters Local 449 Pension Fund v. Travelzoo Inc., et al.*, was also filed in that court and asserted substantially similar claims against the same defendants. Pursuant to the Private Securities Litigation Reform Act of 1995 (PSLRA), the two putative class action lawsuits

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will be consolidated and a lead plaintiff will be selected.

These actions assert claims pursuant to the Securities Exchange Act of 1934 ( Exchange Act ) alleging that the Company issued materially false and misleading statements concerning the Company s business and prospects during the class period from April 21, 2011 to July 21, 2011. The actions seek unspecified damages and we are unable to estimate the possible loss or range of losses that could potentially result from these actions. The Company believes that the actions are without merit and intends to defend the suits vigorously.

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In addition, five shareholder derivative lawsuits, *Wang v. Bartel, et al.*, *Wirth v. Bartel, et al.*, *Kitt v. Bartel, et al.*, *Blatt v. Bartel, et al.*, and *Turansky v. Bartel, et al.*, were filed in the Southern District of New York based on similar allegations that seek to assert claims under state law derivatively on behalf of Travelzoo against certain officers and directors of the Company. The shareholder derivative actions assert that the defendants breached their fiduciary duties under state law by issuing materially false and misleading statements. The actions also allege that certain defendants purportedly sold stock while in possession of material non-public information. The *Kitt* action also includes a claim under Section 14(a) of the Exchange Act that alleges that the Company's May 2, 2011 proxy statement was materially false and misleading. On October 19, 2011, the *Blatt* action was voluntarily dismissed. Plaintiffs in the shareholder derivative actions have moved to consolidate the related actions and to appoint lead counsel and liaison counsel.

The Company leases office space in Canada, France, Germany, Spain, the U.K., and the U.S. under operating leases which expire between July 31, 2011 and November 30, 2021. The future minimum lease payments under these operating leases as of September 30, 2011 total \$14.5 million. The future lease payments consist of \$1,210,000 due in 2011, \$4,220,000 due in 2012, \$3,277,000 due in 2013, \$1,627,000 due in 2014, \$1,498,000 due in 2015, \$1,139,000 in 2016 and \$1,440,000 thereafter.

As discussed above under Note 1, the Company is continuing its program under which it makes cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo Inc. within the required time period. The accompanying condensed consolidated financial statements include a charge in general and administrative expenses of \$60,000 for these cash payments for the three months ended September 30, 2011. The total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company's common stock price. The Company's common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. The Company does not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but the Company believes that only a portion of such requests were valid. As noted above, in order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation. Assuming 100% of the requests from 1998 were valid, and after taking into account the settlement with the State of Delaware referred to above in Note 1, former stockholders of Travelzoo.com Corporation holding approximately 1.0 million shares had not submitted claims under the program as of September 30, 2011.

### **Note 11: Income Taxes**

In determining the quarterly provisions for income taxes, the Company uses an estimated annual effective tax rate which is based on our expected annual income and statutory tax rates in the U.S. The effective tax rate does not reflect any tax benefits from the losses of our foreign operations. For the nine months ended September 30, 2011, our effective tax rate was 145%. For the nine months ended September 30, 2011, the \$20.0 million expense for the settlement with the State of Delaware was treated as having no recognizable tax benefits.

At September 30, 2011, the Company had approximately \$2.1 million in total unrecognized tax benefits. Unrecognized tax benefits of approximately \$772,000 which, if recognized, would favorably affect the Company's effective income tax rate, and unrecognized tax benefits of approximately \$1.2 million which if recognized, would be recorded in discontinued operations.

The Company's policy is to include interest and penalties related to unrecognized tax positions in income tax expense. As of September 30, 2011 and December 31, 2010, the Company had approximately \$126,000 and \$83,000, respectively, in accrued interest related to uncertain tax positions. The Company has not accrued any penalties related to our uncertain tax positions as we believe that it is more likely than not that there will not be any assessment of penalties. The Company files income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. The Company is subject to U.S. federal and certain state tax examinations for years after 2007 and is subject to California tax examinations for years after 2004.

### **Note 12: Segment Reporting and Significant Customer Information**

The Company manages its business geographically and has two reportable operating segments: North America and Europe. North America consists of the Company's operations in Canada and the U.S. Europe consists of the Company's operations in France, Germany, Spain, and the U.K.

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



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

|   | <b>North<br/>America</b> | <b>Europe</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---|--------------------------|---------------|--------------|--------------------|---------------------|
| <b>Three months ended September 30, 2011:</b> |                          |               |              |                    |                     |
| Revenues from unaffiliated customers          | \$ 27,944                | \$ 10,717     | \$           | \$                 | \$ 38,661           |
| Intersegment revenues                         | 130                      | 30            |              | (160)              |                     |
| <b>Total net revenues</b>                     | <b>28,074</b>            | <b>10,747</b> |              | <b>(160)</b>       | <b>38,661</b>       |
| Operating income                              | 7,811                    | 1,414         |              |                    | 9,225               |

|   | <b>North<br/>America</b> | <b>Europe</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---|--------------------------|---------------|--------------|--------------------|---------------------|
| <b>Three months ended September 30, 2010:</b> |                          |               |              |                    |                     |
| Revenues from unaffiliated customers          | \$ 21,196                | \$ 6,497      | \$           | \$                 | \$ 27,693           |
| Intersegment revenues                         | 57                       | 14            |              | (71)               |                     |
| <b>Total net revenues</b>                     | <b>21,253</b>            | <b>6,511</b>  |              | <b>(71)</b>        | <b>27,693</b>       |
| Operating income (loss)                       | 5,457                    | 248           |              |                    | 5,705               |

|  | <b>North<br/>America</b> | <b>Europe</b> | <b>Other(a)</b> | <b>Elimination</b> | <b>Consolidated</b> |
|--|--------------------------|---------------|-----------------|--------------------|---------------------|
| <b>Nine months ended September 30, 2011:</b> |                          |               |                 |                    |                     |
| Revenues from unaffiliated customers         | \$ 83,048                | \$ 30,138     | \$              | \$                 | \$ 113,186          |
| Intersegment revenues                        | 342                      | 92            |                 | (434)              |                     |
| <b>Total net revenues</b>                    | <b>83,390</b>            | <b>30,230</b> |                 | <b>(434)</b>       | <b>113,186</b>      |
| Operating income (loss)                      | 23,605                   | 3,242         | (20,000)        |                    | 6,847               |

(a) Amount represents settlement of State of Delaware unclaimed property review

|  | <b>North<br/>America</b> | <b>Europe</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|--|--------------------------|---------------|--------------|--------------------|---------------------|
| <b>Nine months ended September 30, 2010:</b> |                          |               |              |                    |                     |
| Revenues from unaffiliated customers         | \$ 65,716                | \$ 18,601     | \$           | \$                 | \$ 84,317           |
| Intersegment revenues                        | 128                      | 79            |              | (207)              |                     |
| <b>Total net revenues</b>                    | <b>65,844</b>            | <b>18,680</b> |              | <b>(207)</b>       | <b>84,317</b>       |
| Operating income (loss)                      | 18,310                   | (1,511)       |              | 2                  | 16,801              |

|                                  | <b>North<br/>America</b> | <b>Europe</b> | <b>Elimination</b> | <b>Consolidated</b> |
|----------------------------------|--------------------------|---------------|--------------------|---------------------|
| <b>As of September 30, 2011:</b> |                          |               |                    |                     |
| Long-lived assets                | \$ 3,677                 | \$ 634        | \$                 | \$ 4,311            |
| Total assets                     | 70,104                   | 23,530        | (32,206)           | 61,428              |

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| <b>As of December 31, 2010:</b> | <b>North<br/>America</b> | <b>Europe</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---------------------------------|--------------------------|---------------|--------------------|---------------------|
| Long-lived assets               | \$ 4,329                 | \$ 154        | \$                 | \$ 4,483            |
| Total assets                    | 85,658                   | 10,490        | (30,146)           | 66,002              |

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

For the three and nine months ended September 30, 2011 and 2010, the Company did not have any customers that accounted for 10% or more of revenue. As of September 30, 2011 and December 31, 2010, the Company did not have any customers that accounted for 10% or more of accounts receivable.

### **Note 13: Comprehensive Income (Loss)**

Comprehensive income (loss) consists of two components, net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) refers to gains or losses that under generally accepted accounting principles are recorded as an element of stockholders' equity but are excluded from net income (loss). The Company's other comprehensive income (loss) is comprised of foreign currency translation adjustments.

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The following are components of comprehensive income (loss) (in thousands):

|  | Three Months  |               | Nine Months Ended |          |
|--|---------------|---------------|-------------------|----------|
|  | Ended         |               | September 30,     |          |
|  | September 30, | September 30, | 2011              | 2010     |
|  | 2011          | 2010          | 2011              | 2010     |
| Net income (loss)                        | \$ 5,926      | \$ 3,650      | \$ (3,110)        | \$ 9,370 |
| Other comprehensive income (loss):       |               |               |                   |          |
| Foreign currency translation adjustments | \$ (471)      | \$ 215        | \$ (268)          | \$ 158   |
| Total comprehensive income (loss)        | \$ 5,455      | \$ 3,865      | \$ (3,378)        | \$ 9,528 |

**Note 14: Related Party Transaction**

In July 2010, the Company entered into an independent contractor agreement with Holger Bartel, the Company's former Chief Executive Officer, the Company's Chairman and brother of Ralph Bartel, who controls the Company, to provide consulting services. Fees for these services rendered during the quarter ended September 30, 2011 totaled approximately \$43,000. On October 1, 2011, Holger Bartel became a full time employee of Travelzoo Inc.

