



DIVISION OF
CORPORATION FINANCE

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

November 24, 2020

Sharat Sharan
Chief Executive Officer
ON24, Inc.
50 Beale Street, 8th Floor
San Francisco, CA 94105

Re: ON24, Inc.
Draft Registration Statement on Form S-1
Submitted October 28, 2020
CIK No. 0001110611

Dear Mr. Sharan:

We have reviewed your draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Draft Registration Statement on Form S-1

Prospectus Summary

Overview, page 1

1. You disclose that your customers include several of the largest technology companies, banks, healthcare and manufacturing companies. Please explain whether these customers are representative of your overall customer base or together represent a material portion of your revenue.
2. Please disclose the basis for your claim that you are a leading, cloud-based digital platform.

Risk Factors

Risks Related to Our Business and Our Industry

Our sales cycle with enterprise customers..., page 20

3. Please disclose the percentage of your business that is with large enterprise customers.

Covenants in our loan agreement..., page 36

4. Please disclose that your credit facility is secured by substantially all of your assets.

Risks Related to Ownership of Our Common Stock

Provisions in our organizational documents..., page 41

5. Please briefly describe the types of situations that would require the approval of 66.7% of the stockholders to amend your bylaws and certificate of incorporation.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview, page 56

6. We note your general disclosures of the social and economic impacts from COVID-19 on page 16. Please expand to discuss the specific COVID-19 impact you have experienced to your results of operations, financial condition and relevant metrics. Refer to CF Disclosure Guidance: Topic No. 9 and 9A for additional guidance.

Our Go-to-Market Model, page 57

7. Please disclose the number of enterprise and commercial customers for the periods presented.

Key Business Metrics, page 59

8. Your Risk Factor on page 13 indicates that failure to attract new customers or retain, expand the usage of, and upsell your products to existing customers would harm your business and growth prospects. Please tell us what consideration was given to disclosing for the periods presented, the number of new and existing customers or renewal or retention rates. In addition, consider stratifying your customers into those with 2,000 or more employees for each reporting period. Also, consider disclosing the amount of customers with contract terms of one year. To the extent material, please discuss any known trends relating to such metrics. We refer you to Section III.B of SEC Release No. 33-8350.

Revenue, page 63

9. You disclose that your "Existing customers accounted for approximately 11 percentage points of the increase" in revenue for the year ending December 31, 2019. Please clarify whether this increase is attributable to full year of revenue being included in 2019 or

whether its a result of existing customers increasing the capacity used or adding new products. Revise your disclosures accordingly.

Business

Our Market Opportunity, page 82

10. Please tell us why you believe your calculation of average annual value of the companies in each band is representative of your total addressable market when you disclose that it is based upon the top 25% customers that subscribe to two or more of your products.

Certain Relationships and Related Party Transactions

Consulting Agreement, page 111

11. Please file the consulting agreement with InfoHorizon, LLC as an exhibit to your registration statement. Refer to Item 601(b)(10)(ii)(A) of Regulation S-K.

Shares Eligible for Future Sale

Lock-Up Agreements, page 121

12. Please disclose the exceptions to the lock-up agreements.

Notes to Consolidated Financial Statements

Costs to Obtain a Contract, page F-15

13. Please clarify whether the renewal commissions are commensurate with the initial commission. In paragraph BC309 of ASU 2014-09, the Boards indicated that amortizing capitalized commissions over a period that is longer than the initial contract term is not appropriate if an entity pays a commission on renewing a contract that is commensurate with the commission paid when obtaining the original contract.

12. Subsequent Events, page F-37

14. Please revise to disclose the date through which you evaluated subsequent events. We refer you to ASC 855-10-50-1(a).

General

15. Please supplementally provide us with copies of all written communications, as defined in Rule 405 under the Securities Act, that you, or anyone authorized to do so on your behalf, present to potential investors in reliance on Section 5(d) of the Securities Act, whether or not they retain copies of the communications.

Sharat Sharan
ON24, Inc.
November 24, 2020
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You may contact Amanda Kim, Staff Accountant, at (202) 551-3241 or Stephen Krikorian, Accounting Branch Chief, at (202) 551-3488 if you have questions regarding comments on the financial statements and related matters. Please contact Jeff Kauten, Staff Attorney, at (202) 551-3447 or Larry Spigel, Office Chief, at (202) 551-3815 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Technology

cc: Andrew Ledbetter, Esq.