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

SCHEDULE 14D-9

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

SoundThinking, Inc.
(Name of Subject Company)

SoundThinking, Inc.
(Name of Person Filing Statement)

Common Stock, par value \$0.005 per share
(Title of Class of Securities)

82536T107
(CUSIP Number of Class of Securities)

Ralph A. Clark
President and Chief Executive Officer
SoundThinking, Inc.
39300 Civic Center Drive, Suite 300
Fremont, California 94538
(510) 794-3100
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of the Person Filing Statement)

With copies to:

John-Paul Motley
Steve Tonsfeldt
William Sorabella
Cooley LLP
350 South Grand Avenue, Suite 3200
Los Angeles, CA 90071
(213) 561-3250

☒ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Schedule 14D-9C relates solely to the below listed preliminary communications made before the commencement of a planned tender offer (the “**Offer**”) by Transom Signal AcquireCo, LLC (“**Parent**”), a Delaware limited liability company and Transom Signal MergerSub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“**Merger Sub**”), to acquire all of the issued and outstanding shares of common stock, par value \$0.005 per share, of SoundThinking, Inc., a Delaware corporation (the “**Company**”), to be commenced pursuant to the Agreement and Plan of Merger, dated as of September 28, 2026, by and among the Company, Parent and Merger Sub. Upon the consummation of the Offer, Merger Sub will merge with and into the Company pursuant to Section 251(h) of the General Corporation Law of the State of Delaware with the Company continuing as the surviving corporation and a wholly owned subsidiary of Parent.

- [Exhibit 99.1: Joint Press Release issued by Parent and the Company, dated September 29, 2026 \(incorporated by reference to Exhibit 99.1 of the Current Report on Form 8-K filed by the Company with the U.S. Securities and Exchange Commission on September 29, 2026\).](#)
- [Exhibit 99.2: Email from Ralph A. Clark, President and Chief Executive Officer of the Company, sent to employees, dated September 29, 2026.](#)
- [Exhibit 99.3: Employee FAQ, dated September 29, 2026.](#)
- [Exhibit 99.4: Social Media Posts, dated September 29, 2026.](#)
- [Exhibit 99.5: Customer Letter, dated September 29, 2026.](#)
- [Exhibit 99.6: Employee Town Hall, dated September 29, 2026.](#)

Additional Information and Where to Find It

In connection with the proposed transaction, Parent and Merger Sub will commence a tender offer for all of the outstanding shares of common stock of the Company. The tender offer described in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities of the Company. The solicitation and the offer to purchase shares of the Company’s common stock will only be made pursuant to a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and other related materials that Transom intends to file with the Securities and Exchange Commission (the “SEC”). In addition, the Company will file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer.

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Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, but not limited to, statements that refer to the transaction positioning the Company’s business for the future and enabling the Company to operate with greater flexibility as a private company; and statements regarding the structure, timing, and completion of the proposed transaction between Transom and the