**Note 15: Stock Repurchase Program**

In August 2011, the Company announced a share repurchase program authorizing the repurchase of up to 500,000 shares of common stock. The repurchase program assists in offsetting the impact of dilution from employee equity compensation and was based upon market conditions and consideration of capital allocation. During the three months ended September 30, 2011, the Company purchased 500,000 shares of common stock for an aggregate purchase price of \$15.1 million and completed the share repurchases under this program. The 500,000 shares repurchased are recorded as part of treasury stock as of September 30, 2011.

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

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

**Overview**

Travelzoo Inc. (the Company, or Travelzoo) is a global Internet media company. We inform over 24 million subscribers in North America, Europe and Asia Pacific, as well as millions of website users, about the best travel and entertainment deals available from thousands of companies. Our deal experts source, research and test-book offers, recommending only those that meet Travelzoo's rigorous quality standards. We provide travel companies, entertainment companies and local businesses with a fast, flexible, and cost-effective way to reach millions of consumers. Our revenues are generated primarily from advertising fees. In Asia Pacific, the Travelzoo business is operated by Travelzoo (Asia) Ltd. and Travelzoo Japan K.K. under a License agreement with Travelzoo Inc.

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Our publications and products include the *Travelzoo* websites ([www.travelzoo.com](http://www.travelzoo.com), [www.travelzoo.ca](http://www.travelzoo.ca), [www.travelzoo.co.uk](http://www.travelzoo.co.uk), [www.travelzoo.de](http://www.travelzoo.de), [www.travelzoo.es](http://www.travelzoo.es), [www.travelzoo.fr](http://www.travelzoo.fr), among others), the *Travelzoo Top 20* e-mail newsletter, and the *Newsflash* e-mail alert service. We operate *SuperSearch*, a pay-per-click travel search tool, and the *Travelzoo Network*, a network of third-party websites that list deals published by Travelzoo. We also operate *Fly.com*, a travel search engine that allows users to quickly and easily find the best prices on flights from hundreds of airlines and online travel agencies. In August 2010, we launched *Local Deals*, a new service that allows our subscribers to purchase vouchers for deals from local businesses such as spas and restaurants through the *Travelzoo* website. Vouchers are redeemable at the local businesses during the promotional period. We receive a percentage of the face value of the voucher from the local businesses.

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On October 31, 2009, we completed the sale of our Asia Pacific operating segment to Azzurro Capital Inc. and its wholly-owned subsidiaries, Travelzoo (Asia) Limited and Travelzoo Japan K.K. We have not had significant ongoing involvement with the operations of the Asia Pacific operating segment and have not had material economic interests in the Asia Pacific operating segment since the completion of the sale. Starting November 1, 2009, the *Travelzoo* websites in Asia Pacific (cn.travelzoo.com, www.travelzoo.co.jp, www.travelzoo.com.au, www.travelzoo.com.hk, www.travelzoo.com.tw, among others), the *Travelzoo Top 20* e-mail newsletters in Asia Pacific and the *Newsflash* e-mail alert service in Asia Pacific have been published by Travelzoo (Asia) Limited and Travelzoo Japan K.K., under a license agreement with the Company. There is a reciprocal revenue-sharing agreement among the entities operating the *Travelzoo* business in Asia Pacific and the Company related to cross-selling audiences, channels and offers. More than 2,000 companies use our services, including American Airlines, Avis Rent A Car, British Airways, Harrah's Entertainment, Expedia, Fairmont Hotels and Resorts, Interstate Hotels & Resorts, JetBlue Airways, Kimpton Hotels, Liberty Travel, Marriott Hotels, Royal Caribbean, Spirit Airlines, Starwood Hotels & Resorts Worldwide, United Airlines, and Virgin Atlantic.

Our revenues are primarily advertising revenues, consisting principally of listing fees paid by travel companies, entertainment companies and local businesses to advertise their offers on Travelzoo's media properties. Listing fees are based on audience reach, placement, number of listings, number of impressions, number of click-throughs, number of referrals or percentage of the face value of vouchers sold. Insertion orders are typically for periods between one month and twelve months and are not automatically renewed. Merchant agreements for *Local Deals* advertisers are typically for the period of the voucher redemption period.

We have two operating segments based on geographic regions: North America and Europe. North America consists of our operations in Canada and the U.S. Europe consists of our operations in France, Germany, Spain, and the U.K. For the quarter ended September 30, 2011, European operations were 27% of revenues. Financial information with respect to our business segments and certain financial information about geographic areas appears in Note 12 to the accompanying consolidated financial statements.

When evaluating the financial condition and operating performance of the Company, management focuses on the following financial and non-financial indicators:

Growth in the number of subscribers to the Company's newsletters and page views of the homepages of the *Travelzoo* websites;

Operating margin;

Growth in revenues in the absolute and relative to the growth in reach of the Company's publications; and

Revenue per employee as a measure of productivity.

### **Critical Accounting Policies**

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

#### *Revenue Recognition*

We recognize revenue on arrangements in accordance with the SEC Staff Accounting Bulletin for revenue recognition. We recognize advertising revenues in the period in which the advertisement is displayed, provided that evidence of an arrangement exists, the fees are fixed or determinable and collection of the resulting receivable is reasonably assured. If fixed-fee advertising is displayed over a term greater than one month, revenues are recognized ratably over the period as described below. The majority of insertion orders have terms that begin and end in a quarterly reporting period. In the cases where at the end of a quarterly reporting period the term of an insertion order is not complete, the Company allocates the total arrangement fee to each element based on the relative estimated selling price of each element. The Company recognizes revenue for the period based on elements delivered during the period. The Company uses prices stated on its internal rate card, which represents stand-alone sales prices, to establish estimated selling prices. The stand-alone price is the price that would be charged if the advertiser

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purchased only the individual insertion. Fees for variable-fee advertising arrangements are recognized based on the number of impressions displayed, number of clicks delivered, or number of referrals generated during the period.

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Under these policies, no revenue is recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is deemed reasonably assured. The Company evaluates each of these criteria as follows:

*Evidence of an arrangement.* We consider an insertion order signed by the client or its agency to be evidence of an arrangement.

*Delivery.* Delivery is considered to occur when the advertising has been displayed and, if applicable, the click-throughs have been delivered.

*Fixed or determinable fee.* We consider the fee to be fixed or determinable if the fee is not subject to refund or adjustment and payment terms are standard.

*Collection is deemed reasonably assured.* Collection is deemed reasonably assured if we expect that the client will be able to pay amounts under the arrangement as payments become due. If we determine that collection is not reasonably assured, then we defer the revenue and recognize the revenue upon cash collection. Collection is deemed not reasonably assured when a client is perceived to be in financial distress, which may be evidenced by weak industry conditions, a bankruptcy filing, or previously billed amounts that are past due.

Revenue from advertising sold to clients through agencies is reported at the net amount billed to the agency.

During the third quarter of 2010, the Company started selling vouchers for deals from local businesses such as spas and restaurants. The Company earns a fee for acting as an agent in these transactions which is recorded on a net basis and is included in revenue upon completion of the voucher sale. Certain merchant contracts in foreign locations allow us to retain fees related to vouchers sold that are not redeemed by purchasers upon expiration, which we recognize as revenue after the expiration of the redemption period and after there are no further obligations to provide funds to merchants, subscribers or others. At the time revenue is recorded for these voucher sales, we record an allowance for estimated subscriber refunds based on our historical experience. We accrue costs associated with refunds in accrued expenses on the consolidated balance sheets. Estimated subscriber refunds that are determined to be recoverable from the merchant are recorded in the consolidated statements of operations as a reduction to revenue. Estimated subscriber refunds that are determined to not be recoverable from the merchant, are presented as a cost of revenue. If our judgments regarding estimated subscriber refunds are inaccurate, reported results of operations could differ from the amount we previously accrued.

### *Allowance for Doubtful Accounts*

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

### *Liability to Former Stockholders*

The Company is continuing its program under which it makes cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo Inc. within the required time period. We account for the cost of this program as an expense recorded in general and administrative expenses. The ultimate total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company's common stock price. The Company's common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. We do not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid. We believe that only a portion of such requests were valid. In order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation.

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Since the total cost of the program is not reliably estimable, the amount of expense recorded in a period is equal to the number of actual claims received during the period multiplied by (i) the number of shares held by each individual former stockholder and (ii) the applicable settlement price based on the recent price of our common stock at the date the claim is received as stipulated by the program. Requests are generally paid within 30 days of receipt. Please refer to Note 10 to our unaudited condensed consolidated financial statements for further details about potential liabilities to former stockholders.

**Table of Contents****Results of Operations**

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

|                                   | Three Months                   |        | Nine Months Ended     |        |
|-----------------------------------|--------------------------------|--------|-----------------------|--------|
|                                   | Ended<br>September 30,<br>2011 | 2010   | September 30,<br>2011 | 2010   |
| Revenues                          | 100.0%                         | 100.0% | 100.0%                | 100.0% |
| Cost of revenues                  | 10.9                           | 6.3    | 8.5                   | 6.0    |
| Gross profit                      | 89.1                           | 93.7   | 91.5                  | 94.0   |
| Operating expenses:               |                                |        |                       |        |
| Sales and marketing               | 43.3                           | 49.2   | 45.6                  | 50.6   |
| General and administrative        | 21.9                           | 23.9   | 22.2                  | 23.5   |
| Settlement with State of Delaware |                                |        | 17.7                  |        |
| Total operating expenses          | 65.2                           | 73.1   | 85.5                  | 74.1   |
| Income (loss) from operations     | 23.9                           | 20.6   | 6.0                   | 19.9   |
| Other income and expenses, net    |                                | 0.3    | 0.1                   | (0.1)  |
| Income (loss) before income taxes | 23.9                           | 20.9   | 6.1                   | 19.8   |
| Income taxes                      | 8.5                            | 7.7    | 8.9                   | 8.7    |
| Net income (loss)                 | 15.4%                          | 13.2%  | (2.8)%                | 11.1%  |

For the three months ended September 30, 2011, we reported income from operations of approximately \$9.2 million. Our operating margin increased to 23.9% for the three months ended September 30, 2011 compared to 20.6% for the same period last year. The main reason for the increase in operating margin is our operating expenses as a percentage of revenue decreased, offset by an increase in cost of revenue as a percentage of revenues for the three months ended September 30, 2011 compared to the three months ended September 30, 2010 (see Operating Expenses and Cost of Revenue below).

