
**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)

July 22, 2020

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.)

**9920 Jefferson Boulevard
Culver City, California 90232**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(310) 883-1300**

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	The 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 1.01 **Entry into a Material Definitive Agreement.**

On July 22, 2020, NantHealth, Inc., a Delaware corporation (the “Company”), entered into and closed on an assignment agreement (the “Assignment Agreement”) with Cambridge Equities, LP, a Delaware limited partnership (“Cambridge”) to acquire The OpenNMS Group, Inc. (“OpenNMS”). Pursuant to the Assignment Agreement the Company purchased the shares (the “Shares”) held by Cambridge for an enterprise value of approximately \$6,133,000 (the “Purchase Price”). The transaction was reviewed and approved by a Special Committee of the Board of Directors of the Company.

The foregoing description of the Assignment Agreement does not purport to be complete and is subject to, and qualified in its entirety, by the full text of the Assignment Agreement, a copy of which the Company intends to file as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 and the terms of which are incorporated herein by reference. The Assignment Agreement is not intended to provide any other factual information about the Company or Cambridge. In particular, the representations and warranties contained in the Assignment Agreement were made only for the purposes of the Assignment Agreement as of specific dates and were qualified by disclosures between the parties and a contractual standard of materiality that is different from those generally applicable to stockholders, among other limitations. The representations and warranties were made for the purposes of allocating contractual risk between the parties to the Assignment Agreement and should not be relied upon as a disclosure of factual information relating to the Company or Cambridge.

Item 2.01 **Completion of Acquisition or Disposition of Assets.**

The information set forth in Item 1.01 above is incorporated by reference into this Item 2.01.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No. **Description**

99.1 [Press Release, dated July 27, 2020, announcing the signing of the Assignment Agreement.](#)

SIGNATURE

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

NantHealth, Inc.

Date: July 27, 2020

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

NantHealth Acquires OpenNMS, the World's Largest Open Source Network Management Application Platform

CULVER CITY, CA - July 27, 2020 - NantHealth, Inc. (NASDAQ: NH), a next-generation, evidence-based, personalized healthcare company, today announced the acquisition of The [OpenNMS](http://www.opennms.com) Group, Inc. (www.opennms.com), the world's premier open-source network management company, which will operate as a subsidiary of NantHealth. The transaction closed on July 22, 2020.

"OpenNMS has set the standard for open-source network monitoring since 2000 with its enterprise-grade network management platform," said Ron Louks, Chief Operating Officer, NantHealth. "We are thrilled to have them join the NantHealth family.

"This acquisition not only expands and diversifies NantHealth's software portfolio and service offerings, but it expands our company-wide capabilities in cloud, SaaS and AI technologies. OpenNMS, we believe, will provide our customers with a new world class set of services to maintain reliable network connections for critical data flows that enable patient data collaboration and decision making at the point of care."

Based in Morrisville, NC, OpenNMS provides a highly reliable, scalable and comprehensive fault, performance and traffic monitoring solution that easily integrates with business applications and workflows to monitor and visualize everything in a network. The OpenNMS platform monitors some of the largest networks in existence, covering the healthcare, technology, finance, government, education, retail and industrial sectors, many with tens of thousands of networked devices. OpenNMS customers include three of the top 5 companies on the Fortune 100, as well as multiple large and multi-state health providers and one of the largest electronic medical record providers in the United States.

"I'm delighted for our organization to join the talented team of software and artificial intelligence engineers at NantHealth, which will enable OpenNMS to accelerate our adoption of machine learning and data science technologies," said David Hustace, CEO of OpenNMS. "This transaction strengthens our internal capabilities as we move to offer SaaS-based solutions to our customers across all industries, while also expanding our penetration in the healthcare industry."

The OpenNMS platform provides key insights and analytics regarding network performance and availability needed for organizations to maintain uptime across multiple environments, geographies and devices. Platform features include:

- **Event Management.** OpenNMS can serve as the central repository and correlation system for system logs and notifications from all devices on a network.
- **Fault Management.** OpenNMS actively monitors latency and tests the availability of all devices on a network using over 30 different protocols as synthetic transactions, which are further analyzed by unique machine and deep learning technologies imbedded in its Architecture for Learning Enabled Correlation (ALEC).
- **Performance Measurement.** OpenNMS can collect and receive streams of telemetry (time-series) data from devices on a network via multiple protocols: HTTP, SNMP, JMX, WMI/ws-man, gRPC, gpb over UDP. This data can be stored, graphed and measured for thresholds and streamed to Kafka for integration with other enterprise systems.
- **Traffic Management.** OpenNMS provides a highly scalable solution for actively monitoring and correlating network flows in conjunction with its fault and performance data.

OpenNMS is continuing to expand its best-in-industry reliability and scalability through creation of cloud solutions and services, implementation of hardware appliances for expansion of edge monitoring,

continued investment in its AI/ML enabled ALEC solution, and addition of advanced route monitoring solutions driving more data for ALEC.

About NantHealth

NantHealth, a member of the NantWorks ecosystem of companies, provides leading solutions across the continuum of care for physicians, payers, patients and biopharmaceutical organizations. NantHealth enables the use of cutting-edge data and technology toward the goals of empowering clinical decision support and improving patient outcomes. NantHealth's comprehensive product portfolio combines the latest technology in payer/provider platforms that exchange information in near-real time (NaviNet and Eviti), and molecular profiling services that combine comprehensive DNA & RNA tumor-normal profiling with pharmacogenomics analysis (GPS Cancer®). For more information, please visit www.nanthealth.com or follow us on [Twitter](#), [Facebook](#) and [LinkedIn](#).

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: our ability to successfully integrate a complex learning system to address a wide range of healthcare issues; our ability to successfully amass the requisite data to achieve maximum network effects; appropriately allocating financial and human resources across a broad array of product and service offerings; raising additional capital as necessary to fund our operations; achieving significant commercial market acceptance for our sequencing and molecular analysis solutions; establish relationships with, key thought leaders or payers' key decision makers in order to establish GPS Cancer as a standard of care for patients with cancer; our ability to grow the market for our Systems Infrastructure, and applications; successfully enhancing our Systems Infrastructure and applications to achieve market acceptance and keep pace with technological developments; customer concentration; competition; security breaches; bandwidth limitations; our ability to continue our relationship with NantOmics; our ability to obtain regulatory approvals; dependence upon senior management; the need to comply with and meet applicable laws and regulations; unexpected adverse events; clinical adoption and market acceptance of GPS Cancer; and anticipated cost savings. We undertake 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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