Company. Forward-looking statements often address expected future business and financial performance and often contain words such as “expect,” “anticipate,” “should,” “believe,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “could,” “intend” and similar expressions. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond the Company’s control and are not guarantees of future results. These forward-looking statements are based on the beliefs and assumptions of management at the time that these statements were prepared and are inherently uncertain. Such statements, events or results may not accurately indicate the timing of, or the date by which, such events or results will be consummated or achieved, if at all. These statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in these statements. You should not place undue reliance on these forward-looking statements. Such risks, uncertainties and contingencies include, among others: (i) the satisfaction or waiver of closing conditions to the potential transaction in the anticipated timeframe or at all; (ii) uncertainty as to how many of the Company’s stockholders will tender their shares in the tender offer and the possibility that the acquisition does not close; (iii) the expected timing of the potential transaction; (iv) the possibility that competing offers will be made; (v) the effect of the announcement of the potential transaction on the Company’s business relationships, including with partners, customers and employees; (vi) the magnitude of transaction-related costs associated with the potential transaction and the possibility that anticipated synergies and other anticipated benefits of the potential transaction will not be realized in the amounts expected, within the expected timeframe or at all; (vii) the risk of litigation and/or regulatory actions related to the proposed transaction; (viii) the risk that milestones under the contingent value rights will not be reached and that payments under the contingent value rights will not be made; (ix) the risk that the Company’s stock price may fluctuate during the pendency of the transaction; (x) the response of competitors and other market participants to the potential transaction; (xi) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (xii) the diversion of the Company’s or Transom’s respective management’s time and attention from ongoing business operations and opportunities; (xiii) difficulties or unanticipated expenses in connection with integrating the parties’ operations, products and employees; (xiv) the expected tax treatment of the potential transaction; (xv) the impact of global macroeconomic conditions on the Company’s business; and (xvi) other circumstances beyond the Company’s and Transom’s control, including those included elsewhere in the Company’s periodic filings with the SEC. There can be no assurance that the potential transaction described above will in fact be consummated in the manner described or at all. Stockholders, investors and other readers are urged to consider these risks and uncertainties in evaluating forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. It is not possible to anticipate or foresee all risks and uncertainties, and investors should not consider any list of risks and uncertainties to be exhaustive or complete. For additional information on identifying factors that may cause actual results to vary from those stated in forward-looking statements, please see the Company’s most recently filed Annual Report on Form 10-K for the fiscal year ended December 31, 2025 and subsequent Quarterly Reports on Form 10-Q and other SEC filings. These forward-looking statements are made as of the date of this communication and are based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Except as required by applicable law, neither the Company nor Transom undertakes any duty or obligation to update any forward-looking statements contained in this communication as a result of new information, future events, changes in its expectations or other circumstances that exist after the date as of which the forward-looking statements were made.

SoundThinking to be Acquired by Transom Capital Group

*SoundThinking shareholders to receive \$8.00 per share in cash,
plus one non-transferable contingent value right (CVR) for up to an additional \$3.00 per share*

Upfront cash consideration of \$8.00 per share represents a 46% premium to closing price on September 28, 2026

Shareholders owning approximately 33% of SoundThinking's outstanding common stock have already agreed to tender their shares in the tender offer

FREMONT, Calif. and LOS ANGELES — September 29, 2026 — SoundThinking, Inc. (Nasdaq: SSTI) (“SoundThinking” or the “Company”), a leading public safety technology company, and Transom Capital Group (“Transom”), an operationally focused middle-market private equity firm, today announced that they have entered into a definitive merger agreement (“Merger Agreement”) under which Transom will acquire SoundThinking through a tender offer for \$8.00 per share in cash, and one non-transferable CVR worth up to \$3.00 per share, for aggregate potential consideration of up to \$11.00 per share in cash.

The implied enterprise value of SoundThinking based solely on the up-front cash consideration is approximately \$114 million, and the total enterprise value with payment of the maximum CVR payment is approximately \$159 million.

The up-front cash consideration offer price represents a premium of 46% to the closing price per share of the Company’s common stock on September 28, 2026 (the last trading day prior to the announcement of the transaction). If the shareholders ultimately receive CVR payments, the premium received by the Company’s shareholders will be higher. For example, if the shareholders ultimately receive CVR payments equal to the maximum payment of \$3.00 per CVR, the aggregate consideration received through the offer would represent a premium of 101% to the closing price per share of the Company’s common stock on September 28, 2026.

“We are pleased to have entered into an agreement with Transom that delivers significant, immediate and certain value to our shareholders with additional future upside potential,” said Deborah Grant, Chair of the SoundThinking Board. “The SoundThinking Board of Directors regularly evaluates opportunities available to the Company and our standalone plans. Given the dynamic market environment, our Board believes that this transaction maximizes value for shareholders while positioning our business for the future. We are confident that our agreement with Transom is in the best interests of the Company and all our shareholders.”