For the nine months ended September 30, 2011, we reported income from operations of approximately \$6.8 million, which included a non-recurring expense item of \$20.0 million related to the settlement of the State of Delaware unclaimed property review. Our operating margin decreased to 6.0% for the nine months ended September 30, 2011 compared to 19.9% for the same period last year. The main reasons for the decrease in operating margin is the non-recurring \$20.0 million expense related to the settlement of the State of Delaware unclaimed property review.

We do not know what our sales and marketing expenses as a percentage of revenues will be in future periods. Increased competition in our industry may require us to increase advertising for our brand and for our products. Increases in the average cost of acquiring new subscribers (see Subscriber Acquisition below) may result in an increase of sales and marketing expenses as a percentage of revenues. We may decide to accelerate our subscriber acquisition for various strategic and tactical reasons and, as a result, increase our marketing expenses. We may see a unique opportunity for a brand marketing campaign that will result in an increase of marketing expenses. Further, our strategy to replicate our business model in selected foreign markets (see Growth Strategy below) may result in a significant increase in our sales and marketing expenses and have a material adverse impact on our results of operations. We expect fluctuations of sales and marketing expenses as a percentage of revenues from quarter to quarter. Some of the fluctuations may be significant and have a material impact on our results of operations.

We do not know what our general and administrative expenses as a percentage of revenues will be in future periods. There may be fluctuations that have a material impact on our results of operations. We expect our headcount to continue to increase in the future. The Company's headcount is one of the main drivers of general and administrative expenses. Therefore, we expect our absolute general and administrative expenses to continue to increase. In addition, we expect our expansion into foreign markets to result in a significant additional increase in our general and administrative expenses. Our general and administrative expenses as a percentage of revenues may also fluctuate depending on the number of requests received related to a program under which the Company intends to make cash payments to people who establish that they were former

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stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo Inc. within the required time period.

**Table of Contents****Reach**

The following table sets forth the number of subscribers of each of our e-mail publications in North America and Europe as of September 30, 2011 and 2010 and the total number of page views for the homepages of the *Travelzoo* websites in North America and Europe for the six months ended September 30, 2011 and 2010. Management considers the page views for the *Travelzoo* homepages as indicators for the growth of website traffic. Management reviews these non-financial metrics for two reasons: First, to monitor our progress in increasing the reach of our products. Second, to evaluate whether we are able to convert higher reach into higher revenues.

|  | September 30,                   |            | Year-over-Year |
|--|---------------------------------|------------|----------------|
|  | 2011                            | 2010       | Change         |
| <b>Subscribers:</b>  |                                 |            |                |
| North America <i>Travelzoo Top 20</i>                        | 14,740,000                      | 13,545,000 | 9%             |
| <i>Newsflash</i>   | 13,336,000                      | 11,972,000 | 11%            |
| Europe <i>Travelzoo Top 20</i>                               | 5,519,000                       | 4,397,000  | 26%            |
| <i>Newsflash</i>   | 5,485,000                       | 4,337,000  | 26%            |
| <br>   |                                 |            |                |
|  | Nine Months Ended September 30, |            | Year-over-Year |
|  | 2011                            | 2010       | Change*        |
| <b>Page views of homepages of <i>Travelzoo</i> websites:</b> |                                 |            |                |
| North America  | 29,702,000                      | 29,819,000 | (0.4)%         |
| Europe   | 16,750,000                      | 13,712,000 | 22%            |

\* The comparability of year-over-year changes of page views of the homepages of *Travelzoo* websites may be limited due to the design and navigation of the websites.

In North America, revenues for the nine months ended September 30, 2011 increased by 27% from the same period last year. The total number of subscribers in North America to the *Travelzoo Top 20* e-mail newsletter as of September 30, 2011 increased by 9% compared to September 30, 2010 and page views of the homepages of the *Travelzoo* websites in North America for the nine months ended September 30, 2011 decreased less than 1% from the same period last year. In North America, revenues increased at a higher rate of growth than the rate of growth in subscribers to the *Travelzoo Top 20* e-mail newsletter, despite the decline in page views of the homepages of the *Travelzoo* websites in North America, primarily due to our *Local Deals* service.

In Europe, revenues for the nine months ended September 30, 2011 increased by 62% from the same period last year. The total number of subscribers in Europe to the *Travelzoo Top 20* e-mail newsletter as of September 30, 2011 increased by 26% compared to September 30, 2010 and page views of the homepages of the *Travelzoo* websites in Europe increased by 22% from the same period last year. In Europe, revenues increased at a higher rate than the rate of growth in subscribers to the *Travelzoo Top 20* e-mail newsletter and the rate of growth in page views of the homepages of the *Travelzoo* websites in Europe due primarily to our *Local Deals* service.

**Revenues**

Our total revenues increased to \$38.7 million for the three months ended September 30, 2011 from \$27.7 million for the three months ended September 30, 2010. This represents an increase of \$11.0 million or 40%. Revenue from our operations in North America increased by \$6.8 million, or 32% year-over-year, which was primarily due to a \$6.5 million increase in revenues from our publications, including the *Travelzoo* website, the *Top 20* e-mail newsletter, the *Newsflash* e-mail alert service, and the *Local Deals* e-mail alert service. Revenue from our operations in Europe increased by \$4.2 million, or 65% year-over-year, which was attributed primarily to a \$3.7 million increase in revenue from our publications, including the *Travelzoo* website, the *Top 20* e-mail newsletter, the *Newsflash* e-mail alert service and the *Local Deals* e-mail alert service. In local currency terms, revenues from our operations in Europe increased 59% year-over-year. The weakening of the U.S. dollar relative to the British Pound Sterling and the Euro in the three months ended September 30, 2011 compared to the three months ended September 30, 2010 had a favorable impact on the revenues from our operations in Europe. Had foreign exchange rates remained constant in these periods, revenues from our operations in Europe for the three months ended September 30, 2011 would have been approximately \$580,000 lower than reported revenues of \$10.7 million.

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Our total revenues increased to \$113.2 million for the nine months ended September 30, 2011 from \$84.4 million for the nine months ended September 30, 2010. This represents an increase of \$28.9 million or 34%. \$17.3 million of the increase in revenues came from our operations in North America and was attributed primarily to a \$17.0 million increase in revenues from our publications, which includes the *Travelzoo* websites, the *Top 20* e-mail newsletter, and the *Newsflash* e-mail alert service and the *Local Deals* e-mail alert service. \$11.5 million of the increase in revenues came from our operations in Europe, which had an increase

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of 62% in revenues year-over-year, and was attributed primarily to a \$10.1 million increase in revenue from our publications, which includes the *Travelzoo* websites, the *Top 20* e-mail newsletter. In local currency terms, revenues from our operations in Europe increased 54% year-over-year. The weakening of the U.S. dollar relative to the British Pound Sterling and the Euro in the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 had a favorable impact on the revenues from our operations in Europe. Had foreign exchange rates remained constant in these periods, revenues from our operations in Europe for the nine months ended September 30, 2011 would have been approximately \$1.6 million lower than reported revenues of \$30.1 million.

For the three and nine months ended September 30, 2011 and September 30, 2010, none of our customers accounted for 10% or more of our revenue.

Management believes that our ability to increase revenues in the future depends mainly on the following factors:

Our ability to increase our advertising rates;

Our ability to sell more advertising to existing clients;

Our ability to increase the number of clients;

Our ability to develop new revenue streams;

Our ability to launch new products; and

Our ability to attract and retain merchants who offer compelling deals on their services and our ability to sell vouchers for these deals to consumers.

We believe that we can increase our advertising rates if the reach of our publications increases. We do not know if we will be able to increase the reach of our publications. We believe that we can sell more advertising if the market for online advertising continues to grow and if we can maintain or increase our market share. We believe that the market for online advertising continues to grow. We do not know if we will be able to maintain or increase our market share. We historically have increased the number of clients in every year since inception. We do not know if we will be able to increase the number of clients in the future. We do not know if we will have market acceptance of any new products.

Our goal is to increase our advertising rates at least once a year in each market, preferably as of January 1 of each year. We increased advertising rates on select listings in the U.S. on January 1, 2011 and 2010 due in part to the increase in the reach of our publications. We increased advertising rates on select listings in Europe on April 25, 2011, November 1, 2010, May 1, 2010, and January 1, 2010 due in part to the increase in the reach of our publications. In the U.S. and Europe, we decided not to increase advertising rates on all listings in 2011 and 2010 due to intense competition in our industry. We intend to continue reviewing advertising rates and considering increases once a year as of January 1. However, there is no assurance that we will increase our advertising rates. Depending on the level of competition in the industry and the condition of the online advertising market, we may decide not to increase our advertising rates in all or certain markets.

Average annualized revenue per employee decreased to \$433,000 for the three months ended September 30, 2011 from \$477,000 for the three months ended September 30, 2010.

### ***Cost of Revenues***

Cost of revenues consists primarily of network expenses, including fees we pay for co-location services and depreciation and maintenance of network equipment, payments made to third-party partners of the *Travelzoo Network*, fees we pay related to user searches on *Fly.com*, amortization of capitalized website development costs, credit card fees, certain estimated subscriber refunds and customer service costs associated with vouchers we sell, and salary expenses associated with network operations and customer service staff. Our cost of revenues

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increased to \$4.2 million for the three months ended September 30, 2011 from \$1.7 million for the three months ended September 30, 2010. As a percentage of revenue, cost of revenues increased to 10.9% for the three months ended September 30, 2011 from 6.3% for the three months ended September 30, 2010. The \$2.5 million increase in cost of revenues for the three months ended September 30, 2011 compared to the three months ended September 30, 2010 was primarily due to an \$839,000 increase in credit card fees, a \$603,000 increase in estimated subscriber refunds associated with vouchers we sell, and a \$230,000 increase in payments made to third-party partners of the *Travelzoo Network*.

