Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2019

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WP ENGINE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/16/2014

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
WPENGINE, INC.

504 LAVACA STREET, SUITE 1000
AUSTIN, TX 78701-2857

2b Employer Identification Number (EIN)
27-3155665

2c Plan Sponsor's telephone number
512-827-3500

2d Business code (see instructions)
541519

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2020	PRIYA BHAVSAR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2020	DAVID BROLSMA
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	601
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	506
a(2) Total number of active participants at the end of the plan year	**6a(2)**	710
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	154
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	864
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f Total. Add lines **6d** and **6e**.	**6f**	866
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	849
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2A 2E 2F 2G 2J 2K 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2019 Form M-1 annual report. If the plan was not required to file the 2019 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2019** **This Form is Open to Public Inspection.**

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
WP ENGINE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WPENGINE, INC.

D Employer Identification Number (EIN)
27-3155665

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	2763	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF SM CAP VAL INST - DST ASSET MA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.04%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR MCV INST - HARBOR SERVICES 34-1953399	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP GROWTH STOCK - T. ROWE PRICE S 52-2269240	0.15%

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2019

This Form is Open to Public Inspection

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
WP ENGINE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WPENGINE, INC.

D Employer Identification Number (EIN)
27-3155665

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	84102	140449
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	128569	114271
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	8157621	15156967
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	8370292	15411687
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	8370292	15411687

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	414700	
	(B) Participants	2a(1)(B)	3619315	
	(C) Others (including rollovers)	2a(1)(C)	1823250	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		5857265
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2038	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	6687	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8725
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	708785	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		708785
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1749975
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		8324750
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1277835	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1277835
f Corrective distributions (see instructions)	2f		2757
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2763	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2763
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1283355
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		7041395
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unmodified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HOLTZMAN PARTNERS **(2)** EIN: 74-3121060

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2019

This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan
WP ENGINE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WPENGINE, INC.

D Employer Identification Number (EIN)
27-3155665

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

Financial Statements and Supplemental Schedule

WP Engine Retirement Plan

As of December 31, 2019 and 2018
and for the year ended December 31, 2019
with Report of Independent Auditors

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Report of Independent Auditors

Plan Administrator and Participants and Beneficiaries
WP Engine Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of WP Engine Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we have not obtained sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investments and notes receivable from participants and executes the related transactions. The Plan administrator obtained a certification from the trustee as of December 31, 2019 and 2018 and for the year ended December 31, 2019, that the information provided to the Plan administrator by the trustee is complete and accurate.

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not obtained sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2019, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Holtzman Partners, LLP

Austin, Texas
October 7, 2020

WP Engine Retirement Plan

Statements of Net Assets Available for Benefits

	December 31, 2019	2018
Assets		
Investments, at fair value	**$ 15,297,416**	$ 8,241,723
Receivables:		
Employer contribution	**672,454**	414,700
Notes receivable from participants	**114,271**	128,569
Total receivables	**786,725**	543,269
Net assets available for benefits	**$ 16,084,141**	$ 8,784,992

See accompanying notes.

WP Engine Retirement Plan

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2019

Additions		
Investment income:		
Net appreciation of investments	**$**	**1,749,975**
Interest and dividends from investments		**710,823**
Total investment income		**2,460,798**
Interest income on notes receivable from participants		**6,687**
Contributions:		
Employee		**3,619,315**
Employer		**672,454**
Rollover		**1,823,250**
Total contributions		**6,115,019**
Total additions		**8,582,504**
Deductions		
Distributions to participants		**1,277,835**
Corrective distributions		**2,757**
Administrative expenses		**2,763**
Total deductions		**1,283,355**
Net increase		**7,299,149**
Net assets available for benefits at beginning of year		**8,784,992**
Net assets available for benefits at end of year	**$**	**16,084,141**

See accompanying notes.

WP Engine Retirement Plan

Notes to Financial Statements

As of December 31, 2019 and 2018
and for the year ended December 31, 2019

1. Description of the Plan

WP Engine Retirement Plan (the "Plan") is a defined contribution plan covering substantially all eligible employees of WP Engine, Inc. (the "Company" or "Plan Sponsor"). The Plan became effective April 16, 2014 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All Plan assets are held by Fidelity Trust Management Company ("Fidelity"). Complete information regarding the Plan is included in the Plan Agreement. Significant Plan provisions are summarized below.

During 2019, the Plan Sponsor acquired Fancy Chap, Inc. dba Flywheel ("Flywheel"). The Flywheel 401(k) Retirement Plan was terminated effective December 17, 2019. Effective September 22, 2019, Flywheel became a participating employer in the WP Engine Retirement Plan.