“Joining forces with Transom marks an important milestone for SoundThinking and reflects the progress we have made in evolving into a broader public safety platform,” said Ralph Clark, President and CEO of SoundThinking. “Our focus has always been helping communities become safer and more resilient through data and technology, and we believe that moving forward as a private company with Transom will enable us to operate with greater flexibility to better support customers and deliver on our mission. Transom recognizes the value of our technology and the dedication of our team, and we are excited to partner with them as we begin this next phase.”

“SoundThinking has built a differentiated platform that delivers measurable impact for its customers and communities,” said Mads Jorge, Managing Director at Transom. “We are excited to partner with Ralph and the entire team to support continued investment in the Company’s innovative public safety products to advance the Company’s important purpose and mission.”

Transaction Details

Under the terms of the agreement, Transom will commence a tender offer to acquire all outstanding shares of SoundThinking's common stock for a purchase price of \$8.00 per share in cash, payable at closing, plus one non-transferable CVR, which entitles each holder thereof to receive up to an additional \$3.00 per share in cash, payable upon achievement of certain revenue milestones.

The CVR will entitle shareholders to receive \$0.50 per share if revenue for the Company's ShotSpotter and SafePointe products in 2027 (plus certain revenue attributable to 2027 but recognized in 2028) is equal to or greater than \$73.5 million, plus an additional \$0.05 per share for every \$0.5 million of such revenue in excess of this amount through \$75.5 million, and an additional \$0.05 per share for every \$0.25 million of fiscal year 2027 revenue in excess of \$75.5 million through \$87 million.

If the tender offer is successfully completed, Transom will acquire all remaining shares of SoundThinking not tendered in the offer through a second step merger for the same consideration as is paid in the tender offer.

The transaction has been unanimously approved by the SoundThinking Board and is expected to close in the fourth quarter of 2026, subject to the satisfaction of customary closing conditions, including the Company's shareholders validly tendering shares of SoundThinking's common stock representing at least a majority of the outstanding shares of SoundThinking common stock.

In connection with the execution of the definitive transaction agreement, Transom has entered into tender and support agreements with each of Veradace Partners L.P. and Gary M. Lauder and affiliated entities, who beneficially own approximately 16% of SoundThinking's outstanding common stock and 17% of SoundThinking's outstanding common stock, respectively. Pursuant to those agreements, these shareholders have agreed to, among other things, tender all of their shares in the tender offer. In addition, Gary M. Lauder and affiliated entities have agreed to invest and maintain an equity position in the go forward company and will retain their proportionate CVRs from their shares of SoundThinking's outstanding common stock.

Subject to and upon completion of the transaction, SoundThinking's shares will no longer trade on Nasdaq, and SoundThinking will become a privately held company.

Advisors

Tidal Partners is serving as financial advisor, Cooley LLP is serving as legal advisor, and Joele Frank, Wilkinson Brimmer Katcher is serving as strategic communications advisor to SoundThinking.

Kirkland & Ellis LLP is serving as legal advisor to Transom.

About SoundThinking

SoundThinking, Inc. (Nasdaq: SSTI) is a leading public safety technology company that delivers AI- and data-driven solutions for law enforcement, civic leadership, and security professionals. SoundThinking is trusted by more than 300 customers and has worked with approximately 2,100 agencies to drive more efficient, effective and equitable public safety outcomes. The company's SafetySmart™ platform includes ShotSpotter®, the leading acoustic gunshot detection system; CrimeTracer™, the leading law enforcement search engine; CaseBuilder™, a one-stop investigation management system; ResourceRouter™, software that directs patrol and community anti-violence resources to help maximize their impact; SafePointe®, an AI-based weapons detection system; and PlateRanger powered by Rekor®, a leading ALPR solution. SoundThinking has been designated a Great Place to Work® Company.

About Transom

Transom is a leading operationally focused private equity firm that thrives in complexity, specializing in identifying and unlocking value in the middle market. Founded in 2008 and headquartered in Los Angeles, Transom has established a strong track record across various economic cycles by employing a time-tested, operationally intensive strategy to drive transformative outcomes. Transom's expertise spans corporate carve-outs, lender-owned businesses, undervalued public companies, and other complex situations requiring speed, flexibility, and precision. Supported by a large in-house operations team, Transom delivers tailored solutions backed with functional expertise to help companies unlock their full potential.