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Our cost of revenues increased to \$9.6 million for the nine months ended September 30, 2011 from \$5.0 million for the nine months ended September 30, 2010. As a percentage of revenue, cost of revenues increased to 8.5% for the nine months ended September 30, 2011 from 5.9% for the nine months ended September 30, 2010. The \$4.6 million increase in cost of revenues for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 was primarily due to a \$1.5 million increase in credit card fees, a \$1.1 million increase in subscriber refunds and related service associated with vouchers we sell, and an \$847,000 increase in customer service expense.

### ***Operating Expenses***

#### ***Sales and Marketing***

Sales and marketing expenses consist primarily of advertising and promotional expenses, salary expenses associated with sales, marketing and production staff, expenses related to our participation in industry conferences, and public relations expenses. Sales and marketing expenses increased to \$16.7 million for the three months ended September 30, 2011 from \$13.6 million for the three months ended September 30, 2010. The goal of our advertising was to acquire new subscribers for our e-mail products, increase the traffic to our websites, and increase brand awareness for *Travelzoo* and *Fly.com*. The \$3.1 million increase in sales and marketing expenses for the three months ended September 30, 2011 compared to the three months ended September 30, 2010 was primarily due to a \$2.6 million increase in salary and employee related expenses due primarily to an increase in headcount, a \$940,000 increase in advertising to acquire traffic to our *Travelzoo* website, offset by a \$959,000 decrease in subscriber acquisition expense. For the three months ended September 30, 2011 and 2010, advertising expenses accounted for 50% and 59%, respectively, of total sales and marketing expenses.

Sales and marketing expenses increased to \$51.6 million for the nine months ended September 30, 2011 from \$42.7 million for the nine months ended September 30, 2010. The \$8.9 million increase in sales and marketing expenses for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 was primarily due to a \$6.3 million increase in salary and employee related expenses due primarily to an increase in headcount, a \$2.0 million dollar increase in television advertising expense and a \$1.9 million increase in advertising to acquire traffic to our *Travelzoo* website, offset by a \$626,000 decrease in marketing expenses for *Fly.com*, and a \$1.5 million decrease in subscriber acquisition expense. For the nine months ended September 30, 2011 and 2010, advertising expenses accounted for 54% and 58%, respectively, of total sales and marketing expenses.

Our goal is to increase our revenues from advertising sales. One important factor that drives our revenues is our advertising rates. We believe that we can increase our advertising rates only if the reach of our publications increases. In order to increase the reach of our publications, we have to acquire a significant number of new subscribers in every quarter and continue to promote our brand. One significant factor that impacts our advertising expenses is the average cost per acquisition of a new subscriber. We believe that the average cost per acquisition depends mainly on the advertising rates which we pay for media buys, our ability to manage our subscriber acquisition efforts successfully, and the degree of competition in our industry.

In May 2005, we began operations in the U.K. In 2006, we began operations in Canada, Germany, and Spain. In 2007, we began operations in France. The continuing build-up of our business in Europe is expected to result in a relatively high level of sales and marketing expense in the foreseeable future.

#### ***General and Administrative***

General and administrative expenses consist primarily of compensation for administrative, executive, and software development staff, fees for professional services, rent, bad debt expense, amortization of intangible assets, and general office expense. General and administrative expenses increased to \$8.5 million for the three months ended September 30, 2011 from \$6.6 million for the three months ended September 30, 2010. The \$1.9 million increase in general and administrative expenses was primarily due to an \$841,000 increase in salary and employee related expenses due primarily to an increase in headcount, a \$619,000 increase in rent, office and insurance expense and a \$423,000 increase in professional services expense.

General and administrative expenses increased to \$25.2 million for the nine months ended September 30, 2011 from \$19.8 million for the nine months ended September 30, 2010. The \$5.3 million increase in general and administrative expenses was primarily due to a \$1.7 million increase in rent and office expense, a \$1.7 million increase in salary and employee related expenses due primarily to an increase in headcount, and a \$942,000 increase in professional services expense.

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In the nine months ended September 30, 2011 and 2010, the Company recorded expenses of \$166,000 and \$10,000, respectively, related to a program under which the Company makes cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for shares in Travelzoo Inc. within the required time period. The expenses are based on the number of actual valid claims received and the Company's stock price. We cannot reliably estimate future expenses incurred under this program because it is based on the number of valid requests received and future levels of the Company's common stock price.

We expect our headcount to increase in the future. The Company's headcount is one of the main drivers of general and administrative expenses. Therefore, we expect our general and administrative expenses to continue to increase.

Our strategy to replicate our business model in foreign markets is expected to result in a significant additional increase in our general and administrative expenses in the foreseeable future.

*Settlement with State of Delaware*

On April 21, 2011, the Company entered into an agreement with the State of Delaware resolving all claims relating to a previously-announced unclaimed property review. The primary issue raised in the preliminary findings from the review, received by the Company on April 12, 2011, concerned the shares of Travelzoo which have not been claimed by former shareholders of Travelzoo.com Corporation following a 2002 merger, as previously disclosed in the company's report on Form 10-K. In the preliminary findings under the unclaimed property review, up to 3.0 million shares were identified as "demandable" under Delaware escheat laws. While the Company continues to take the position that such shares were issuable only to persons who establish their eligibility as shareholders, the Company determined that it was in its best interest to promptly resolve all claims relating to the unclaimed property review. Under the terms of the agreement, the Company made a \$20.0 million cash payment to the State of Delaware on April 27, 2011 and received a complete release of those claims. The \$20.0 million payment was recorded as an expense in the three months ended March 31, 2011.

***Subscriber Acquisition***

The table set forth below provides for each quarter in 2009, 2010, and the first two quarters of 2011, an analysis of our average cost for acquisition of new subscribers for our *Travelzoo Top 20* newsletter, our *Newsflash* e-mail alert service and the *Local Deals* e-mail alert service for our North America and Europe operating segments.

The table includes the following data:

Average Cost per Acquisition of a New Subscriber: The quarterly cost of consumer marketing programs whose purpose was primarily to acquire new subscribers, divided by total new subscribers added during the quarter.

New Subscribers: Total new subscribers who signed up for at least one of our e-mail publications throughout the quarter. This is an unduplicated subscriber number, meaning a subscriber who signed up for two or more of our publications is only counted once.  
Subscribers Removed From List: Subscribers who were removed from our lists throughout the quarter either as a result of their requesting removal, or based on periodic list maintenance after we determined that the e-mail address was likely no longer valid.

Balance: The number of subscribers at the end of the quarter, computed by taking the previous quarter's subscriber balance, adding new subscribers during the current quarter, and subtracting subscribers removed from list during the current quarter.

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North America:

| Period  | Average Cost per Acquisition of |                    |           | Subscribers<br>Removed<br>From List | Balance |
|---------|---------------------------------|--------------------|-----------|-------------------------------------|---------|
|         | a<br>New<br>Subscriber          | New<br>Subscribers |           |                                     |         |
| Q1 2009 | \$ 2.29                         | 720,320            | (259,537) | 11,743,526                          |         |
| Q2 2009 | \$ 2.15                         | 885,031            | (277,439) | 12,351,118                          |         |
| Q3 2009 | \$ 1.80                         | 1,076,367          | (418,417) | 13,009,068                          |         |
| Q4 2009 | \$ 1.61                         | 619,831            | (380,626) | 13,248,273                          |         |
| Q1 2010 | \$ 1.89                         | 1,009,235          | (434,754) | 13,822,754                          |         |
| Q2 2010 | \$ 1.62                         | 719,777            | (492,527) | 14,050,004                          |         |
| Q3 2010 | \$ 1.60                         | 804,892            | (689,727) | 14,165,169                          |         |
| Q4 2010 | \$ 1.14                         | 540,703            | (432,071) | 14,273,801                          |         |
| Q1 2011 | \$ 1.74                         | 879,185            | (334,491) | 14,818,495                          |         |
| Q2 2011 | \$ 1.16                         | 826,846            | (378,548) | 15,266,793                          |         |
| Q3 2011 | \$ 0.66                         | 690,795            | (392,890) | 15,564,698                          |         |

Europe:

| Period  | Average Cost per Acquisition of |                    |           | Subscribers<br>Removed<br>From List | Balance |
|---------|---------------------------------|--------------------|-----------|-------------------------------------|---------|
|         | a<br>New<br>Subscriber          | New<br>Subscribers |           |                                     |         |
| Q1 2009 | \$ 3.09                         | 295,450            | (40,542)  | 2,477,583                           |         |
| Q2 2009 | \$ 2.74                         | 408,026            | (52,491)  | 2,833,118                           |         |
| Q3 2009 | \$ 3.53                         | 541,509            | (99,396)  | 3,275,231                           |         |
| Q4 2009 | \$ 3.97                         | 443,280            | (117,519) | 3,600,992                           |         |
| Q1 2010 | \$ 3.65                         | 478,518            | (117,617) | 3,961,893                           |         |
| Q2 2010 | \$ 4.31                         | 400,549            | (116,273) | 4,246,169                           |         |
| Q3 2010 | \$ 2.90                         | 423,310            | (144,895) | 4,524,584                           |         |
| Q4 2010 | \$ 3.30                         | 310,378            | (220,941) | 4,614,021                           |         |
| Q1 2011 | \$ 3.14                         | 629,720            | (118,382) | 5,125,359                           |         |
| Q2 2011 | \$ 2.26                         | 438,720            | (98,048)  | 5,466,031                           |         |
| Q3 2011 | \$ 2.76                         | 399,215            | (127,932) | 5,737,314                           |         |

In North America, we noted a trend of decreasing average cost per acquisition of a new subscriber ( CPA ) in 2009 after a period of increasing CPA and a decrease in CPA in the second, third quarters and fourth quarter of 2010 from the first quarter of 2010. We do not consider the decreases in CPA to be indicative of a longer-term trend or to indicate that our CPA is likely to stay at this level or is likely to decrease further.