Plan Amendment

Effective September 1, 2019, the Plan was amended to provide 100% immediate vesting for employer non-elective contributions and employer matching contributions other than for participants terminated prior to September 1, 2019. Termed employer non-elective contributions and termed employer matching contributions are subject to the following vesting schedule:

Years of Vesting Service	Vested Interest
less than 1 year	0 %
1 year	33 %
2 years	66 %
3 years or more	100 %

Eligibility

Employees of the Company are eligible to participate in the Plan upon the attainment of 18 years of age and one month of service. Temporary or seasonal employees and interns are eligible to participate in the Plan upon attainment of 21 years of age and completion of 1,000 hours of service. Union employees, leased employees, and nonresident aliens are not eligible to participate in the Plan. Employees are eligible to participate in the Plan beginning the first of the month coinciding with or next following the date eligibility is satisfied.

1. Description of the Plan (continued)

Contributions

Participants are allowed to make elective pre-tax or Roth contributions to the Plan of up to 100% of their annual eligible Plan compensation, as defined, subject to limitation under the Internal Revenue Code (IRC). Participants who have attained age 50 are eligible to make catch-up contributions. Participants may also contribute amounts representing rollovers from other qualified retirement plans or individual retirement accounts.

The Plan includes an automatic enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan upon meeting the Plan's eligibility requirements unless they elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of annual eligible Plan compensation and their contributions are invested in a designated balanced fund, unless changed by the participant.

The Company may also make discretionary employer non-elective contributions and discretionary employer matching contributions. A Participant shall only be entitled to receive discretionary employer non-elective contributions if they are employed by the Company or a related employer on the last day of the Plan year and earned at least 1,000 hours of service during the Plan year. There are no continuing eligibility requirements to receive discretionary employer matching contributions. Discretionary employer non-elective contributions totaling $523,600 and $414,700 were made for the 2019 and 2018 plan years, respectively, and included in employer contribution receivables on the accompanying statements of net assets available for benefits. No employer matching contributions were made for 2019 or 2018.

Participant Accounts

Participants direct the investment of their accounts among various investment options offered by the Plan. Participants may change their investment options daily.

Each participant's account is credited with (a) the participant's contributions, (b) an allocation of employer contributions, and (c) an allocation of investment earnings, and is charged with (a) withdrawals, (b) an allocation of investment losses, and (c) certain administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. Description of the Plan (continued)

Vesting

Participants are immediately 100% vested in their contributions, including rollover contributions, the Company's discretionary employer non-elective contributions, and discretionary employer matching contributions, plus actual earnings thereon.

For participants terminated prior to September 1, 2019, vesting in the Company's matching and non-elective contributions, plus actual earnings thereon, is based on years of credited service, as defined, subject to the following vesting schedule:

Years of Service	Vested Benefits
Less than 1 year	0 %
1 year	33 %
2 years	66 %
3 years or more	100 %

Forfeitures

Non-vested balances of participants' accounts may be subject to forfeiture upon termination of their employment with the Company. A forfeiture occurs in the Plan year in which the participant either receives a distribution of their vested account or has five consecutive one-year breaks in service, as defined by the Plan.

Forfeitures are retained in the Plan and first used to pay Plan administrative expenses, with any remaining amounts used to reduce future employer contributions. The forfeited unvested account balance totaled $50,443 and $22,861 at December 31, 2019 and 2018, respectively. For the year ended December 31, 2019, forfeitures were not used to pay Plan administrative expenses or to reduce the Plan's 2019 employer contributions.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 and up to a maximum of i) $50,000 reduced by the highest outstanding note receivable balance over the prior twelve months less the outstanding balance on the date a new note receivable is made or ii) 50% of their vested account balance, whichever is less. Notes receivable from participants are secured by the vested balance in the participant's account and bear interest at rates established by the Plan administrator.

1. Description of the Plan (continued)

Participants may only have two notes receivable outstanding at a time. Principal and interest are paid ratably through payroll deductions over a period not to exceed five years, unless the funds are used for purchase of a principal residence, in which case repayment terms may be extended.

Payment of Benefits

Upon termination of service due to death, disability, normal retirement, or termination of employment, a participant is entitled to receive an amount equal to the vested interest in his or her account, payable in lump-sum, installments, or partial withdrawals. In general, if a participant's vested account balance, as defined by the Plan, is greater than $5,000 and employment is terminated other than due to retirement or death, the account may not be distributed before normal retirement without the participant's consent. However, regardless of participant election as to the payment, the Plan may, upon termination of service of a participant for any reason, pay the benefits owed in a lump sum if the account balance is less than $5,000 (the involuntary cash-out amount). Distributions are subject to the applicable provisions of the Plan agreement.

