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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

December 15, 2022



NantHealth, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-37792
(Commission File Number)

27-3019889
(IRS Employer
Identification No.)

3000 RDU Drive, Suite 200
Morrisville, North Carolina 27560
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(855) 949-6268**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	NH	Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §(230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §(240.12b-2)).

Emerging growth company ☐

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

Item 3.03 **Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Items 5.03 and 8.01 of this Current Report on Form 8-K are incorporated herein by reference.

Item 5.03 **Amendments to Articles of Incorporation or Bylaws.**

As previously reported, on August 17, 2022 the board of directors (the “Board”) of NantHealth, Inc. (the “Company”) and on August 18, 2022, the holders of a majority of the issued and outstanding shares (the “Requisite Stockholders”) of the Company’s common stock par value \$0.0001 per share (the “Common Stock”), each approved a reverse stock split of all outstanding shares of Common Stock pursuant to which each fifteen (15) outstanding shares of Common Stock shall be reclassified and combined into one validly issued, fully paid and non-assessable share of Common Stock (the “Reverse Stock Split”). The Board and Requisite Stockholders determined that the Reverse Stock Split would be effected at a ratio of 1-for-15. On December 15, 2022, the Company filed a certificate of amendment to the Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware, and the Reverse Stock Split became effective as of 5:00 p.m. Eastern time on December 15, 2022 (the “Effective Time”). The Common Stock will begin trading on The Nasdaq Global Select Market (“Nasdaq”) on a post-split basis on December 16, 2022.

As a result of the Reverse Stock Split, every fifteen (15) shares of the Company’s Common Stock, issued and outstanding prior to the Effective Time were combined into one (1) share of Common Stock, reducing the number of issued and outstanding shares of the Common Stock from approximately 115,550,244 to approximately 7,703,350. The Company’s transfer agent, American Stock Transfer & Trust Company, LLC (“AST”), will serve as exchange agent for the Reverse Stock Split and will provide instructions to stockholders of record regarding the process for exchanging shares. Because the Certificate of Amendment did not reduce the number of authorized shares of the Common Stock or preferred stock, the effect of the Reverse Stock Split was to increase the number of shares of Common Stock available for issuance relative to the number of shares issued and outstanding. The Reverse Stock Split did not alter the par value of the Common Stock or preferred stock or modify any voting rights or other terms of the Common Stock or preferred stock.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would hold fractional shares because the number of shares of Common Stock they held before the Reverse Stock Split would not be evenly divisible based upon the fifteen-for-one split ratio will be entitled to cash payments (without interest) in respect of such fractional shares. Such cash payment shall be determined by multiplying (i) the fractional share interest to which the holder would otherwise be entitled, after taking into account all shares of such class held by the holder as of the Effective Time of the Reverse Stock Split, and (ii) the volume weighted average trading price of the Common Stock, as reported on Nasdaq, for the five trading days immediately preceding the effective date of the Reverse Stock Split, as adjusted for the split ratio.

AST will be issuing all of the post-split shares in paperless, “book-entry” form, and unless otherwise requested by the stockholder, AST will hold the shares in an account set up for the stockholder. All book-entry or other electronic positions representing issued and outstanding shares of the Common Stock will be automatically adjusted. Those stockholders holding Common Stock in “street name” will receive instructions from their brokers.

In addition, pursuant to their terms, a proportionate adjustment will be made to the per share exercise price and number of shares issuable under all of the Company’s outstanding equity awards, and the number of shares authorized and reserved for issuance pursuant to the Company’s equity incentive plans will be reduced proportionately.

Following the Reverse Stock Split, the trading symbol for the Common Stock continues to be “NH”. The new CUSIP number for the Common Stock following the Reverse Stock Split is 630104305.

The above description of the Certificate of Amendment and the Reverse Stock Split is a summary of the material terms thereof and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01 **Other Events.**

Reverse Stock Split Ratio and Press Release

On December 15, 2022, the Company issued a press release announcing that the Company effected the Reverse Stock Split. A copy of this press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of NantHealth, Inc., dated as of December 15, 2022.</u>
99.1	<u>Press Release of NantHealth, Inc. on December 15, 2022 related to the Reverse Stock Split.</u>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

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

NantHealth, Inc.

Date: December 15, 2022

By: /s/ Bob Petrou
Bob Petrou
Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF
Amended and Restated CERTIFICATE OF INCORPORATION
OF
NANTHEALTH, INC.**

NantHealth, Inc., a Delaware corporation (the “**Corporation**”), hereby certifies as follows:

1. The name of the Corporation is NantHealth, Inc. The Corporation was first formed on July 7, 2010 as “About Advanced Health, LLC” in Delaware as a Limited Liability Company and was converted into NantHealth, Inc. on June 1, 2016. The Corporation's most recent Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 7, 2016.
2. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation has been duly authorized and adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the Delaware General Corporation Law and amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation.
3. The terms and provisions of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation have been duly approved by written consent of the required number of shares of outstanding stock of the Corporation pursuant to Subsection 228(a) of the General Corporation Law of the State of Delaware and written notice pursuant to Subsection 228(e) of the General Corporation Law of the State of Delaware has been or will be given to those stockholders whose written consent has not been obtained.
4. Section 1 of Article IV of the Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety as follows:

“This Corporation is authorized to issue two classes of stock, to be designated, respectively, Common Stock and Preferred Stock. The total number of shares of stock that the Corporation shall have authority to issue is 770,000,000 shares, of which 750,000,000 shares are Common Stock, \$0.0001 par value per share, and 20,000,000 shares are Preferred Stock, \$0.0001 par value per share.