Transom's sector-flexible approach is grounded in pattern recognition, value creation, and disciplined execution. The firm provides not only capital, but also the tools, insights, and operational capabilities necessary to accelerate business performance and create long-term value.

For more information, visit www.transomcap.com.

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2025 and subsequent Quarterly Reports on Form 10-Q and other SEC filings. These forward-looking statements are made as of the date of this press release and are based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Except as required by applicable law, neither the Company nor Transom undertakes any duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events, changes in its expectations or other circumstances that exist after the date as of which the forward-looking statements were made.

SoundThinking Contacts

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Transom Capital Group Contact

Prosek Partners
pro-transom@prosek.com

SSTI Transaction Employee Letter from Ralph

Subject: SoundThinking's Next Chapter

Team,

Helping create safer communities for our families, friends and neighbors has always been at the heart of our business. Over the past several years, we have built upon that foundation, evolving from a single-product company into a broader public safety technology platform with an integrated portfolio of innovative, data-driven solutions. We are proud of the progress we have made expanding our capabilities and supporting agencies across the country in delivering safer, stronger outcomes for the people they serve. Today marks another important milestone in our company's history as we begin the next phase of advancing that mission.

This morning, we announced that Transom Capital Group ("Transom") has agreed to acquire SoundThinking for \$8.00 per share in cash, plus a contingent value right ("CVR") that provides shareholders with the opportunity to receive up to an additional \$3.00 per share if we achieve certain revenue milestones.

By way of background, Transom is a seasoned investor that works collaboratively alongside companies and their teams to capture new growth opportunities. As we have gotten to know their team throughout this process, it has become clear that they are the right partner for SoundThinking. Their interest in SoundThinking is a testament to the importance of our mission, the caliber of our team and the many exciting opportunities ahead of our business.

We believe that our agreement with Transom maximizes value for shareholders while best positioning SoundThinking for our next phase of success. Our Board of Directors regularly evaluates opportunities available to the Company and our standalone plans. Given the dynamic market environment, we believe that moving forward as a private company with Transom will enable us to operate with greater flexibility to better support customers and deliver on our mission of helping communities become safer and more resilient through data and technology.

Next Steps

While this is an exciting day for SoundThinking, this announcement is the first step in a process and nothing is changing today. The transaction is expected to close in the fourth quarter of 2026, subject to customary closing conditions, including the completion of the tender offer by Transom for our shares. Until then, **we remain a standalone company**, and our commitments to our customers, partners and communities are unchanged.

We are committed to keeping you informed as we move forward, starting with a town hall at 10:00 AM PT today to discuss this news and what it means for our business and for you in more detail. In the meantime, we have attached a "Frequently Asked Questions" document to help address immediate questions you may have.

We recognize that these types of announcements are likely to draw increased attention on our Company, and it is important that we speak with one voice. If you are contacted regarding today's news, please direct all inquiries to me.

On behalf of the entire executive team, thank you for everything you have done – and continue to do – to support our company, our customers and our communities.

Best,
Ralph

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SSTI Transaction Employee FAQ

1. What was announced? Why now?

- We announced that SoundThinking has entered into a definitive agreement to be acquired by Transom for \$8.00 per share in cash, plus a CVR that provides shareholders with the opportunity to receive up to an additional \$3.00 per share if our ShotSpotter and SafePointe products achieve certain revenue milestones.
- This transaction builds on the progress we have made transforming into a broader public safety technology platform, and reflects the Board's ongoing evaluation of opportunities available to the Company and our standalone plans.
- Given the dynamic market environment, we believe that moving forward as a private company with Transom will enable us to operate our business with greater flexibility to better support customers and deliver on our mission of helping communities become safer and more resilient through data and technology.