In-service withdrawals of all or a portion of a participant's vested account balance may be withdrawn by a participant after reaching age 59 ½. In-service withdrawals of all or a portion of a participant's rollover account balance may be withdrawn at any time.

Withdrawals from the Plan may also be made upon circumstances of financial hardship, in accordance with the provisions specified in the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS). Effective January 1, 2019, in accordance with the Bipartisan Budget Act of 2018 (BBA), the provisions specified in the Plan were modified to remove the six-month suspension on employee contributions after a hardship withdrawal and the requirement to obtain a loan prior to a hardship withdrawal.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to IRS penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for investments in various investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the financial statements and supplemental schedules.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan administrator determines the Plan's valuation policies using information provided by investment advisers, the custodian, and the insurance company. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Management fees and expenses charged to the Plan for investments in mutual fund accounts are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

2. Significant Accounting Policies (continued)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. For participant loans that become delinquent, are not cured and result in default, the amount of the unpaid loan principal and interest due to the Plan will be treated as a deemed distribution. Deemed distributions are reported as a taxable distribution and remain part of the participant's account balance until a distributable event occurs.

Payment of Benefits

Benefits to participants are recorded by the Plan when actual payment is made.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payment transactions are charged directly to the participant's account and are included in administrative expenses.

Subsequent Events

The Plan evaluated events occurring between the end of the most recent fiscal year and through the report date, October 7, 2020, the date the financial statements and supplemental schedule were available to be issued. See specific subsequent events disclosed in Note 8.

Recent Accounting Pronouncements

In August 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*, which eliminates, adds, and modifies certain disclosure requirements for fair value measurements as part of its disclosure framework project. The guidance is effective for all entities for fiscal years beginning after December 15, 2019. Early adoption is permitted. The Plan Administrator is currently evaluating the effect of these provisions on the Plan's financial position and results of operations.

3. Fair Value Measurements

The guidance for fair value measurement establishes the authoritative definition of fair value, sets out a framework for measuring fair value, and outlines the required disclosures regarding fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The Plan uses a three-tier fair value hierarchy based upon observable and non-observable inputs as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs developed using the Plan's estimates and assumptions which reflect those that market participants would use.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2019 and 2018.

- *Mutual funds*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Money market funds:* Valued as cash equivalents, which approximates fair value due to their short-term maturities.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

3. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2019 and 2018:

	December 31, 2019			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	**$15,156,967**	**$ –**	**$ –**	**$15,156,967**
Money market account	**140,449**	**–**	**–**	**140,449**
Total	**$15,297,416**	**$ –**	**$ –**	**$15,297,416**

	December 31, 2018			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 8,157,621	$ –	$ –	$ 8,157,621
Money market account	84,102	–	–	84,102
Total	$ 8,241,723	$ –	$ –	$ 8,241,723

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Plan evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2019, there were no significant transfers in or out of Levels 1, 2 or 3.

4. Information Certified by the Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA.

4. Information Certified by the Trustee (continued)

Accordingly, Fidelity, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, at fair value, and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2019 and 2018.
- Total investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2019.
- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2019.

5. Related-Party and Party-in-Interest Transactions

Plan assets include investment in funds managed by Fidelity and notes receivable from participants. Fidelity serves as the Plan's trustee and as such, these transactions qualify as party-in-interest transactions under ERISA. Fees incurred by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan Sponsor pays directly any other fees related to the Plan's operations.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the termination of the Plan, the individual accounts of all members shall become fully vested. After deducting all charges and expenses, the balances of all individual accounts will be adjusted and the remaining assets distributed.

7. Income Tax Status

The Plan adopted a volume submitter plan document that received an advisory letter from the IRS on March 31, 2014. The advisory letter stated that the volume submitter plan document is designed in accordance with the applicable sections of the IRC. In accordance with Revenue Procedures 2020-4 and 2015-36, the Company has determined that it is eligible to and has chosen to rely on the current IRS advisory letter. The Plan has adopted other discretionary amendments. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes is included in the Plan's financial statements.

7. Income Tax Status (continued)

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2019 and 2018, and for the year ended December 31, 2019, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

8. Subsequent Events

Effective January 1, 2020, the Plan was amended to include Safe Harbor employer matching contributions to all eligible employees in an amount equal to 100% of the first 4% of participant deferrals, and to remove discretionary matching employer contributions. In addition, the initial automatic enrollment pre-tax deferral contribution was increased from 3% to 4% for newly-eligible employees, active participants without a deferral election on file, and eligible employees having a reemployment commencement date. Employees having a reemployment commencement date shall be automatically enrolled the later of 30 days from date of rehire or entry date. Finally, effective January 1, 2020, loans are no longer immediately due upon termination.