Effective as of 5:00 pm, Eastern time, on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the “**Effective Time**”), pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, each fifteen (15) shares of Common Stock either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock with any resulting fractional shares rounded down to the nearest whole number of shares. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“**Old Certificates**”) shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.”

IN WITNESS WHEREOF, this Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly executed by an authorized officer of the Corporation on December 15, 2022.

NANTHEALTH, INC.

/s/ Patrick Soon-Shiong
Patrick Soon-Shiong, Chief Executive Officer



Investor Contact:

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NantHealth, Inc. Announces 1-For 15 Reverse Stock Split

Morrisville, NC – December 15, 2022 — NantHealth, Inc. (NASDAQ-GS: NH), a leading provider of enterprise solutions that help businesses transform complex data into actionable insights, today announced that the company has implemented a reverse stock split at a ratio of 1-for-15, which is expected to be effective 5 p.m. Eastern Time (ET) on December 15, 2022. The company's common stock is expected to begin trading on a split-adjusted basis at commencement of trading on Friday, December 16, 2022. The reverse stock split was approved by NantHealth's stockholders on August 18, 2022 and is intended to increase the per share trading price of the company's common stock, which the company expects will satisfy the minimum bid price requirement for continued listing on the Nasdaq Global Select Market (Nasdaq).

Reverse Stock Split

The reverse stock split will reduce the number of shares of the company's common stock from approximately 115,550,244 shares to approximately 7,703,350 shares, but will not change the authorized number of shares of common stock, which will remain at 750,000,000 shares. The company's common stock will continue to trade on Nasdaq under the symbol "NH." In connection with the reverse stock split, the company's CUSIP number will change to 630104305 as of December 15, 2022 at 5 p.m. ET.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the company's equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. No fractional shares will be issued in connection with the reverse stock split. Stockholders who otherwise would be entitled to receive a fractional share will instead be entitled to receive cash in lieu of such fractional share from the company's transfer agent, American Stock Transfer & Trust Company, LLC. Holders of the company's common stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the reverse stock split. Stockholders of record will be receiving information from the company's transfer agent regarding their common stock ownership post-reverse stock split.

In addition, pursuant to their terms, a proportionate adjustment will be made to the per share exercise price and number of shares issuable under all of the company's outstanding equity awards, and the number of shares authorized and reserved for issuance pursuant to the company's equity incentive plans will be reduced proportionately.

About NantHealth, Inc.

NantHealth, a member of the NantWorks ecosystem of companies, provides enterprise solutions that help businesses transform complex data into actionable insights. By offering efficient ways to move, interpret and visualize complex and highly sensitive information, NantHealth enables customers in healthcare, life sciences, logistics, telecommunications and other industries to automate, understand and act on data while keeping it secure and scalable. NantHealth's product portfolio comprises the latest technology in payer/provider collaboration platforms for real-time coverage decision support (Eviti and NaviNet), and data solutions that provide multi-data analysis, reporting and professional services offerings (Quadris). The OpenNMS Group, Inc., a NantHealth subsidiary, helps businesses monitor and manage network health and performance. For more information, visit nanthealth.com, follow us on Twitter, Facebook, LinkedIn and YouTube, and subscribe to our blog.

Forward Looking Statements

This news release contains certain statements of a forward-looking nature relating to future events or future business performance. Forward-looking statements can be identified by the words "expects," "anticipates," "believes," "intends," "estimates," "plans," "will," "outlook" and similar expressions. Forward-looking statements are based on management's current plans, estimates, assumptions and projections, and speak only as of the date they are made. Risks and uncertainties include, but are not limited to, statements regarding the timing and effectiveness of the reverse stock split and the Company's ability to maintain its listing on Nasdaq (including its ability to achieve or maintain the minimum bid price required by Nasdaq and to comply with other requirements for listing on Nasdaq). Such forward-looking statements are not meant to predict or guarantee actual results, performance, events or circumstances and may not be realized because they are based upon the Company's current plans, objectives, beliefs, expectations, and assumptions and are subject to a number of risks and uncertainties and other influences, many of which the Company has no control over. Actual results and the timing of certain events and circumstances may differ materially from those described by the forward-looking statements as a result of these risks and uncertainties. Factors that may influence or contribute to the inaccuracy of the forward-looking statements or cause actual results to differ materially from expected or desired results may include, without limitation, the price and volume fluctuations in trading of the Company's Common Stock, the potential adverse effect of the reduced number of shares outstanding following the reverse stock split on the liquidity of the Company's Common Stock, potentially adverse Nasdaq decisions related to the listing of the Company's Common Stock on the Nasdaq Capital Market. The Company undertakes no obligation to update any forward-

looking statement in light of new information or future events, except as otherwise required by law. Forward-looking statements involve inherent risks and uncertainties, most of which are difficult to predict and are generally beyond our control. Actual results or outcomes may differ materially from those implied by the forward-looking statements as a result of the impact of a number of factors, many of which are discussed in more detail in our reports filed with the Securities and Exchange Commission.

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