2. Who is Transom? Why are they the right partner for SoundThinking?

- Transom is a seasoned investor based in El Segundo, CA with a proven track record of working collaboratively alongside companies and their teams to capture new growth opportunities.
- Their interest in SoundThinking is a testament to the importance of our mission, the caliber of our team and the progress we have made transforming into a broader public safety technology platform.
- We are confident that Transom is the right partner to support SoundThinking's next chapter of success.

3. What does it mean to become a private company? What are the benefits?

- Becoming a private company means that, following completion of the transaction, SoundThinking will no longer be listed or traded on Nasdaq.
- As a private company owned by Transom, we expect SoundThinking will be able to operate with greater flexibility to better support customers and deliver on our mission of helping communities become safer and more resilient through data and technology.
- With Transom, we are confident that SoundThinking is well positioned for continued success.

4. What are Transom's plans for SoundThinking? Will there be a change in our strategy, products or services?

- This transaction is about a change of ownership – not a change of strategy.
- In fact, Transom is interested in SoundThinking because they believe in our mission and our technology.
- That said, it's important to understand that we are early in the transaction process and many decisions have yet to be made.
- For now, we remain a standalone company, and we should continue providing our customers with the products and support that they expect from us.
- As always, our focus remains on helping communities become safer and more resilient through data and technology.

5. What does this mean for employees? Does this impact my day-to-day responsibilities? Compensation or benefits?

- This announcement is just the beginning of the process.
- We expect the transaction to close in the fourth quarter of 2026, subject to customary closing conditions, including the completion of the tender offer by Transom for our shares.
- Until that time, we remain a standalone company.
- Please remain focused on your day-to-day responsibilities and the important work you do to help create safer communities for our families, friends and neighbors.
- We know you have many questions, and updates will be provided at the appropriate time.

6. Will there be layoffs as a result of this transaction?

- Our transaction with Transom is about facilitating our next phase of growth.
- We are operating as usual, and decisions regarding headcount will continue to be made based on the needs of the business, as they have always been.

7. What happens between now and closing?

- Until the transaction closes, which we expect to be in the fourth quarter of 2026, SoundThinking remains a standalone company.
- Our commitments to our customers, partners and communities remain unchanged.

8. I own SoundThinking stock. What will happen to my shares?

- As a shareholder, you will have the opportunity to tender your shares into Transom's tender offer and, upon completion of the tender offer, receive \$8.00 in cash plus a CVR for each share of common stock you own.
- You will receive more information regarding the tender offer once Transom commences the tender offer and documents relating to the tender offer are filed with the SEC.

9. What happens to vested and unvested equity awards?

- For more details on what this transaction means for equity awards, please reach out to Anne Mueller.

10. What is a tender offer? What are the next steps in this process? Should I tender my shares? How do I do that?

- A "tender offer" is a public offer to buy stock directly from the shareholders.
- All SoundThinking shareholders will be given an opportunity to "tender", or sell, their stock for \$8.00 per share plus a CVR within a specified timeframe once the tender offer commences.
- Along with SoundThinking's other shareholders, employee shareholders will receive information regarding the tender offer once Transom commences the tender offer and documents related to the tender offer are filed with the SEC.

11. What is a CVR?

- A CVR allows shareholders who own shares at closing of the transaction to receive additional payment if certain events or milestones occur.
- In this case, the CVR entitles shareholders to receive up to an additional \$3.00 per share payable upon certain revenue milestones.

12. What should I tell customers, partners or other stakeholders who ask me about this announcement?

- You should tell them that, as always, our top priority is helping communities become safer and more resilient through data and technology.
- Until the transaction closes, we remain a standalone company, and we are focused on continuing to provide our customers with the products and support that they expect from us.

13. What should I do if an analyst or member of the media contacts me?

- We recognize this news may generate increased attention from outside parties, and it is important that we speak with one voice.
- Consistent with company policy, if you receive any inquiries from members of the media, investors or the analyst community, please do not respond, and instead forward the inquiry to Ralph Clark.