On March 11, 2020, the World Health Organization declared a novel strain of coronavirus ("COVID-19") a "Public Health Emergency of International Concern" and characterized COVID-19 as a pandemic. This virus has resulted in worldwide government restrictions on the movement of people, goods, and services resulting in an economic downturn. As a result, the fair value of investments and the related net assets available for benefits have experienced increased levels of volatility. There is significant uncertainty around the duration and the overall impact on economic and market conditions. Due to this uncertainty, the impact of COVID-19 on the Plan's investment portfolio cannot reasonably be estimated; however, this disruption may have a significant impact on the Plan's financial position and results for 2020.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") became law on March 27, 2020. The CARES Act includes several relief provisions available to qualified retirement plans and their participants including, among other things, penalty free hardship withdrawal, increase in loan limits, and up to one-year loan suspensions. As part of the CARES Act, a qualified participant may elect to take a penalty-free Coronavirus Related Distribution ("CRD") from 401(k) plans up to $100,000, not to exceed the participant's vested balance. CRD distributions are available from March 27, 2020 through December 31, 2020.

8. Subsequent Events (continued)

On April 23, 2020 the Company elected to make the CARES Act loan repayment deferment and CARES Act loan increase limits effective immediately. An eligible participant may defer current loan payments due between March 27, 2020 to December 31, 2020 for up to one year with accrued interest. An eligible participant may also choose to take out a loan up to the lesser of $100,000 or 100% of their vested balance effective for 180 days beginning March 27, 2020. Written amendments to the Plan to reflect these operational changes will be adopted at a later date in accordance with applicable law and IRS guidance.

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2019 and 2018:

	December 31, 2019	2018
Net assets available for benefits per the financial statements	**$ 16,084,141**	$ 8,784,992
Less: Amounts attributed to employer contributions receivable reported in the financial statements but not reflected on the 5500	**(672,454)**	(414,700)
Net assets available for benefits per the Form 5500	**$ 15,411,687**	$ 8,370,292

The following is a reconciliation of net income per the financial statements to the Form 5500 for the year ended December 31, 2019:

Total net increase per the Statement of Changes in Net Assets Available for Benefits	**$ 7,299,149**
Add: Amounts attributed to prior year employer contributions receivable included in the 5500 but excluded from the financial statements	**414,700**
Less: Amounts attributed to current year employer contributions receivable reported in the financial statements but not reflected on the 5500	**(672,454)**
Net income per the Form 5500	**$ 7,041,395**

Supplemental Schedule

WP Engine Retirement Plan

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

EIN: 27-3155665 PN: 001

December 31, 2019

(a)	(b) Identity of Issue	(c) Description of Investment	(e) Current Value
	American Beacon Small Cap Value Fund Class Institutional	Mutual Fund	**$ 50,248**
	American Funds EuroPacific Growth Fund Class R-6	Mutual Fund	**136,949**
	DFA International Value Port	Mutual Fund	**16,022**
	DFA U.S. Small Cap Portfolio Institutional Class	Mutual Fund	**147,259**
*	Fidelity 500 Index Fund Investor Class	Mutual Fund	**1,124,085**
*	Fidelity Freedom 2015 Fund	Mutual Fund	**5,407**
*	Fidelity Freedom 2020 Fund	Mutual Fund	**2,955**
*	Fidelity Freedom 2025 Fund	Mutual Fund	**251,147**
*	Fidelity Freedom 2030 Fund	Mutual Fund	**287,336**
*	Fidelity Freedom 2035 Fund	Mutual Fund	**912,179**
*	Fidelity Freedom 2040 Fund	Mutual Fund	**1,700,139**
*	Fidelity Freedom 2045 Fund	Mutual Fund	**2,136,286**
*	Fidelity Freedom 2050 Fund	Mutual Fund	**3,061,023**
*	Fidelity Freedom 2055 Fund	Mutual Fund	**2,387,585**
*	Fidelity Freedom 2060 Fund	Mutual Fund	**563,773**
*	Fidelity Freedom 2065 Fund	Mutual Fund	**52**
*	Fidelity Freedom Income	Mutual Fund	**2,976**
*	Fidelity International Index Fund	Mutual Fund	**225,225**
	Harbor Mid Cap Value Instl Fund	Mutual Fund	**67,757**
	Ivy Emerging Markets Equity Fund	Mutual Fund	**122,618**
	Janus ASP Enterprise I	Mutual Fund	**319,211**
	Lord Abbett Short Duration Income Fund Class R6	Mutual Fund	**128,956**
	MFS Value Fund Class R6	Mutual Fund	**149,813**
	Oppenheimer Total Return Bond Fund Class A	Mutual Fund	**226,216**
	T. Rowe Price Growth Stock Fund	Mutual Fund	**428,806**
	Vanguard Extended Market ADM	Mutual Fund	**439,523**
	Vanguard Interm Bond Idx ADM	Mutual Fund	**263,421**
*	Fidelity Retirement Money Market Fund	Money Market Account	**140,449**
*	Notes receivable from participants	With varying maturity dates and interest rates ranging from 4.25% to 6.50%	**114,271**
			$ 15,411,687