In Europe, we see a large fluctuation in the CPA. The CPA fluctuates from quarter to quarter and from country to country. The decrease in CPA in the third quarter of 2010 from the second quarter of 2010 is in part due to an improved method of subscriber acquisition. We do not consider this decrease in CPA to be indicative of a longer-term trend or to indicate that our CPA is likely to stay at this level or is likely to decrease further.

Future increases in CPA are likely to result in higher absolute marketing expenses and potentially higher relative marketing expenses as a percentage of revenue. Going forward, we expect continued upward pressure on online advertising rates and continued activity from competitors, which will likely increase our CPA over the long term. The effect on operations is that greater absolute and relative marketing expenditures may be necessary to continue to grow the reach of our publications. However, it is possible that the factors driving subscriber acquisition cost increases can be partially or completely offset by new or improved methods of subscriber acquisition using techniques which are under evaluation.

**Segment Information**

We have presented the business segments in this report based on our organizational structure as of September 30, 2011.

**North America**

|   | Three Months Ended September 30, |           | Nine Months Ended September 30, |           |
|---|----------------------------------|-----------|---------------------------------|-----------|
|   | 2011                             | 2010      | 2011                            | 2010      |
|   | (In thousands)                   |           | (In thousands)                  |           |
| Net revenues                              | \$ 28,074                        | \$ 21,253 | \$ 83,390                       | \$ 65,844 |
| Income from operations                    | 7,811                            | 5,457     | 23,605                          | 18,310    |
| Income from operations as a % of revenues | 27.8%                            | 25.7%     | 28.3%                           | 27.8%     |

In North America, revenues increased \$6.8 million, or 32%, for the three months ended September 30, 2011 compared to the same period in 2010 (see Revenues above). Sales and marketing expense increased to \$10.8 million, or 38% of revenue, for the three months ended September 30, 2011 from \$9.5 million, or 45% of revenue for the three months ended September 30, 2010. The \$1.3 million increase in sales and marketing expense was primarily due to a \$1.6 million dollar increase in salary and employee related expenses due primarily to an increase in headcount, and a \$741,000 increase in advertising to acquire traffic to our websites, offset by an \$833,000 decrease in subscriber acquisition expense and a \$492,000 decrease in marketing expense for *Fly.com*. General and

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administrative expenses increased to \$5.8 million, or 21% of revenue, for the three months ended September 30, 2011 from \$4.9 million, or 23% of revenue, for the three months ended September 30, 2010. The \$900,000 increase in general and administrative expense was primarily due to a \$280,000 increase in salary and employee related expenses, a \$402,000 increase in rent, office and insurance expense and a \$256,000 increase in professional services expense. Income from operations for North America as a percentage of revenue for the three months ended September 30, 2011 compared to the three months ended September 30, 2010 increased to 27.8% from 25.7%.

In North America, revenues increased \$17.5 million, or 27%, for the nine months ended September 30, 2011 compared to the same period in 2010 (see Revenues above). Sales and marketing expense increased to \$34.2 million, or 41% of revenue, for the nine months ended September 30, 2011 from \$29.2 million, or 44% of revenue, for the nine months ended September 30, 2010. The \$4.9 million increase in sales and marketing expense was primarily due to a \$4.3 million increase in salary and employee related expenses due primarily to an increase in headcount, a \$2.0 million dollar increase in television advertising expense, and an \$874,000 increase in advertising to acquire traffic to our websites, offset by a \$1.2 million decrease in marketing expenses for *Fly.com*, and a \$1.4 million decrease in subscriber acquisition expense. General and administrative expenses increased to \$17.5 million, or 21% of revenue, for the nine months ended September 30, 2011 from \$14.1 million, or 21% of revenue, for the nine months ended September 30, 2010. The \$3.4 million increase in general and administrative expense was primarily due to a \$1.1 million increase in salary and employee related expenses due in part to an increase in headcount, a \$580,000 increase in professional services expense and a \$1.0 million increase in rent, office and insurance expenses. Income from operations for North America as a percentage of revenue for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 increased to 28.3% from 27.8%.

**Europe**

|  | Three Months Ended September 30, |          | Nine Months Ended September 30, |           |
|--|----------------------------------|----------|---------------------------------|-----------|
|  | 2011                             | 2010     | 2011                            | 2010      |
|  | (In thousands)                   |          | (In thousands)                  |           |
| Net revenues                                     | \$ 10,747                        | \$ 6,511 | \$ 30,230                       | \$ 18,680 |
| Income (loss) from operations                    | 1,414                            | 248      | 3,242                           | (1,511)   |
| Income (loss) from operations as a % of revenues | 13.2%                            | 3.8%     | 10.7%                           | (8.1)%    |

In Europe, revenues increased \$4.2 million, or 65%, for the three months ended September 30, 2011 compared to the same period in 2010 (see Revenues above). Sales and marketing expenses increased to \$5.9 million, or 55% of revenue, for the three months ended September 30, 2011 from \$4.2 million, or 64% of revenue, for the three months ended September 30, 2010. The \$1.7 million increase in sales and marketing expense was primarily due to a \$1.1 million increase in salary and employee related expenses due primarily to an increase in headcount, and a \$608,000 increase in marketing expense for *Fly.com*. General and administrative expenses increased to \$2.8 million, or 26% of revenue, for the three months ended September 30, 2011 from \$1.8 million, or 28% of revenue, for the three months ended September 30, 2010. The \$1.0 million increase in general and administrative expenses was primarily due to a \$650,000 increase in salary and employee related expenses due in part to an increase in headcount and a \$408,000 increase in rent, office and insurance expense. Our income from operations in Europe was \$1.4 million for the three months ended September 30, 2011 compared to an income from operations of \$248,000 for the three months ended September 30, 2010. The weakening of the British Pound Sterling relative to Euros had an unfavorable impact on the income from operations in Europe, offset by the favorable impact from weakening of the U.S. dollar relative to the British Pound Sterling. Had foreign exchange rates remained constant in these periods, the income from our operations in Europe for the three months ended September 30, 2011 would have been approximately \$17,000 higher.

In Europe, revenues increased \$11.6 million, or 62%, for the nine months ended September 30, 2011 compared to the same period in 2010 (see Revenues above). Sales and marketing expenses increased to \$17.4 million, or 58% of revenue, for the nine months ended September 30, 2011 from \$13.4 million, or 72% of revenue, for the nine months ended September 30, 2010. The \$4.0 million increase in sales and marketing expense was primarily due to a \$2.7 million increase in salary and employee related expenses due primarily to an increase in headcount, an \$831,000 increase in advertising to acquire traffic to our websites, a \$607,000 increase in marketing expense for *Fly.com*, offset by a \$175,000 decrease in subscriber acquisition expense. General and administrative expenses increased to \$8.1 million, or 27% of revenue, for the nine months ended September 30, 2011 from \$5.9 million, or 32% of revenue, for the nine months ended September 30, 2010. The \$2.2 million increase in general and administrative expense was primarily due to a \$652,000 increase in rent and office expense, a \$362,000 increase in professional services expenses and a \$707,000 increase in salary and employee related expenses. Our income from operations in Europe was \$3.2 million for the nine months ended September 30, 2011 compared to a loss of \$1.5 million for the nine months ended September 30, 2010. The weakening of the U.S. dollar relative to the British Pound Sterling and the Euro in the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010 had a favorable impact on the income from our operations in Europe. Had foreign exchange rates remained constant in these periods, the income from our operations in Europe for the nine months ended September 30, 2011 would have been approximately \$111,000 lower.



**Table of Contents****Income Taxes**

Our income is generally taxed in the U.S. and our income tax provisions reflect federal and state statutory rates applicable to our levels of income and expenses, adjusted to take into account expenses that are treated as having no recognizable tax benefit. We recorded income tax provisions of \$3.3 million and \$2.1 million for the three months ended September 30, 2011 and September 30, 2010, respectively. For the three months ended September 30, 2011 and 2010, our effective tax rates were 36% and 37%, respectively. We recorded income tax provisions of \$10.1 million and \$7.4 million for the nine months ended September 30, 2011 and September 30, 2010, respectively. For the nine months ended September 30, 2011 and 2010, our effective tax rates were 145% and 44%, respectively. For the nine months ended September 30, 2011, the \$20.0 million expense for the settlement with the State of Delaware was treated as having no recognizable tax benefit.

We expect that our effective tax rate in future periods may fluctuate depending on the total amount of expenses representing payments to former stockholders, from losses or gains incurred by our operations in Canada and Europe and corresponding U.S. tax credits, if any.

We file income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. We are subject to U.S. federal and certain state tax examinations for years after 2007 and are subject to California tax examinations for years after 2004.