14. Can I post about the pending transaction on social media?

- No. We ask that you please use caution on social media or any other public-facing forum, consistent with company policy and our social media guidelines.
- You may link or share company posts, but do not create new content such as with comments on links or shares.
- It is important that we speak with one voice and that all public communications come through authorized channels.

15. When will I receive additional information on this transaction? Who can I reach out to with questions?

- We are committed to transparency and will continue to share updates as we move forward.
- As always, feel free to speak to your manager with any questions you may have.

Additional Information and Where to Find It

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Forward-Looking Statements

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transaction; (iv) the possibility that competing offers will be made; (v) the effect of the announcement of the potential transaction on the Company's business relationships, including with partners, customers and employees; (vi) the magnitude of transaction-related costs associated with the potential transaction and the possibility that anticipated synergies and other anticipated benefits of the potential transaction will not be realized in the amounts expected, within the expected timeframe or at all; (vii) the risk of litigation and/or regulatory actions related to the proposed transaction; (viii) the risk that milestones under the CVRs will not be reached and that payments under the CVRs will not be made; (ix) the risk that the Company's stock price may fluctuate during the pendency of the transaction; (x) the response of competitors and other market participants to the potential transaction; (xi) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (xii) the diversion of the Company's or Transom's respective management's time and attention from ongoing business operations and opportunities; (xiii) difficulties or unanticipated expenses in connection with integrating the parties' operations, products and employees; (xiv) the expected tax treatment of the potential transaction; (xv) the impact of global macroeconomic conditions on the Company's business; and (xvi) other circumstances beyond the Company's and Transom's control, including those included elsewhere in the Company's periodic filings with the SEC. There can be no assurance that the potential transaction described above will in fact be consummated in the manner described or at all. Stockholders, investors and other readers are urged to consider these risks and uncertainties in evaluating forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. It is not possible to anticipate or foresee all risks and uncertainties, and investors should not consider any list of risks and uncertainties to be exhaustive or complete. For additional information on identifying factors that may cause actual results to vary from those stated in forward-looking statements, please see the Company's most recently filed Annual Report on Form 10-K for the fiscal year ended December 31, 2025 and subsequent Quarterly Reports on Form 10-Q and other SEC filings. These forward-looking statements are made as of the date of this communication and are based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Except as required by applicable law, neither the Company nor Transom undertakes any duty or obligation to update any forward-looking statements contained in this communication as a result of new information, future events, changes in its expectations or other circumstances that exist after the date as of which the forward-looking statements were made.

SSTI Transaction Social Posts

LinkedIn*Corporate Post*

We're pleased to announce that @SoundThinking has entered into an agreement to be acquired by @Transom Capital Group through a tender offer.

For years, we have supported agencies across the country in delivering safer, stronger outcomes for the people they serve. Today marks another important milestone in our company's history as we begin the next phase of advancing that mission.

We believe this transaction maximizes value for shareholders while positioning our business for the future. As a private company owned by Transom, we believe SoundThinking will have greater flexibility to better support customers and deliver on our mission of helping communities become safer through data and technology.

For more information, please see the announcement press release: [\[LINK\]](#)

Repost for Ralph

Helping create safer communities for our families, friends and neighbors has always been at the heart of our business, and today marks the next phase of our company's evolution.

I'm grateful to our employees, customers, partners and the communities we serve for the trust they place in us. I'm excited about what lies ahead as we continue to deliver on our mission.

X

We're pleased to announce that SoundThinking has entered into an agreement to be acquired by Transom Capital Group through a tender offer. We look forward to continuing to support customers and deliver on our mission of helping communities become safer and more resilient in this next phase. Read more here: [\[LINK\]](#)

Facebook

We're pleased to announce that SoundThinking has entered into an agreement to be acquired by Transom Capital Group through a tender offer.

For years, we have supported agencies across the country in delivering safer, stronger outcomes for the people they serve. Looking ahead, we will continue to focus on supporting our customers and delivering on our mission of helping communities become safer through data and technology.