* Indicates a party-in-interest to the Plan

Note: Cost information (column d) is not provided as all investments are participant-directed

Financial Statements and Supplemental Schedule

WP Engine Retirement Plan

As of December 31, 2019 and 2018
and for the year ended December 31, 2019
with Report of Independent Auditors

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Report of Independent Auditors

Plan Administrator and Participants and Beneficiaries
WP Engine Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of WP Engine Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, the related statement of changes in net assets available for benefits for the year ended December 31, 2019, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we have not obtained sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investments and notes receivable from participants and executes the related transactions. The Plan administrator obtained a certification from the trustee as of December 31, 2019 and 2018 and for the year ended December 31, 2019, that the information provided to the Plan administrator by the trustee is complete and accurate.

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not obtained sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2019, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Holtzman Partners, LLP

Austin, Texas
October 7, 2020

WP Engine Retirement Plan

Statements of Net Assets Available for Benefits

	December 31, 2019	2018
Assets		
Investments, at fair value	**$ 15,297,416**	$ 8,241,723
Receivables:		
Employer contribution	**672,454**	414,700
Notes receivable from participants	**114,271**	128,569
Total receivables	**786,725**	543,269
Net assets available for benefits	**$ 16,084,141**	$ 8,784,992

See accompanying notes.

WP Engine Retirement Plan

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2019

Additions		
Investment income:		
Net appreciation of investments	**$**	**1,749,975**
Interest and dividends from investments		**710,823**
Total investment income		**2,460,798**
Interest income on notes receivable from participants		**6,687**
Contributions:		
Employee		**3,619,315**
Employer		**672,454**
Rollover		**1,823,250**
Total contributions		**6,115,019**
Total additions		**8,582,504**
Deductions		
Distributions to participants		**1,277,835**
Corrective distributions		**2,757**
Administrative expenses		**2,763**
Total deductions		**1,283,355**
Net increase		**7,299,149**
Net assets available for benefits at beginning of year		**8,784,992**
Net assets available for benefits at end of year	**$**	**16,084,141**

See accompanying notes.

WP Engine Retirement Plan

Notes to Financial Statements

As of December 31, 2019 and 2018
and for the year ended December 31, 2019

1. Description of the Plan

WP Engine Retirement Plan (the "Plan") is a defined contribution plan covering substantially all eligible employees of WP Engine, Inc. (the "Company" or "Plan Sponsor"). The Plan became effective April 16, 2014 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All Plan assets are held by Fidelity Trust Management Company ("Fidelity"). Complete information regarding the Plan is included in the Plan Agreement. Significant Plan provisions are summarized below.

During 2019, the Plan Sponsor acquired Fancy Chap, Inc. dba Flywheel ("Flywheel"). The Flywheel 401(k) Retirement Plan was terminated effective December 17, 2019. Effective September 22, 2019, Flywheel became a participating employer in the WP Engine Retirement Plan.

Plan Amendment

Effective September 1, 2019, the Plan was amended to provide 100% immediate vesting for employer non-elective contributions and employer matching contributions other than for participants terminated prior to September 1, 2019. Termed employer non-elective contributions and termed employer matching contributions are subject to the following vesting schedule:

Years of Vesting Service	Vested Interest
less than 1 year	0 %
1 year	33 %
2 years	66 %
3 years or more	100 %

Eligibility

Employees of the Company are eligible to participate in the Plan upon the attainment of 18 years of age and one month of service. Temporary or seasonal employees and interns are eligible to participate in the Plan upon attainment of 21 years of age and completion of 1,000 hours of service. Union employees, leased employees, and nonresident aliens are not eligible to participate in the Plan. Employees are eligible to participate in the Plan beginning the first of the month coinciding with or next following the date eligibility is satisfied.