**Liquidity and Capital Resources**

As of September 30, 2011, we had \$32.4 million in cash and cash equivalents. Cash and cash equivalents decreased from \$41.2 million as of December 31, 2010 primarily as a result of cash used by operating and investing activities as explained below. As discussed above, on April 27, 2011, we made a \$20.0 million payment to the State of Delaware related to the settlement of an unclaimed property review. We expect that cash on hand will be sufficient to provide for working capital needs for at least the next 12 months.

|  | <b>Nine Months Ended September 30,</b> |                  |
|--|--|------------------|
|  | <b>2011</b>                            | <b>2010</b>      |
|  | <b>(In thousands)</b>                  |                  |
| Net cash provided by operating activities                    | \$ 8,553                               | \$ 15,099        |
| Net cash used in investing activities                        | (1,902)                                | (1,142)          |
| Net cash provided by (used in) financing activities          | (14,816)                               | 1,073            |
| Effect of exchange rate changes on cash and cash equivalents | (586)                                  | (89)             |
| <b>Net increase (decrease) in cash and cash equivalents</b>  | <b>\$ (8,751)</b>                      | <b>\$ 14,941</b> |

Net cash provided by or used in operating activities is net income adjusted for certain non-cash items and changes in assets and liabilities. Net cash provided by operating activities for the nine months ended September 30, 2011 decreased by \$6.5 million compared to the nine months ended September 30, 2010. The \$6.5 million decrease in cash used in operating activities was due primarily to a \$12.5 million decrease in net income, resulting primarily from a \$20.0 million settlement to the State of Delaware related to an unclaimed property review, and a \$6.3 million decrease in our income tax receivable, offset by a \$10.4 million increase in accounts payable and accrued expenses and a \$2.3 million increase in accounts receivable for the nine months ended September 30, 2011 compared to the same period in 2010.

Net cash used in investing activities was \$1.9 million for the nine months ended September 30, 2011 compared to \$1.1 million for the nine months ended September 30, 2010. The \$760,000 increase in cash used in investing activities was due primarily to a \$760,000 increase in purchases of property and equipment.

Net cash used by financing activities was \$14.8 million for the nine months ended September 30, 2011 compared to net cash provided by financing activities of \$1.1 million for the nine months ended September 30, 2010. For the nine months ended September 30, 2011, net cash used by financing activities was due to repurchase of our common stock offset by proceeds from the exercise of stock options and the excess tax benefit from exercise of stock options. For the nine months ended September 30, 2010, net cash provided by financing activities was due to proceeds received from sale of our Asia Pacific business segment.

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In August 2011, our Board authorized a stock repurchase program that provided for the repurchase of up to 500,000 shares of our common stock. During the three and nine months ended September 30, 2011, we repurchased approximately \$15.1 million of our common stock representing the entire authorized stock repurchases. Although no further stock repurchases are authorized by the Board, from time to time, the Board may authorize further stock repurchases.

Our capital requirements depend on a number of factors, including market acceptance of our products and services, the amount of our resources we devote to the development of new products, cash payments to former stockholders of Travelzoo.com Corporation, expansion of our operations, and the amount of resources we devote to promoting awareness of the *Travelzoo* and *Fly.com* brands. Since the inception of the program under which we make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert their shares into shares of Travelzoo Inc. within the required time period, we have incurred expenses of \$2.8 million. While future payments for this program are expected to decrease, the total cost of this program is still undeterminable because it is dependent on our stock price and on the number of valid requests ultimately received.

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

Although we currently believe that we have sufficient capital resources to meet our anticipated working capital and capital expenditure requirements for at least the next 12 months, unanticipated events and opportunities or a less favorable than expected development of our business in Europe may require us to sell additional equity or debt securities or establish new credit facilities to raise capital in order to meet our capital requirements.

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

The information set forth under **Note 10 Commitments and Contingencies** to the condensed consolidated financial statements included in Part I, Item 1 of this report is incorporated herein by reference. Litigation against the Company may result in legal defense costs, settlements or judgments that could have a material impact on our financial condition.

The following summarizes our principal contractual commitments as of September 30, 2011 (in thousands):

|                          | 2011            | 2012            | 2013            | 2014            | 2015            | Thereafter      | Total            |
|--------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|------------------|
| Operating leases         | \$ 1,210        | \$ 4,220        | \$ 3,277        | \$ 1,627        | \$ 1,498        | \$ 2,579        | \$ 14,411        |
| Purchase obligations     | 571             | 721             | 14              |                 |                 |                 | 1,306            |
| <b>Total commitments</b> | <b>\$ 1,781</b> | <b>\$ 4,941</b> | <b>\$ 3,291</b> | <b>\$ 1,627</b> | <b>\$ 1,498</b> | <b>\$ 2,579</b> | <b>\$ 15,717</b> |

We also have contingencies related to net unrecognized tax benefits of approximately \$2.1 million as of September 30, 2011. We are unable to make reasonably reliable estimates on the timing of the cash settlements with the respective taxing authorities.

**Growth Strategy**

Our growth strategy has two main elements:

**International expansion:** We want to grow our revenue and operating profit through replicating the Travelzoo business in attractive international markets in Europe and in North America. We want to develop a strong competitive position through building a strong global brand and unique global content.

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Expand scope of the *Travelzoo* business: We want to grow our revenue and operating profit through expanding the Travelzoo product offerings and content into entertainment and lifestyle (e.g., Broadway shows, sporting events, restaurants and spas).

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We launched the Travelzoo business in the U.K. in 2005, in Canada in 2006, in Germany in 2006, in France in 2007, and in Spain in 2008. We began developing and offering entertainment content and related advertising services in 2008. We launched *Fly.com* in February 2009. We launched *Local Deals* in August 2010.

### **Recent Accounting Standards**

In October 2009, the FASB issued ASU 2009-13, a new accounting standard update for revenue recognition with multiple deliverables. The new accounting standard update defines when individual deliverables included in a multiple-element arrangement may be treated as separate units of accounting. The update primarily provides two significant changes: 1) it eliminates the need for objective and reliable evidence of the fair value for the undelivered element in order for a delivered item to be treated as a separate unit of accounting, and 2) it eliminates the residual method to allocate the arrangement consideration. In addition, the update also expands the disclosure requirements for revenue recognition. Effective for us January 1, 2011, we adopted this new accounting standard. The adoption of this new accounting standard did not have an impact on our consolidated results of operations or financial condition.

In May 2011, the FASB issued ASU 2010-06, a new accounting standard, which amends the fair value measurement guidance and includes some enhanced disclosure requirements. The most significant change in disclosures is an expansion of the information required for Level 3 measurements based on unobservable inputs. The standard is effective for fiscal years beginning after December 15, 2011. We will adopt this new accounting standard on January 1, 2012 and are currently assessing the future impact of this new accounting standard on our consolidated results of operations and financial condition.

In June 2011, the FASB issued ASU 2011-05, a new accounting standard update, which eliminates the current option to report other comprehensive income and its components in the statement of stockholders' equity. Instead, an entity will be required to present items of net income and other comprehensive income in one continuous statement or in two separate, but consecutive, statements. The standard is effective for fiscal years beginning after December 15, 2011. We will adopt this new standard effective January 1, 2012 and do not expect the adoption of this new accounting standard will have a material impact on our consolidated results of operations and financial condition.

### **RISK FACTORS**

*Investing in our common stock involves a high degree of risk. Any or all of the risks listed below as well as other variables affecting our operating results could have a material adverse effect on our business, our quarterly and annual operating results or financial condition, which could cause the market price of our stock to decline or cause substantial volatility in our stock price, in which event the value of your common stock could decline. You should also keep these risk factors in mind when you read forward-looking statements.*

#### **Risks Related to Our Financial Condition and Business Model**

*We cannot assure you that we will be profitable.*

For the nine months ended September 30, 2011, we incurred a net loss of \$3.1 million. In the year ended December 31, 2010, we generated a net income of \$13.2 million. Although we were profitable in 2010, there is no assurance that we will continue to be profitable in the future. We forecast our future expense levels based on our operating plans and our estimates of future revenues. We may find it necessary to significantly accelerate expenditures relating to our sales and marketing efforts or otherwise increase our financial commitment to creating and maintaining brand awareness among Internet users and travel companies. If our revenues grow at a slower rate than we anticipate, or if our spending levels exceed our expectations or cannot be adjusted to reflect slower revenue growth, we may not generate sufficient revenues to be profitable. Although our operations in Europe generated an operating profit of \$1.4 million for the three months ended September 30, 2011, there is no assurance that our operations in Europe will generate an operating income in the future. Any of these developments could result in a significant decrease in the trading price of our common stock.

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### ***Fluctuations in our operating results may negatively impact our stock price.***

Our quarterly and annual operating results may fluctuate significantly in the future due to a variety of factors that could affect our revenues or our expenses in any particular period. You should not rely on quarter-to-quarter comparisons of our results of operations as an indication of future performance. Factors that may affect our quarterly results include:

mismatches between resource allocation and client demand due to difficulties in predicting client demand in a new market;

changes in general economic conditions that could affect marketing efforts generally and online marketing efforts in particular;

the magnitude and timing of marketing initiatives, including our acquisition of new subscribers and our expansion efforts in other regions;

the introduction, development, timing, competitive pricing and market acceptance of our products and services and those of our competitors;

our ability to attract and retain key personnel;

our ability to manage our anticipated growth and expansion;

our ability to attract traffic to our websites;

technical difficulties or system downtime affecting the Internet generally or the operation of our products and services specifically;

payments which we may make to previous stockholders of Travelzoo.com Corporation who failed to submit requests for shares in Travelzoo Inc. within the required time period, or escheat claims related to shares not issued in the Company's merger with Travelzoo.com Corporation; and

volatility of our operating results in new markets.

We may significantly increase our operating expenses related to advertising campaigns for the *Travelzoo* and *Fly.com* brands for a certain period if we see a unique opportunity for a brand marketing campaign, if we find it necessary to respond to increased brand marketing by a competitor, or if we decide to accelerate our acquisition of new subscribers.

If revenues fall below our expectations in any quarter and we are unable to quickly reduce our operating expenses in response, our operating results would be lower than expected and our stock price may fall.