For more information, please see the announcement press release: [\[LINK\]](#)



SoundThinking Announces Agreement to be Acquired by Transom

SoundThinking believes that the transaction maximizes value for shareholders while positioning the business for the future.

SSTI Transaction Customer Letter

Subject: SoundThinking's Recent Announcement

Dear Valued Customer –

I wanted to share an important update regarding SoundThinking. Today we announced [LINK] that SoundThinking has agreed to be acquired by Transom Capital Group ("Transom").

By way of background, Transom is a seasoned investor that works collaboratively alongside companies and their teams to capture new growth opportunities. Their interest in SoundThinking is a testament to the importance of our mission and the progress we have made transforming into a broader public safety platform.

We believe that our agreement with Transom maximizes value for shareholders while best positioning our business for our next phase of success. We believe that moving forward as a private company with Transom will enable us to operate with greater flexibility to better support customers and deliver on our mission of helping communities become safer and more resilient through data and technology.

Next Steps

While this announcement is an exciting milestone for SoundThinking, nothing changes today. The transaction is expected to close in the fourth quarter of 2026, subject to customary closing conditions, including the completion of the tender offer by Transom for our shares. Until then, we remain a standalone company, and our commitments to our customers, partners and communities are unchanged.

Our focus, as always, remains on providing the important solutions for public safety and security that help save lives, solve crimes and protect our communities. We continue to offer our full suite of products, and all existing contracts remain in full force and effect. Your points of contact, billing processes and day-to-day engagement with our team remain the same.

We will continue to keep you informed as we move forward. If you have any questions, you can always reach out to your normal SoundThinking contact.

We value our relationship with you and look forward to working together now and in our next phase to make our communities safer.

Thank you for your continued partnership.

Best,
[NAME]

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SSTI Transaction Town Hall Presentation

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Entering Our Next Chapter

SoundThinking has entered into a definitive agreement to be acquired by Transom Capital Group (“Transom”)

Under the terms of the agreement, shareholders will receive:

- \$8.00 per share in cash
 - A contingent value right, or CVR, providing the opportunity to receive up to an additional \$3.00 per share if we achieve certain revenue milestones for our ShotSpotter and SafePointe products
-

Upon completion of the transaction, SoundThinking will become a private company

Our Board regularly evaluates opportunities available to the Company and believes that this transaction maximizes value for shareholders while best positioning SoundThinking for the future



Transom

The Right Partner for SoundThinking

Seasoned investor based in El Segundo

Proven track record of working collaboratively alongside companies and their teams to capture new growth opportunities

Strong understanding of our business and shared commitment to creating safer communities for our families, friends and neighbors

Transom's interest in SoundThinking is a testament to the importance of our mission, the caliber of our team and the opportunities ahead



Building on Our Progress

We have built SoundThinking from a company centered on a single product into a broader public safety technology platform with solutions that customers rely on every day

We are proud of the meaningful impact our solutions have had on communities across the country

As a private company, we believe SoundThinking will have greater flexibility to better support customers and deliver on our mission of helping communities become safer through data and technology

We are confident this transaction best positions SoundThinking for its next phase



What This Means for You

Transaction expected to close in the fourth quarter of 2026, subject to customary closing conditions, including the completion of the tender offer by Transom for our shares

Until then, SoundThinking remains a standalone company

Nothing is changing today, including employees' day-to-day roles and responsibilities

Our commitments to our customers, partners and communities remain unchanged



Looking Ahead

We see a tremendous opportunity for SoundThinking on the path forward with Transom

We have great products that only we can deliver, and our customers trust us to help create safer communities

We are counting on everyone to continue executing with discipline, advancing our mission and driving shareholder value

Thank you for your continued dedication to SoundThinking, our customers and our communities



Next Steps

We are committed to keeping you informed throughout this process

If you receive any inquiries from members of the media, investors or the analyst community, please do not respond, and instead forward the inquiry to Ralph Clark

Please refrain from creating new communications materials (including posts on social media)

We are excited about this next phase and SoundThinking's future with Transom