1. Description of the Plan (continued)

Contributions

Participants are allowed to make elective pre-tax or Roth contributions to the Plan of up to 100% of their annual eligible Plan compensation, as defined, subject to limitation under the Internal Revenue Code (IRC). Participants who have attained age 50 are eligible to make catch-up contributions. Participants may also contribute amounts representing rollovers from other qualified retirement plans or individual retirement accounts.

The Plan includes an automatic enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan upon meeting the Plan's eligibility requirements unless they elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of annual eligible Plan compensation and their contributions are invested in a designated balanced fund, unless changed by the participant.

The Company may also make discretionary employer non-elective contributions and discretionary employer matching contributions. A Participant shall only be entitled to receive discretionary employer non-elective contributions if they are employed by the Company or a related employer on the last day of the Plan year and earned at least 1,000 hours of service during the Plan year. There are no continuing eligibility requirements to receive discretionary employer matching contributions. Discretionary employer non-elective contributions totaling $523,600 and $414,700 were made for the 2019 and 2018 plan years, respectively, and included in employer contribution receivables on the accompanying statements of net assets available for benefits. No employer matching contributions were made for 2019 or 2018.

Participant Accounts

Participants direct the investment of their accounts among various investment options offered by the Plan. Participants may change their investment options daily.

Each participant's account is credited with (a) the participant's contributions, (b) an allocation of employer contributions, and (c) an allocation of investment earnings, and is charged with (a) withdrawals, (b) an allocation of investment losses, and (c) certain administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. Description of the Plan (continued)

Vesting

Participants are immediately 100% vested in their contributions, including rollover contributions, the Company's discretionary employer non-elective contributions, and discretionary employer matching contributions, plus actual earnings thereon.

For participants terminated prior to September 1, 2019, vesting in the Company's matching and non-elective contributions, plus actual earnings thereon, is based on years of credited service, as defined, subject to the following vesting schedule:

Years of Service	Vested Benefits
Less than 1 year	0 %
1 year	33 %
2 years	66 %
3 years or more	100 %

Forfeitures

Non-vested balances of participants' accounts may be subject to forfeiture upon termination of their employment with the Company. A forfeiture occurs in the Plan year in which the participant either receives a distribution of their vested account or has five consecutive one-year breaks in service, as defined by the Plan.

Forfeitures are retained in the Plan and first used to pay Plan administrative expenses, with any remaining amounts used to reduce future employer contributions. The forfeited unvested account balance totaled $50,443 and $22,861 at December 31, 2019 and 2018, respectively. For the year ended December 31, 2019, forfeitures were not used to pay Plan administrative expenses or to reduce the Plan's 2019 employer contributions.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 and up to a maximum of i) $50,000 reduced by the highest outstanding note receivable balance over the prior twelve months less the outstanding balance on the date a new note receivable is made or ii) 50% of their vested account balance, whichever is less. Notes receivable from participants are secured by the vested balance in the participant's account and bear interest at rates established by the Plan administrator.

1. Description of the Plan (continued)

Participants may only have two notes receivable outstanding at a time. Principal and interest are paid ratably through payroll deductions over a period not to exceed five years, unless the funds are used for purchase of a principal residence, in which case repayment terms may be extended.

Payment of Benefits

Upon termination of service due to death, disability, normal retirement, or termination of employment, a participant is entitled to receive an amount equal to the vested interest in his or her account, payable in lump-sum, installments, or partial withdrawals. In general, if a participant's vested account balance, as defined by the Plan, is greater than $5,000 and employment is terminated other than due to retirement or death, the account may not be distributed before normal retirement without the participant's consent. However, regardless of participant election as to the payment, the Plan may, upon termination of service of a participant for any reason, pay the benefits owed in a lump sum if the account balance is less than $5,000 (the involuntary cash-out amount). Distributions are subject to the applicable provisions of the Plan agreement.

In-service withdrawals of all or a portion of a participant's vested account balance may be withdrawn by a participant after reaching age 59 ½. In-service withdrawals of all or a portion of a participant's rollover account balance may be withdrawn at any time.

Withdrawals from the Plan may also be made upon circumstances of financial hardship, in accordance with the provisions specified in the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS). Effective January 1, 2019, in accordance with the Bipartisan Budget Act of 2018 (BBA), the provisions specified in the Plan were modified to remove the six-month suspension on employee contributions after a hardship withdrawal and the requirement to obtain a loan prior to a hardship withdrawal.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to IRS penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for investments in various investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the financial statements and supplemental schedules.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan administrator determines the Plan's valuation policies using information provided by investment advisers, the custodian, and the insurance company. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Management fees and expenses charged to the Plan for investments in mutual fund accounts are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

2. Significant Accounting Policies (continued)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. For participant loans that become delinquent, are not cured and result in default, the amount of the unpaid loan principal and interest due to the Plan will be treated as a deemed distribution. Deemed distributions are reported as a taxable distribution and remain part of the participant's account balance until a distributable event occurs.