### ***Our expansion of our product offering to include Local Deals format may result in additional costs that exceed revenue and may trigger additional stock volatility.***

During the third quarter of 2010, we launched our Local Deals format of advertising, under which we sell vouchers directly to consumers to advertise promotional deals provided by merchants. For example, a consumer could buy a voucher for \$99 for a dinner for two at a merchant's restaurant that would normally be valued at \$199, representing a promotional value of \$100 to the consumer. This format involves several

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aspects that are new to us, and will require investments to maintain and grow the business including additional sales force hiring, building a customer service organization, marketing, technology tracking systems and payment processing. This format, introduced to the market in recent years, has resulted in many competitors entering the marketplace, thereby creating a very competitive marketplace. This competitive landscape along with the required investments to start, maintain and grow this format create a risk that our costs may exceed our revenues in the short and long term, which may materially impact our results of operation and financial condition. Operating this format may introduce additional volatility to our stock price due to the performance of this format by the Company and/or the overall market valuations that are being determined by the market for companies operating this format of advertising.

***Our business model may not be adaptable to a changing market.***

Our current revenue model depends on advertising fees paid primarily by travel and entertainment companies. If current clients decide not to continue advertising their offers with us and we are unable to replace them with new clients, our business may be adversely affected. To be successful, we must provide online marketing solutions that achieve broad market acceptance by travel and entertainment companies. In addition, we must attract sufficient Internet users with attractive demographic characteristics to our products. It is possible that we will be required to further adapt our business model in response to changes in the online advertising market or if our current business model is not successful. If we are not able to anticipate changes in the online advertising market or if our business model is not successful, our business could be materially adversely affected.

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***We may not be able to obtain sufficient funds to grow our business and any additional financing may be on terms adverse to your interests.***

During the nine months ended September 30, 2011, our cash and cash equivalents decreased by \$8.8 million to \$32.4 million. We intend to continue to grow our business, and intend to fund our current operations and anticipated growth from the cash on hand. However, this may not be sufficient to meet our needs. We may not be able to obtain financing on commercially reasonable terms, or at all.

If additional financing is not available when required or is not available on acceptable terms, we may be unable to fund our expansion, successfully promote our brand name, develop or enhance our products and services, take advantage of business opportunities, or respond to competitive pressures, any of which could have a material adverse effect on our business.

If we choose to raise additional funds through the issuance of equity securities, you may experience significant dilution of your ownership interest and holders of the additional equity securities may have rights senior to those of the holders of our common stock. If we obtain additional financing by issuing debt securities or bank borrowings, the terms of these arrangements could restrict or prevent us from paying dividends and could limit our flexibility in making business decisions.

***Our business may be sensitive to recessions.***

The demand for online advertising may be linked to the level of economic activity and employment in the U.S. and abroad. Specifically, our business is primarily dependent on the demand for online advertising from travel and entertainment companies. The recent recession decreased consumer travel and caused travel and entertainment companies to reduce or postpone their marketing spending generally, and their online marketing spending in particular. Continued or future recessions could have a material adverse effect on our business and financial condition.

***Our operations could be significantly hindered by the occurrence of a natural disaster or other catastrophic event.***

Our operations are susceptible to outages due to fire, floods, power loss, telecommunications failures, unexpected technical problems in the systems that power our websites and distribute our e-mail newsletters, break-ins and similar events. In addition, a significant portion of our network infrastructure is located in Northern California, an area susceptible to earthquakes. We do not have multiple site capacity to protect us against any such occurrence. Outages could cause significant interruptions of our service. In addition, despite our implementation of network security measures, our servers are vulnerable to computer viruses, physical and electronic break-ins, and similar disruptions from unauthorized tampering with our computer systems. We do not carry business interruption insurance to compensate us for losses that may occur as a result of any of these events.

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

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

***We are subject to payments-related risks.***

We accept payments for the sale of vouchers using a variety of methods, including credit cards and debit cards. We pay interchange and other fees, which may increase over time and raise our operating expenses and lower profitability. We rely on third parties to provide payment processing services, including the processing of credit cards and debit cards, and it could disrupt our business if these companies become unwilling or unable to provide these services to us. We are also subject to payment card association operating rules, certification requirements and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. Moreover, under payment card rules and our contracts with our card processors, if there is a security breach of payment card information that we store, we could be liable to the payment card issuing banks for their cost of issuing new cards and related expenses. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments, process electronic funds transfers, or facilitate other types of online payments, and our business and results of operations could be adversely affected. If one or more of these contracts are terminated and we are unable to replace them on similar terms, or at all, it could adversely affect our results of operations.

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**Risks Related to Our Markets and Strategy**

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

In May 2005, we began operations in the U.K. In 2006, we began operations in Canada, Germany, and Spain. In 2007, we began operations in France.

Although our revenues in Europe increased 62% in the nine months ended September 30, 2011 from the same period last year and our operations in Europe generated a profit of \$3.2 million for the nine months ending September 30, 2011, our operations in Europe incurred losses of \$1.5 million in the nine months ended September 30, 2010 and incurred losses of \$1.8 million for the year ended December 31, 2010, primarily as a result of significant expenses related to subscriber acquisition and the launch of *Fly.com*. We intend to continue adding a significant number of subscribers in selected countries in which we operate as we believe this is one of the factors that will allow us to increase our advertising rates and increase our revenues in Europe.

If we incur losses from our operations in Europe in the future, these losses may not have any recognizable tax benefit. We expect that this would have a material negative impact on our net income and cash flows. Any of these developments could result in a significant decrease in the trading price of our common stock. In addition to uncertainty about our ability to generate net income from our foreign operations and expand our international market position, there are certain risks inherent in doing business internationally, including:

trade barriers and changes in trade regulations;

difficulties in developing, staffing and simultaneously managing foreign operations as a result of distance, language and cultural differences;

stringent local labor laws and regulations;

currency exchange rate fluctuations;

risks related to government regulation; and

potentially adverse tax consequences.

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

We believe that continuing to build awareness of the *Travelzoo* and *Fly.com* brand names is critical to achieving widespread acceptance of our business. Brand recognition is a key differentiating factor among providers of online advertising opportunities, and we believe it could become more important as competition in our industry increases. In order to maintain and build brand awareness, we must succeed in our marketing efforts. If we fail to successfully promote and maintain our brands, incur significant expenses in promoting our brands and fail to generate a corresponding increase in revenue as a result of our branding efforts, or encounter legal obstacles which prevent our continued use of our brand names, our business could be materially adversely affected.

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

Events like the war with Iraq or the terrorist attacks on the U.S. in 2001 or the recent global financial crisis have a negative impact on the travel industry. We are not in a position to evaluate the net effect of these circumstances on our business. In the longer term, our business might be negatively affected by financial pressures on the travel industry. However, our business may also benefit if travel companies increase their efforts to promote special offers or other marketing programs. If such events result in a long-term negative impact on the travel industry, such impact could have a material adverse effect on our business.

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

To remain competitive, we must continually improve the responsiveness, functionality, and features of our products and services. We may not succeed in developing features, functions, products, or services that travel and entertainment companies and Internet users find attractive. This could reduce the number of travel and entertainment companies and Internet users using our products and materially adversely affect our business.

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

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

rapidly changing technology in online advertising;

evolving industry standards, including both formal and *de facto* standards relating to online advertising;

developments and changes relating to the Internet;

competing products and services that offer increased functionality; and

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

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

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

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

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

Since the commencement of our operations, we have experienced a period of rapid growth. In order to execute our business plan, we must continue to grow significantly. As of September 30, 2011, we had 357 employees. We expect that the number of our employees will continue to increase for the foreseeable future. This growth has placed, and our anticipated future growth will continue to place, a significant strain on our management, systems, and resources. We expect that we will need to continue to improve our financial and managerial controls and reporting systems and procedures. We will also need to continue to expand and maintain close coordination among our sales, production, marketing, IT, and finance departments. We may not succeed in these efforts. Our inability to expand our operations in an efficient manner could cause our expenses to grow disproportionately to revenues, our revenues to decline or grow more slowly than expected and could otherwise have a material adverse effect on our business.

### ***Our operations may be adversely affected by changes in our senior management.***

Effective July 1, 2010, Christopher Loughlin became the Company's Chief Executive Officer replacing Holger Bartel. Mr. Loughlin served as the Company's Vice President of Business Development from 2001 to 2005 and served as the Company's Senior Vice President and General Manager, Travelzoo U.K. from 2005 to 2006. From 2006 to June 30, 2010, Mr. Loughlin served as the Company's Executive Vice President, Europe. Mr. Loughlin has extensive familiarity with the business and operations of the Company. However, there can be no assurances that these changes in the senior management of the Company will not have an adverse effect on the business of the Company, temporarily or otherwise.

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

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We face intense competition. We compete for advertising dollars with large Internet portal sites, such as America Online, MSN, and Yahoo!, that offer listings or other advertising opportunities for travel and entertainment companies. These companies have significantly greater financial, technical, marketing, and other resources and larger client bases. We compete with search engines like Google and Yahoo! Search that offer pay-per-click listings. We compete with travel meta-search engines and online travel deal publishers. We compete with large online travel agencies like Expedia and Priceline that also offer advertising placements. We compete with companies like Groupon and LivingSocial that also sell vouchers for deals from local businesses such as spas and

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restaurants. In addition, we compete with newspapers, magazines, and other traditional media companies that operate websites which provide online advertising opportunities. We expect to face additional competition as other established and emerging companies, including print media companies, enter the online advertising market. Competition could result in reduced margins on our services, loss of market share, or less use of *Travelzoo* by travel companies, entertainment companies, and consumers. If we are not able to compete effectively with current or future competitors as a result of these and other factors, our business could be materially adversely affected.

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

Our future success depends to a significant extent on the continued service and coordination of our management team, particularly Christopher Loughlin, our Chief Executive Officer. The loss or departure of any of our officers or key employees could materially adversely affect our ability to implement our business plan. We do not maintain key person life insurance for any member of our management team. In addition, we expect new members to join our management team in the future. These individuals will not previously have worked together and will be required to become integrated into our management team. If our key management personnel are not able to work together effectively or successfully, our business could be materially adversely affected.