Payment of Benefits

Benefits to participants are recorded by the Plan when actual payment is made.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Plan Sponsor and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payment transactions are charged directly to the participant's account and are included in administrative expenses.

Subsequent Events

The Plan evaluated events occurring between the end of the most recent fiscal year and through the report date, October 7, 2020, the date the financial statements and supplemental schedule were available to be issued. See specific subsequent events disclosed in Note 8.

Recent Accounting Pronouncements

In August 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*, which eliminates, adds, and modifies certain disclosure requirements for fair value measurements as part of its disclosure framework project. The guidance is effective for all entities for fiscal years beginning after December 15, 2019. Early adoption is permitted. The Plan Administrator is currently evaluating the effect of these provisions on the Plan's financial position and results of operations.

3. Fair Value Measurements

The guidance for fair value measurement establishes the authoritative definition of fair value, sets out a framework for measuring fair value, and outlines the required disclosures regarding fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The Plan uses a three-tier fair value hierarchy based upon observable and non-observable inputs as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs developed using the Plan's estimates and assumptions which reflect those that market participants would use.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2019 and 2018.

- *Mutual funds*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Money market funds:* Valued as cash equivalents, which approximates fair value due to their short-term maturities.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

3. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2019 and 2018:

	December 31, 2019			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	**$15,156,967**	**$ –**	**$ –**	**$15,156,967**
Money market account	**140,449**	**–**	**–**	**140,449**
Total	**$15,297,416**	**$ –**	**$ –**	**$15,297,416**

	December 31, 2018			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 8,157,621	$ –	$ –	$ 8,157,621
Money market account	84,102	–	–	84,102
Total	$ 8,241,723	$ –	$ –	$ 8,241,723

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Plan evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2019, there were no significant transfers in or out of Levels 1, 2 or 3.

4. Information Certified by the Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA.

4. Information Certified by the Trustee (continued)

Accordingly, Fidelity, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, at fair value, and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2019 and 2018.
- Total investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2019.
- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2019.

5. Related-Party and Party-in-Interest Transactions

Plan assets include investment in funds managed by Fidelity and notes receivable from participants. Fidelity serves as the Plan's trustee and as such, these transactions qualify as party-in-interest transactions under ERISA. Fees incurred by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan Sponsor pays directly any other fees related to the Plan's operations.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the termination of the Plan, the individual accounts of all members shall become fully vested. After deducting all charges and expenses, the balances of all individual accounts will be adjusted and the remaining assets distributed.

7. Income Tax Status

The Plan adopted a volume submitter plan document that received an advisory letter from the IRS on March 31, 2014. The advisory letter stated that the volume submitter plan document is designed in accordance with the applicable sections of the IRC. In accordance with Revenue Procedures 2020-4 and 2015-36, the Company has determined that it is eligible to and has chosen to rely on the current IRS advisory letter. The Plan has adopted other discretionary amendments. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes is included in the Plan's financial statements.

7. Income Tax Status (continued)

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2019 and 2018, and for the year ended December 31, 2019, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

8. Subsequent Events

Effective January 1, 2020, the Plan was amended to include Safe Harbor employer matching contributions to all eligible employees in an amount equal to 100% of the first 4% of participant deferrals, and to remove discretionary matching employer contributions. In addition, the initial automatic enrollment pre-tax deferral contribution was increased from 3% to 4% for newly-eligible employees, active participants without a deferral election on file, and eligible employees having a reemployment commencement date. Employees having a reemployment commencement date shall be automatically enrolled the later of 30 days from date of rehire or entry date. Finally, effective January 1, 2020, loans are no longer immediately due upon termination.

On March 11, 2020, the World Health Organization declared a novel strain of coronavirus ("COVID-19") a "Public Health Emergency of International Concern" and characterized COVID-19 as a pandemic. This virus has resulted in worldwide government restrictions on the movement of people, goods, and services resulting in an economic downturn. As a result, the fair value of investments and the related net assets available for benefits have experienced increased levels of volatility. There is significant uncertainty around the duration and the overall impact on economic and market conditions. Due to this uncertainty, the impact of COVID-19 on the Plan's investment portfolio cannot reasonably be estimated; however, this disruption may have a significant impact on the Plan's financial position and results for 2020.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") became law on March 27, 2020. The CARES Act includes several relief provisions available to qualified retirement plans and their participants including, among other things, penalty free hardship withdrawal, increase in loan limits, and up to one-year loan suspensions. As part of the CARES Act, a qualified participant may elect to take a penalty-free Coronavirus Related Distribution ("CRD") from 401(k) plans up to $100,000, not to exceed the participant's vested balance. CRD distributions are available from March 27, 2020 through December 31, 2020.