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

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

## **Risks Related to the Market for our Shares**

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

The trading price of our common stock has been and may continue to be subject to wide fluctuations. During the twelve months ended October 28, 2011, the closing price of our common stock on the NASDAQ Global Select Market ranged from \$21.02 to \$101. Our stock price may fluctuate in response to a number of events and factors, such as quarterly variations in operating results; announcements of technological innovations or new products by us or our competitors; changes in financial estimates and recommendations by securities analysts; the operating and stock price performance of other companies that investors may deem comparable to us; and news reports relating to trends in our markets or general economic conditions.

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

### ***We are controlled by a principal stockholder.***

Ralph Bartel, who founded Travelzoo and who is a Director of Travelzoo, is our largest stockholder, holding beneficially, as of October 28, 2011, approximately 53.3% of our outstanding shares. Through his share ownership, he is in a position to control Travelzoo and to elect our entire board of directors.

## **Risks Related to Legal Uncertainty**

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

Shareholder lawsuits for securities violations are often launched against companies whose stock price is volatile. Such lawsuits involving the Company would require management's attention to defend, which may distract attention from operating the Company. In addition, the Company may incur substantial costs to defend itself and/or settle such claims, which may be considered advisable to minimize the distraction and costs of defense. Such lawsuits would result in judgments against the Company requiring substantial payments to claimants. Such costs may materially impact our results of operations and financial condition. During the third quarter ended September 30, 2011, numerous class action and derivative lawsuits were filed against the Company. See further disclosure in Note 10 to the Notes to Condensed Consolidated Financial

Statements included in this report.

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

To date, governmental regulations have not materially restricted use of the Internet in our markets. However, the legal and regulatory environment that pertains to the Internet is uncertain and may change. Uncertainty and new regulations could increase our costs of doing business, prevent us from delivering our products and services over the Internet, or slow the growth of the Internet. In addition to new laws and regulations being adopted, existing laws may be applied to the Internet. New and existing laws may cover issues which include:

user privacy;

anti-spam legislation;

consumer protection;

copyright, trademark and patent infringement;

pricing controls;

characteristics and quality of products and services;

sales and other taxes; and

other claims based on the nature and content of Internet materials.

*We may be liable as a result of information retrieved from or transmitted over the Internet.*

We may be sued for defamation, negligence, copyright or trademark infringement or other legal claims relating to information that is published or made available in our products. These types of claims have been brought, sometimes successfully, against online services in the past. The fact that we distribute information via e-mail may subject us to potential risks, such as liabilities or claims resulting from unsolicited e-mail or spamming, lost or misdirected messages, security breaches, illegal or fraudulent use of e-mail or interruptions or delays in e-mail service. In addition, we could incur significant costs in investigating and defending such claims, even if we ultimately are not liable. If any of these events occur, our business could be materially adversely affected.

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

Vouchers which are issued under our Local Deals may be considered gift cards, gift certificates, stored value cards or prepaid cards and therefore governed by, among other laws, the CARD Act, and state laws governing gift cards, stored value cards and coupons. Other foreign jurisdictions have similar laws in place, in particular European jurisdictions where the European E-Money Directive regulates the business of electronic money institutions. Many of these laws contain provisions governing the use of gift cards, gift certificates, stored value cards or prepaid cards, including specific disclosure requirements and prohibitions or limitations on the use of expiration dates and the imposition of certain fees. For example, if the vouchers are subject to the CARD Act and are not included in the exemption for promotional programs, it is possible that the purchase value, which is the amount equal to the price paid for the voucher, or the promotional value, which is the add-on value of the voucher in excess of the price paid, or both, may not expire before the later of (i) five years after the date on which the voucher was issued; (ii) the voucher's stated expiration date (if any); or (iii) a later date provided by applicable state law. Purported class actions against other companies have been filed in federal and state court claiming that coupons similar to the vouchers are subject to the CARD Act and various state laws governing gift cards and that the defendants have violated these laws by issuing the coupons with expiration dates and other restrictions. In

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In addition, investigations by certain state attorney general offices have been launched against other companies with regards to similar issues. If similar claims are asserted against the Company in respect of the Local Deals vouchers and are successful, we may become subject to fines and penalties and incur additional costs. In addition, if federal or state laws require that the face value of our vouchers have a minimum expiration period beyond the period desired by a merchant for its promotional program, or no expiration period, this may affect the willingness of merchants to issue vouchers in jurisdictions where these laws apply. Such developments may materially and adversely affect the profitability or viability of our Local Deals.

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*Our internal controls over financial reporting may not be effective, and our independent auditors may not be able to certify as to the effectiveness of such internal controls, which could have a significant and adverse effect on our business.*

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

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

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

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

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

We cannot be certain that our products, content and brand names do not or will not infringe valid patents, copyrights or other intellectual property rights held by third parties. While we have a trademark for *Travelzoo*, many companies in the industry have similar names including the word *travel*. We expect that infringement claims in our markets will increase in number as more participants enter the markets. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. We may incur substantial expenses in defending against these third party infringement claims, regardless of their merit, and such claims could result in a significant diversion of the efforts of our management personnel. Successful infringement claims against us may result in monetary liability or a material disruption in the conduct of our business.

**Item 3. *Quantitative and Qualitative Disclosures About Market Risk***

We believe that our potential exposure to changes in market interest rates is not material. The Company has no outstanding debt and is not a party to any derivatives transactions. We invest in highly liquid investments with short maturities. Accordingly, we do not expect any material loss from these investments.

Our operations in Canada expose us to foreign currency risk associated with agreements being denominated in Canadian Dollars. Our operations in Europe expose us to foreign currency risk associated with agreements being denominated in British Pound Sterling and Euros. We are exposed to foreign currency risk associated with fluctuations of these currencies as the financial position and operating results of our operations in Canada and Europe are translated into U.S. Dollars for consolidation purposes. We do not use derivative instruments to hedge these exposures. We are a net receiver of U.S. Dollars from our foreign subsidiaries and therefore benefit from a weaker U.S. dollar and are adversely affected by a stronger U.S. dollar relative to the foreign currency used by the foreign subsidiary as its functional currency. We have performed a sensitivity analysis as of September 30, 2011, using a modeling technique that measures the change in the fair values arising from a hypothetical 10% adverse movement in the levels of foreign currency exchange rates relative to the U.S. dollar with all other variables held constant. The foreign currency exchange rates we used were based on market rates in effect at September 30, 2011. The sensitivity analysis indicated that a hypothetical 10% adverse movement in foreign currency exchange rates would result in an incremental \$79,000 foreign exchange loss for the nine month periods ended September 30, 2011.



**Table of Contents****Item 4. Controls and Procedures**

For the period ended September 30, 2011, we carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer along with the Company's Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e) and 15d-15(e). Based upon that evaluation, the Company's Chief Executive Officer along with the Company's Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2011 to ensure that the information required to be disclosed by us in this quarterly report was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations and were also effective to ensure that information required to be disclosed by us in this quarterly report was accumulated and communicated to our management including the Company's Chief Executive Officer and the Company's Chief Financial Officer to allow timely decisions regarding its disclosure.

During the three months ended September 30, 2011, there was no change in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II OTHER INFORMATION****Item 1: Legal Proceedings**

The information set forth under Note 10 Commitments and Contingencies to the condensed consolidated financial statements included in Part I, Item 1 of this report is incorporated herein by reference.

**Item 1A. Risk Factors**

An updated description of the risk factors associated with our business is included under Risk Factors in Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in Item 2 of Part I of this report. This description includes any material changes to and supersedes the description of the risk factors associated with our business previously disclosed in Item 1A of our 2010 Annual Report on Form 10-K and is incorporated herein by reference.

**Item 2: Unregistered Sales of Equity Securities and Use of Proceeds**

Stock repurchase activity during the three months ended September 30, 2011 was as follows:

| Period                                 | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Programs | Maximum Shares that May Yet be Purchased Under the Programs (1) |
|--|----------------------------------|------------------------------|---|---|
| July 1, 2011 – July 31, 2011           |                                  |                              |   | 500,000   |
| August 1, 2011 – August 31, 2011       | 16,700                           | \$ 31.99                     | 16,700  | 483,300   |
| September 1, 2011 – September 30, 2011 | 483,300                          | \$ 30.19                     | 483,300   |   |
|  | 500,000                          |                              | 500,000   |   |

- (1) In August 2011, our Board authorized a stock repurchase program that provided for the repurchase of up to 500,000 shares of our common stock. As of September 30, 2011, all authorized repurchases were completed and therefore there were no shares remaining to be repurchased under this program.



**Table of Contents****Item 6. Exhibits**

The following table sets forth a list of exhibits:

| <b>Exhibit</b> |  |
|----------------|--|
| <b>Number</b>  | <b>Description</b>   |
| 3.1            | Certificate of Incorporation of Travelzoo Inc. (Incorporated by reference to our Pre-Effective Amendment No. 6 to Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002). |
| 3.2            | By-laws of Travelzoo Inc. (Incorporated by reference to Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002).                      |
| 10.1           | Employment Agreement, dated October 1, 2011 between Holger Bartel and Travelzoo Inc.   |
| 31.1           | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.   |
| 31.2           | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.   |
| 32.1           | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 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.   |
| 101.INS        | XBRL Instance Document   |
| 101.SCH        | XBRL Taxonomy Extension Schema Document  |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document   |

Filed herewith  
Furnished herewith

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**SIGNATURE**

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

TRAVELZOO INC.  
(Registrant)

By: /s/ GLEN CEREMONY  
Glen Ceremony  
*On behalf of the Registrant and as Chief Financial Officer*  
  
*and Principal Accounting Officer*

Date: October 28, 2011