8. Subsequent Events (continued)

On April 23, 2020 the Company elected to make the CARES Act loan repayment deferment and CARES Act loan increase limits effective immediately. An eligible participant may defer current loan payments due between March 27, 2020 to December 31, 2020 for up to one year with accrued interest. An eligible participant may also choose to take out a loan up to the lesser of $100,000 or 100% of their vested balance effective for 180 days beginning March 27, 2020. Written amendments to the Plan to reflect these operational changes will be adopted at a later date in accordance with applicable law and IRS guidance.

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2019 and 2018:

	December 31, 2019	2018
Net assets available for benefits per the financial statements	**$ 16,084,141**	$ 8,784,992
Less: Amounts attributed to employer contributions receivable reported in the financial statements but not reflected on the 5500	**(672,454)**	(414,700)
Net assets available for benefits per the Form 5500	**$ 15,411,687**	$ 8,370,292

The following is a reconciliation of net income per the financial statements to the Form 5500 for the year ended December 31, 2019:

Total net increase per the Statement of Changes in Net Assets Available for Benefits	**$ 7,299,149**
Add: Amounts attributed to prior year employer contributions receivable included in the 5500 but excluded from the financial statements	**414,700**
Less: Amounts attributed to current year employer contributions receivable reported in the financial statements but not reflected on the 5500	**(672,454)**
Net income per the Form 5500	**$ 7,041,395**

Supplemental Schedule

WP Engine Retirement Plan

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

EIN: 27-3155665 PN: 001

December 31, 2019

(a)	(b) Identity of Issue	(c) Description of Investment	(e) Current Value
	American Beacon Small Cap Value Fund Class Institutional	Mutual Fund	**$ 50,248**
	American Funds EuroPacific Growth Fund Class R-6	Mutual Fund	**136,949**
	DFA International Value Port	Mutual Fund	**16,022**
	DFA U.S. Small Cap Portfolio Institutional Class	Mutual Fund	**147,259**
*	Fidelity 500 Index Fund Investor Class	Mutual Fund	**1,124,085**
*	Fidelity Freedom 2015 Fund	Mutual Fund	**5,407**
*	Fidelity Freedom 2020 Fund	Mutual Fund	**2,955**
*	Fidelity Freedom 2025 Fund	Mutual Fund	**251,147**
*	Fidelity Freedom 2030 Fund	Mutual Fund	**287,336**
*	Fidelity Freedom 2035 Fund	Mutual Fund	**912,179**
*	Fidelity Freedom 2040 Fund	Mutual Fund	**1,700,139**
*	Fidelity Freedom 2045 Fund	Mutual Fund	**2,136,286**
*	Fidelity Freedom 2050 Fund	Mutual Fund	**3,061,023**
*	Fidelity Freedom 2055 Fund	Mutual Fund	**2,387,585**
*	Fidelity Freedom 2060 Fund	Mutual Fund	**563,773**
*	Fidelity Freedom 2065 Fund	Mutual Fund	**52**
*	Fidelity Freedom Income	Mutual Fund	**2,976**
*	Fidelity International Index Fund	Mutual Fund	**225,225**
	Harbor Mid Cap Value Instl Fund	Mutual Fund	**67,757**
	Ivy Emerging Markets Equity Fund	Mutual Fund	**122,618**
	Janus ASP Enterprise I	Mutual Fund	**319,211**
	Lord Abbett Short Duration Income Fund Class R6	Mutual Fund	**128,956**
	MFS Value Fund Class R6	Mutual Fund	**149,813**
	Oppenheimer Total Return Bond Fund Class A	Mutual Fund	**226,216**
	T. Rowe Price Growth Stock Fund	Mutual Fund	**428,806**
	Vanguard Extended Market ADM	Mutual Fund	**439,523**
	Vanguard Interm Bond Idx ADM	Mutual Fund	**263,421**
*	Fidelity Retirement Money Market Fund	Money Market Account	**140,449**
*	Notes receivable from participants	With varying maturity dates and interest rates ranging from 4.25% to 6.50%	**114,271**
			$ 15,411,687

* Indicates a party-in-interest to the Plan

Note: Cost information (column d) is not provided as all investments are participant-directed